

Notice to the shareholders

NOTICE is hereby given that the Fifth Annual General Meeting of the shareholders of the Company will be held on Wednesday, the 17th August 2022 at 02.00 P.M. at the registered office of the Company at "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai -600006 to transact the following business.

Ordinary Business:

- 1. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

"RESOLVED THAT the audited balance sheet as at 31st March 2022, the statement of profit and loss for the year ended 31st March 2022 and notes forming part thereof of the Company for the period ended on that date, together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting, be and same are hereby approved and adopted."

- 2. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:**

"RESOLVED THAT Mr V Gopalakrishnan, Director (holding DIN: 03291640), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Special Business:

- 3. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:**

"RESOLVED THAT Mr R Raja Prakash (holding DIN: 08444736) who was appointed as Additional Director of the Company, by the Board of Directors at their meeting held on 9th February 2022 under Section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and other applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company."

For and on behalf of the Board

Place : Chennai
Date : 7th May 2022


N Srinivasa Ramanujam
Director
DIN: 07384809

NOTE:

(1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy or proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a proxy holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

(2) Explanatory statement under Section 102 of the Companies Act, 2013 is attached to this notice.

Encl: Proxy form

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors at their meeting held on 9th February 2022 appointed Mr R Raja Prakash (DIN: 08444736) as Additional Director, pursuant to Section 149 and 161 of the Companies Act, 2013 to hold office till the conclusion of the ensuing Annual General Meeting.


Mr. R Raja Prakash has consented to and declared as qualified for the appointment as Director, if made. The Board recommends the appointment of Mr R Raja Prakash as Director, liable to retire by rotation.

Except Mr R Raja Prakash, none of the directors or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the notice.

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in Item No. 3 of the Notice.

For and on behalf of the Board

Place : Chennai
Date : 7th May 2022


N Srinivasa Ramanujam
Director
DIN: 07384809

SUNDARAM-CLAYTON DCD LIMITED

Reg Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam Chennai - 600006
E- mail: corpsec@sundaramclayton.com ; CIN: U51100TN2017PLC118316; Tel: 044- 28332115; Fax: 044- 28332113

Directors' Report to the Shareholders

The Directors are pleased to present the Fifth annual report and the audited financial statements for the year ended 31st March 2022.

Financial Highlights and Performance

The Company is yet to commence its operations.

During the year under review, the name of the Company was changed from TVS Commodity Financial Solutions Private Limited to Sundaram – Clayton DCD Private Limited effective 8th February 2022.

Further, the Company was converted into Public Limited Company viz Sundaram – Clayton DCD Limited effective 24th February 2022.

Dividend

The directors of the Company do not recommend any dividend for the period ended 31st March 2022

Preparation of financial statements under Indian Accounting Standards

Pursuant to the notification issued by the Ministry of Corporate Affairs dated 16th February, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, Sundaram – Clayton Limited (SCL), the holding company, is required to adopt Indian Accounting Standards ("IND AS") from financial year 2016-17.

In terms of Rule 4(1)(ii) of the aforesaid rules, the holding, subsidiary, joint venture and associate companies are required to comply with Ind AS from financial year 2016-17 onwards. Accordingly, the financial statements of the Company for the period ended 31st March 2022 have been prepared in compliance with the said rules.

Internal control systems

The Company has adequate internal control systems to ensure operational efficiency, accuracy and promptness in financial report and compliance of applicable laws and regulations, to the extent required and commensurate with its size and activities.

Risk management

The Company has in place a mechanism to identify, assess, monitor and minimize various risks to key business objectives. Major risks identified would be systematically addressed through mitigating actions on a continuous basis.

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Directors' responsibility statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 (the Act 2013), with respect to Directors' Responsibility Statement, it is hereby stated that:

- i. in the preparation of the annual accounts for the financial year ended 31st March 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/ loss of the Company for that period;
- iii. the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors had prepared the accounts for the financial year ended 31st March 2022 on a "going concern basis"; and
- v. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Directors liable to retire by rotation

In terms of the provisions of the Companies Act, 2013, Mr V Gopalakrishnan, Director of the Company retire from the office at the ensuing annual general meeting and being eligible, offer himself for re-appointment.

