

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51100TN2017PLC118316

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

SUNDARAM-CLAYTON LIMITEE

(b) Registered office address

Chaitanya,No.12,KhaderNawazKhanRoad,Nungambak kam NA
Chennai
Chennai
Tamil Nadu
600006

(c) *e-mail ID of the company

CO*****ON.COM

(d) *Telephone number with STD code

04*****15

(e) Website

www.sundaram-clayton.com

(iii) Date of Incorporation

29/08/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 09/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Sundaram Holding USA Inc., U		Subsidiary	100
2	Sundaram-Clayton (USA) Limit		Subsidiary	100

3	Sundaram-Clayton GmbH, Ger		Subsidiary	100
4	Green hills Land Holding LLC		Subsidiary	0
5	Component Equipment Leasin		Subsidiary	0
6	Sundaram – Clayton (USA) LLC		Subsidiary	0
7	Premier Land Holding LLC		Subsidiary	0
8	Sundram Non-Conventional Er	U40108TN1994PLC029132	Associate	23.53

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	20,232,104	20,232,104	20,232,104
Total amount of equity shares (in Rupees)	125,000,000	101,160,520	101,160,520	101,160,520

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	25,000,000	20,232,104	20,232,104	20,232,104
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	125,000,000	101,160,520	101,160,520	101,160,520

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	873,032	873,032	873,032
Total amount of preference shares (in rupees)	25,000,000	8,730,320	8,730,320	8,730,320

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	2,500,000	873,032	873,032	873,032
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	25,000,000	8,730,320	8,730,320	8,730,320

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	2,500	0	2500	25,000	25,000	
Increase during the year	0	20,232,104	20232104	101,160,520	101,160,520	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	20,232,104	20232104	101,160,520	101,160,520	0
Shares allotted as consideration to Demerger						
Decrease during the year	2,500	0	2500	25,000	25,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	2,500	0	2500	25,000	25,000	
Cancellation of existing Shares consequent to Demerger						
At the end of the year	0	20,232,104	20232104	101,160,520	101,160,520	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	873,032	873032	8,730,320	8,730,320	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	873,032	873032	8,730,320	8,730,320	
Shares allotted as consideration to Demerger						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
nil						
At the end of the year	0	873,032	873032	8,730,320	8,730,320	

ISIN of the equity shares of the company

INE0Q3R01026

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	1,000	1000000	1,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,000,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	1,000,000,000	0	1,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

13,419,167,572

(ii) Net worth of the Company

7,976,055,991

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,189,386	5.88	25,843	2.96
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,514,378	7.49	175,667	20.12
10.	Others Trusts	10,943,387	54.09	19,145	2.19
	Total	13,647,151	67.46	220,655	25.27

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	2,850,479	14.09	239,558	27.44
	(ii) Non-resident Indian (NRI)	71,335	0.35	50,587	5.79
	(iii) Foreign national (other than NRI)	83	0	9	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	209,874	1.04	38,106	4.36
4.	Banks	2	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	2,732,997	13.51	216,189	24.76
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	312,070	1.54	79,426	9.1
10.	Others FPIs,NBFCs, AIF,IEPF,LLP, Tri	408,113	2.02	28,502	3.26
	Total	6,584,953	32.55	652,377	74.71

Total number of shareholders (other than promoters)

