



**B.CHANDRA**

**PRACTISING COMPANY SECRETARY**

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Chennai – 600026

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## **Secretarial compliance report of**

**SUNDARAM -CLAYTON LIMITED for the year ended 31.03.2023**

I, B Chandra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. SUNDARAM -CLAYTON LIMITED ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and circulars/ guidelines issued thereunder;



The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

and circulars/ guidelines issued thereunder;

and based on the above examination, ~~I/We~~ hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: -

**As per Annexure A**

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

**As per Annexure B**

**(c) Additional Affirmations**

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standard</b> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	
2	<b>Adoption and timely updation of the Policies:</b>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	<b>Maintenance and disclosures on Website:</b> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website	Yes	



S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Annexure A
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or	Yes	Annexure A



S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		
12	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	

There has been no resignation of Statutory Auditors during the year under review.

We further add due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Place: Chennai  
Date: 06.05.2023

Signature:   
Practising Company Secretary : B CHANDRA  
ACS/ FCS No.: 20879  
C P No.: 7859  
PEER REVIEW NO 602/2019  
UDIN A020879E000236127



**Annexure A for the year ended 31-03-2023:**

S No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1	Takeover code (SAST)	Regulation 31	Post event holding of encumbered shares not tallying.	Stock Exchange	Clarification	Same as in col 4	Nil	Reply of the Company is factual.	Proposed encumbrance earlier reported more than actual.	Nil
2	LODR	Regulation 20	Reconstituted SRC does not have a chairperson.	Stock Exchange	Clarification	Same as in col 4	Nil	Reply of the Company is factual.	Committees reconstituted post demise of the earlier chairman. CG report filed as per FAQ issued by the NSE.	Nil
3	LODR	Regulation 23(9)	Disclosure on Sale of shares effected to a related party in the HY March 2023 return.	Nil	NIL	Same as in col 4	Nil	Same as in Col. 4	Revised filing will be done.	Nil



**Annexure B for the year ended 31-03-2022**

S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	-	-	-	-	-



Place: Chennai  
Date:06.05.2023

Signature:  
Practicing Company Secretary : B CHANDRA  
ACS/ FCS No.: 20879  
C P No.: 7859  
UDIN A020879E000236391  
Peer review no. 602/2019