Number of board meetings held

During the period under review, the board met 7 times on 25th April 2021, 11th June 2021, 12th August 2021, 21st December 2021, 1st February 2022, 03rd February 2022 and 9th February 2022 and the gap between two meetings did not exceed one hundred and twenty days.

Changes in the Board of Directors

During the period under review, Mr R Raja Prakash was appointed as an Additional Director effective 9th February 2022.

As on 31st March 2022, Mr V Gopalakrishnan, Mr N Srinivasa Ramanujam, Mr R Raja Prakash are the Directors of the Company.

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Statutory Auditors

The Company at its 4th AGM held on 27th July 2021 appointed M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, having Firm Registration No. 007761S allotted by the Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office, for the first term of five consecutive years from the conclusion of 4th AGM till the conclusion of 9th AGM, at such remuneration in addition to applicable taxes, out of pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Statutory Auditors will continue to hold office for the second year in the first term of five consecutive years, from the conclusion of this AGM. The Company has obtained necessary certificate under Section 141 of the Act, 2013 conveying their eligibility for being the Statutory Auditors of the Company for the year 2022-23.

The Auditors' Report for the financial year 2021-22 does not contain any qualification, reservation or adverse remark and the same is attached with the annual financial statements.

Disclosures

Material changes and commitments

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company

There are no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status of the Company.

Deposits:

The Company has not accepted any deposit from the shareholders and others within the meaning of Chapter V of the Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the period ended 31st March 2022 and hence the question of furnishing any details relating to deposits covered under Chapter V of the Act 2013 does not arise.

Employee's remuneration:

There are no employees on the rolls of the Company, hence there is no disclosure under Section 197(12) of the Act 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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Details of loans / guarantees / investments made:

As regards the furnishing the details of loans, guarantees and investments made by the Company as per Section 186 of the Act 2013 for the financial year 2021-22, the Company has not extended any guarantee or has given loans to other companies or made any investment during the year under review.

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo etc.,

The information do not apply to the Company, as the Company is not a manufacturing Company. During the period under review, there were no foreign exchange earnings or expenditure in the Company.

Related Party Transactions

All contracts / arrangements entered by the Company during the period ended 31st March 2022 with related parties were in the ordinary course of business and at arm's length price in terms of section 188 read with the Companies (Meetings of board and its powers) Rules, 2014.

Pursuant to the provisions of section 134(h) of the Companies Act, 2013 (the Act 2013) read with rule 8(2) of the Companies (Accounts) Rules 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business.

Related Party disclosures as per the Indian Accounting Standards have been provided in Notes to the financial statements.

Maintenance of cost records

Pursuant to Section 148(1) of the Companies Act, 2013 cost records are required to be maintained by specified class of Companies whose turnover exceeds 35 Crores during the immediately preceding financial year.

The Company's operations do not fall under any of the activities requiring maintenance and subsequent audit of cost records.

Reporting of fraud

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act 2013.

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Disclosure in terms of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company was not required to constitute an Internal Complaints Committee as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 since there are no employees in the Company.

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013.

Insolvency and Bankruptcy Code

There are no applications made or any proceedings pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

Onetime settlement with any Bank or Financial Institution

No disclosure or reporting is required in respect of the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

Acknowledgement

The directors gratefully acknowledge the continued support and co-operation received from promoters of the Company, and bankers for their continued support and assistance.

For and on behalf of the Board

Place: Chennai
Date: 7th May 2022


V Gopalakrishnan
Director
DIN: 03291640


N Srinivasa Ramanujam
Director
DIN: 07384809

Independent Auditor's Report

To the Members of Sundaram-Clayton DCD Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Sundaram-Clayton DCD Limited (formerly known as TVS Commodity Financial Solutions Private Limited) ("the Company"), having its registered office at "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai-600 006, Tamil Nadu which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31st March 2022, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in *the Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Annual Report to the Shareholders but does not include the standalone financial statements and our auditor's report thereon. The Annual Report to the Shareholders is expected to be made available to us after the date of this Auditor's Report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of Management and Those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance) changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events



or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance, a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order
2. As required by section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of section 164(2) of the Act;
 - (f) Reporting on internal financial controls over financial reporting as on 31st March 2022 does not arise as per Notification GSR 583 E dated 13th June 2017, since the company doesn't satisfy the turnover and borrowings conditions of the above notification.
 - (g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act. In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - (i) There are no pending litigations as at 31st March 2022;
 - (ii) The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses as at 31st March 2022;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding,

whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The Company has not declared any dividends during the year.