22,944

**Total number of shareholders (Promoters+Public/
Other than promoters)**

22,950

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	6
Members (other than promoters)	0	22,944
Debenture holders	0	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	2	0	5.6	0
B. Non-Promoter	0	7	1	5	0	0
(i) Non-Independent	0	4	1	2	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	7	3	5	5.6	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
venu srinivasan	00051523	Managing Director	966,600	
venu lakshmi	02702020	Managing Director	165,043	
sasikala varadaci	07132398	Director	0	
vivek shripad joshi	09522758	Whole-time director	10	
rajarangamani gc	01624555	Director	0	
narasimhan rajesh	07824276	Director	0	
chittranjan dua	00036080	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMASWAMY ANAND	07806173	Director	5	
VIVEK SHRIPAD JOSHI	ADAPJ7958D	CEO	10	
AJAY KUMAR	AKMPK3169L	CFO	1	
PONNERI DIVAKAR D	BDHPD5200L	Company Secretary	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VENU SRINIVASAN	00051523	Director	24/07/2023	Change in designation
VENU LAKSHMI	02702020	Director	24/07/2023	Change in designation
VIVEK SHRIPAD JOSHI	09522758	Director	24/07/2023	Change in designation
NARASIMHAN RAJIV	07824276	Director	24/07/2023	Change in designation
VIVEK SHRIPAD JOSHI	09522758	Whole-time director	01/08/2023	Change in designation
VIVEK SHRIPAD JOSHI	ADAPJ7958D	CEO	01/08/2023	Appointment
RAJARANGAMANI V	01624555	Director	09/08/2023	Change in designation
VENU SRINIVASAN	00051523	Managing Director	11/08/2023	Change in designation
VENU LAKSHMI	02702020	Managing Director	11/08/2023	Change in designation
AJAY KUMAR	AKMPK3169L	CFO	11/08/2023	Appointment
PONNERI DIVAKAR	BDHPD5200L	Company Secretary	11/08/2023	Appointment
RAMASWAMY ANAND	07806173	Additional director	10/11/2023	Appointment
RAMASWAMY ANAND	07806173	Director	02/01/2024	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	24/07/2023	7	3	100
Extraordinary General Meet	24/07/2023	7	3	100
Extraordinary General Meet	27/07/2023	7	3	100
Extraordinary General Meet	10/08/2023	7	3	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2023	7	7	100
2	21/07/2023	7	7	100
3	25/07/2023	7	7	100
4	09/08/2023	7	7	100
5	11/08/2023	7	7	100
6	10/11/2023	8	8	100
7	09/02/2024	8	8	100
8	26/03/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	10/11/2023	3	3	100
2	AUDIT COMM	09/02/2024	3	3	100
3	AUDIT COMM	26/03/2024	3	3	100
4	Stakeholders F	26/03/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Nomination an	10/11/2023	3	3	100
6	Nomination an	09/02/2024	3	3	100
7	Risk Manager	09/02/2024	4	4	100
8	Administrative	10/11/2023	3	3	100
9	Scheme imple	31/08/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/08/2024
								(Y/N/NA)
1	VENU SRINIV	8	8	100	0	0	0	Yes
2	VENU LAKSH	8	8	100	4	4	100	Yes
3	SASIKALA VA	8	8	100	8	8	100	Yes
4	VIVEK SHRIP	8	8	100	2	2	100	Yes
5	RAJARANGAI	8	8	100	7	7	100	Yes
6	NARASIMHAN	8	8	100	1	1	100	No
7	CHITTRANJA	8	8	100	6	6	100	Yes
8	RAMASWAMY	3	3	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENU SRINIVASAN	Managing Director	6,000,000	0	0	0	6,000,000
2	VENU LAKSHMI	Managing Director	10,600,349	21,000,000	0	0	31,600,349
3	VIVEK SHRIPAD J	Whole Time Director	27,000,000	0	0	0	27,000,000
	Total		43,600,349	21,000,000	0	0	64,600,349

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJAY KUMAR	CFO	6,714,370	0	0	0	6,714,370
2	PONNERI DIVAKAR	Company Secretary	0	0	0	0	0
	Total		6,714,370	0	0	0	6,714,370

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SASIKALA VARADACHARI	Director	0	1,500,000	0	140,000	1,640,000
2	RAJARANGAMANI	Director	0	1,500,000	0	130,000	1,630,000
3	NARASIMHAN RAJAGOPALAN	Director	0	0	0	60,000	60,000
4	CHITTRANJAN DUBAY	Director	0	1,500,000	0	120,000	1,620,000
5	RAMASWAMY ANAND	Director	0	0	0	30,000	30,000
	Total		0	4,500,000	0	480,000	4,980,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

B CHANDRA

Whether associate or fellow

Associate Fellow

Certificate of practice number

7859

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 57 dated 07/09/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VENU LAKSHMI
Digitally signed by VENU LAKSHMI
Date: 2024.12.09 10:19:16 +05'30'

DIN of the director

0*7*2*2*

To be digitally signed by

PONNERI DIVAKAR DEVKISHAN
Digitally signed by PONNERI DIVAKAR DEVKISHAN
Date: 2024.12.09 10:20:20 +05'30'

Company Secretary

Company secretary in practice

Membership number

3*1*3

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

- Attach
- Attach
- Attach
- Attach

List of attachments

Annexure 1 MGT 8.pdf
 Letter to Roc.pdf
 Annexure 2 List of FPI Equity shareholders
 Annexure 3 List of FPI Preference shareho

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO. MGT.8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
the Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, B Chandra, Practising Company Secretary with Membership No. 20879 and CP No. 7859 have examined the registers, records and books and papers of SUNDARAM-CLAYTON LIMITED (Formerly Known as Sundaram-Clayton DCD Limited), bearing CIN L51100TN2017PLC118316, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March 2024.