for **Raghavan, Chaudhuri & Narayanan**

Chartered Accountants

Firm Registration No.: 0077618



V. Sathyanarayanan

Partner

Membership No. 027716

Place : Bangalore

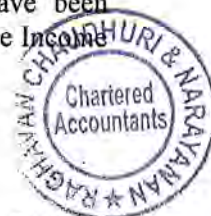
Date : 07th May, 2022

UDIN: 22027716AKZIND7402

Annexure 'A' to Independent Auditors' Report - 31st March 2022 (Referred to in our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i (a to d) The Company does not own any property plant & equipment, Intangible assets & right to use assets. Accordingly, Clause 3(i)(a) to 3(i)(d);
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;
- ii. (a) The Company does not have any inventory. Accordingly, Clause 3(ii)(a) of the Order is not applicable to the company;
 - (b) No working capital limit more than five crore in aggregate, from banks or financial institutions based on security of current assets has been sanctioned during any point of the year. Accordingly, Clause 3(ii)(b) of the Order is not applicable to the company;
- iii. The Company has not made investments and has not provided any Guarantee or security or granted any loans or advances in nature of loans secured or unsecured to companies, firms, Limited Liability Partnerships, or any other parties, during the year. Accordingly, the provision of clause 3(iii)(a) to 3 (iii)(f) of the order is not applicable;
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loan or made investments and has not provided guarantees and securities which has application of the provisions of Section 185 and 186 of the Act. Accordingly, the provisions of Clause 3(iv) of the Order are not applicable to the Company;
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable;
- vi. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act. Therefore, the provisions of Clause (vi) of the Order are not applicable to the Company;
- vii. In respect of statutory dues:
 - (a) According to the records of the Company, the Company does not have the liability to deposit statutory dues including Provident Fund, Employees' State Insurance, Custom duty, Income Tax, Goods and Service Tax and Cess and other material statutory dues with the appropriate authorities;
 - (b) According to the information and explanations given to us, there are no statutory dues which have not been deposited on account of any dispute;
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Section 43 of 1961);



- ix. (a) The Company has not obtained any loans or borrowings from any lender during the year. Accordingly, the provisions of clause 3(ix)(a) of the Order are not applicable;
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;
- (c) The Company has not obtained term loan during the year. Accordingly, the provisions of clause 3(ix)(c) of the Order are not applicable;
- (d) The Company has not raised any short-term funds during the year. Accordingly, the provisions of clause 3(ix)(d) of the Order are not applicable;
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable;
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable;
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable;
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report;
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year;
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable;
- xiii. In our opinion, all transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable Ind AS. Further, in our opinion, the company is not required to constitute audit committee under Section 177 of the Act;
- xiv. In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013 and hence reporting under clause 3(xiv)(a) and clause 3(xiv)(b) of the Order is not applicable;

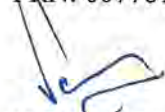


- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company;
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable;
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;
- xvii. The Company has incurred cash losses during the financial year and in immediately preceding financial year amounting to Rs.28,544 & Rs. 31,466 covered by audit;
- xviii. There has been no resignation of the statutory auditors of the Company during the year;
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;
- xx. The provision of section 135 of Companies Act, is not applicable to company and hence reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

for Raghavan, Chaudhuri & Narayanan

Chartered Accountants

FRN: 007761S



V. Sathyanarayanan

Partner

Membership No. 027716



Place : Bangalore

Date : 07th May, 2022

UDIN: 22027716AKZIND7402

SUNDARAM - CLAYTON DCD LIMITED

(Formerly known as TVS Commodity Financial Solutions Private Limited)

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Balance Sheet as at March 31, 2022**(Amt. in Rs.)**