I further state that:

- a. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

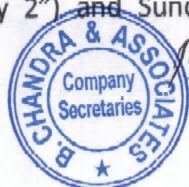
In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act as a Listed Public Company effective from December 29, 2023.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;



B Chandra

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time; Due to technical issues in the Ministry of Corporate Affairs Portal for implementing the cancellation of the existing 2,500 equity shares of Rs. 10/- each as per the Composite Scheme (Company being one of the parties) duly approved by the Hon' Ble national Company Law Tribunal , the Company had filed certain e-Forms / documents belatedly with the applicable additional fee.
4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings of the Postal ballots including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. register of Members/Security holders was not closed;
6. the company has not given advances/granted loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act; As per the information furnished by the Company, the Related Party Transactions with an entity under common control post listing were within the 10% of the turnover of the Demerged unit of the Transferor Company and thereby not becoming a material related party transaction under the Listing regulations
8. issue or allotment or transfer or transmission and issue of security certificates, /redemption of preference shares in all instances; Further the provisions relating to issue or buy back of securities or debentures/alteration or reduction of share capital/conversion of shares/securities were not applicable during the said period;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the said period;
10. declaration/payment of dividend including interim dividend on 26.3.2024; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment of Directors and Managing Director/ change in category of Directors /re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment of auditors as per the provisions of Section 139 of the Act did not arise;
14. Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram - Clayton DCD



[Handwritten signature]

Limited ("Resulting Company") and their respective shareholders and creditors ("Composite Scheme"), filed with Hon'ble National Company Law Tribunal under the various provisions of the Act was made effective as per details given elsewhere in this report;

15. the Company has not accepted/renewed/repaid deposits;
16. borrowings from ~~its directors, members, public financial institutions~~, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Pursuant to the Composite Scheme of Arrangement, the following companies became Subsidiaries/ Associate of the company
 - Sundaram-Clayton (USA) Limited, USA;
 - Sundaram-Clayton GmbH, Germany;
 - Sundaram Holding USA Inc., USA along with its subsidiaries viz.,
 - Green Hills Land Holding LLC, South Carolina, USA
 - Sundaram-Clayton USA LLC, South Carolina, USA
 - Component Equipment Leasing LLC, South Carolina, USA
 - Premier Land Holding LLC, South Carolina, USA.
 - Sundram Non-Conventional Energy Systems Limited, Associate;
- 18.

(a) During the year the Company implemented the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited and their respective shareholders and creditors ("Scheme"), which was approved by the Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March 2023 with the following implication on the effective dates mentioned against each:

- (i) On 11-08-2023, the Demerged Undertaking along with all its assets, Permits, contracts, liabilities, loan, debentures, duties and obligations of the Demerged Company got vested in the Resulting Company, Sundaram - Clayton Limited (Formerly Known as Sundaram - Clayton DCD Limited) in consideration of the Equity Shares and Preference shares issued by the Resulting Company.
- (ii) As part of the Scheme, the name of the Company was changed to its present name of Sundaram-Clayton Limited approved vide fresh certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, Chennai on 30-08-2023, and amended the Memorandum and Articles of Association was also filed.
- (iii) During the year, the Board was reconstituted to comply with the requirements of the applicable provisions of the Companies Act and Listing Regulations including appointment of Mr Venu Srinivasan as Chairman Emeritus & Managing Director, Dr Lakshmi Venu as



Managing Director and Mr Vivek S Joshi as a Director and Chief Executive Officer. The various Board committees were also constituted and the KMPs were also appointed in compliance with the applicable provisions of the Act and the Regulations.

(iv) 1,000 7.65% Listed Non-Convertible Redeemable Debentures of Rs. 10,00,000 each amounting to Rs. 100 Cr, pertaining to the Demerged Undertaking, were transferred to the Company, and re-listed effective 10th November 2023.

(b) The shareholders have approved the re-classification of 'T V Sundram Iyengar & Sons Private Limited' from 'Promoter & Promoter Group' To 'Public' Category, the application for which is pending with the Stock Exchanges.

Place: Chennai
Date: 07.12.2024

Signature:



B. Chandra

Name of Company Secretary in practice: B CHANDRA

C.P. No.: 7859

UDIN A020879F003300221

Peer Review No. 602/2019