Particulars	Note No.	As at 31st March,2022	As at 31st March,2021
ASSETS			
Current Assets			
Financial Assets			
Cash and Cash Equivalents	2	24,056	24,056
Total Assets		24,056	24,056
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	3	25,000	25,000
Other Equity	4	(1,24,329)	(95,785)
Total Equity		(99,329)	(70,785)
LIABILITIES			
Current Liabilities			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables			
a) Total outstanding dues of creditors other than micro enterprises and small enterprises	5	11,800	11,800
b) Total outstanding dues of other than (ii) (a) above		-	-
(iii) Other Financial Liabilities	6	1,11,585	83,041
Total Liabilities		1,23,385	94,841
Total Equity And Liabilities		24,056	24,056

See accompanying notes forming part of the financial statements 1 to 8

for **Raghavan, Chaudhuri & Narayanan**

for and on behalf of the Board of Directors

Chartered Accountants

FRN: 007761S


V. Sathyanarayanan

Partner

Membership No. 027716



V Gopalakrishnan

Director

Din: 03291640


N Srinivasa Ramanujam

Director

DIN: 07384809

Place: Bangalore

Date: 07-05-2022

UDIN:22027716AKZIND7402

Place: Chennai

Date: 07-05-2022

SUNDARAM - CLAYTON DCD LIMITED

(Formerly known as TVS Commodity Financial Solutions Private Limited)

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Statement of Profit and Loss for the year ended March 31, 2022 (Amt. in Rs.)

Particulars	Note No.	For the year ended 31st March 2022	For the year ended 31st March 2021
Income			
Revenue from operations		-	-
Total Income		-	-
Expenses			
Other expenses	7	28,544	31,466
Total Expenses		28,544	31,466
Profit/(Loss) before tax		(28,544)	(31,466)
Tax expense:		-	-
Profit/(Loss) for the period		(28,544)	(31,466)
Other Comprehensive Income			
Total Comprehensive Income for the period		(28,544)	(31,466)
Earning per equity share:			
Basic & Diluted earnings per share	8	(11)	(13)

See accompanying notes forming part of the financial statements 1 to 8

for **Raghavan, Chaudhuri & Narayanan**

for and on behalf of the Board of Directors

Chartered Accountants

FRN: 007761S

V. Sathyanarayanan

Partner

Membership No. 027716

**V Gopalakrishnan**

Director

Din: 03291640

Place: Chennai

Date: 07-05-2022

N Srinivasa Ramanujam

Director

DIN: 07384809

Place: Bangalore

Date: 07-05-2022

UDIN:22027716AKZIND7402

SUNDARAM - CLAYTON DCD LIMITED

(Formerly known as TVS Commodity Financial Solutions Private Limited)

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam Chennai TN 600006 IN

Statement of Changes in Equity**(In Rupees)**

A	Equity	Note No.	Amount	
B	Balance as at April 1, 2020	3	25,000	
	Changes in Equity share capital during the year	3	-	
	Balance as at March 31, 2021		25,000	
	Changes in Equity share capital during the year	3	-	
	Balance as at March 31, 2022		25,000	
	Other Equity	Note No.	Retained Earnings	Total
	Balance as at April 1, 2020	4	(64,319)	(64,319)
	Profit for the period	4	(31,466)	(31,466)
	Other comprehensive income		-	
Balance as at March 31, 2021		(95,785)	(95,785)	
Profit for the period	4	(28,544)	(28,544)	
Other comprehensive income		-		
Balance as at March 31, 2022		(1,24,329)	(1,24,329)	

for Raghavan, Chaudhuri & Narayanan

for and on behalf of the Board of Directors


Chartered Accountants

FRN 007761S


V. Sathyanarayanan

Partner

Membership No. 027716



V Gopalakrishnan

Director

Din: 032971640


N Srinivasa Ramanujam

Director

DIN: 07384809

Place: Bangalore

Date: 07-05-2022

UDIN:22027716AKZIND7402

Place: Chennai

Date: 07-05-2022

SUNDARAM - CLAYTON DCD LIMITED**(Formerly known as TVS Commodity Financial Solutions Private Limited)**

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Cash flow statement for the period ended 31st March 2022**(Amt. in Rs.)**

Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
Cash Flow from Operating Activities		
Net profit/(Loss) before tax	(28,544)	(31,466)
Operating Profit before working capital changes		
(Increase)/Decrease in Loans & Advances		
Other Financial Liabilities	28,544	31,112
Change in Working Capital	28,544	31,112
Net Cash from Operating Activities A	-	(354)
Cash Flow from Investing Activities		
Sale / (Purchase) of investment		
Net Cash from / (used in) Investing activities B	-	
Cash Flow from Financing Activities		
Proceeds from Issue of Equity Shares		
Net Cash from Financing activities C	-	-
Net change in Cash and Cash Equivalents (A+B+C)	-	(354)
Cash and Cash Equivalents as at End	24,056	24,056
Less: Cash and Cash Equivalents as at Beginning	24,056	24,410
Net Change In Cash & Cash Equivalents	-	(354)

See accompanying notes forming part of the financial statements 1 to 8

for **Raghavan, Chaudhuri & Narayanan**

for and on behalf of the Board of Directors

Chartered Accountants

FRN 007761S


V. Sathyanarayanan

Partner

Membership No. 027716



V. Gopalakrishnan

Director

Din: 03291640


N. Srinivasa Ramanujam

Director

DIN: 07384809

Place: Bangalore

Date: 07-05-2022

UDIN:22027716AKZIND7402

Place: Chennai

Date: 07-05-2022

SUNDARAM - CLAYTON DCD LIMITED

(Formerly known as TVS Commodity Financial Solutions Private Limited)

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Notes to Balance sheet**(Amt. in Rs.)**

Note No.	Particulars	Amount as at March 31, 2022	Amount as at March 31, 2021
2	Cash and cash equivalents		
	Balances with banks	24,056	24,056
	Total cash and cash equivalents	24,056	24,056
3	Share Capital	No. of Shares	Amount
(i) Authorised Share Capital:			
	Equity shares of Rs.10/- each	2,500	25,000
(ii) Issued, Subscribed and Fully Paid up Share Capital:			
	Equity shares of Rs.10/- each	2,500	25,000
(iii) Movement in equity share capital			
		No. of Shares	Amount
	Equity Shares as at April 1, 2020	2,500	25,000
	Additions	-	-
	Equity Shares as at March 31, 2021	2,500	25,000
	Additions	-	-
	Equity Shares as at March 31, 2022	2,500	25,000
(iv) Details of share holders holding more than 5% & Shares held by holding company			
	Name of the Share Holder	As at March 31, 2021	
		No. of Shares	%
	TVS Credit Services Limited	2,500	1
	Name of the Share Holder	As at March 31, 2022	
		No. of Shares	%
	Sundaram-Clayton Limited	2,500	1
(v) Terms / Rights attached	The company has only one class of equity shares having a par value of Rs.10/- per share. Each shareholder has a right to participate in General Meeting and is eligible for one vote per share held. Residual interest in the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.		



SUNDARAM - CLAYTON DCD LIMITED

(Formerly known as TVS Commodity Financial Solutions Private Limited)

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Notes to Balance sheet

(Amt. in Rs.)

Note No.	Particulars	Amount as at March 31, 2022	Amount as at March 31, 2021
4	Other Equity		
	Retained Earnings	(1,24,329)	(95,785)
	Total Other Equity	(1,24,329)	(95,785)
5	Trade Payables		
	Particulars	Amount as at March 31, 2022	Amount as at March 31, 2021
	<u>Current:</u>		
	Dues to Micro and Small Enterprises	-	-
	Dues to enterprises other than Micro and Small Enterprises	11,800	11,800
	Total Trade Payables	11,800	11,800
6	Other Financial Liabilities		
	Particulars	Amount as at March 31, 2022	Amount as at March 31, 2021
	Liabilities for Expenses	1,11,585	83,041
	Total Other Financial Liabilities	1,11,585	83,041



SUNDARAM - CLAYTON DCD LIMITED**(Formerly known as TVS Commodity Financial Solutions Private Limited)**

CIN: U51100TN2017PTC118316

"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006

Notes to Statement of Profit and Loss**(Amt. in Rs.)**

Note No.	Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
7	Other Expenses		
	Professional charges	14,000	17,700
	Rates and taxes	2,744	1,966
	Payment to Auditors		
	- As Statutory Auditors	11,800	11,800
	Total Other Expenses	28,544	31,466
8	Basic and Diluted earnings per share attributable to the equity holders of the Company		
	Particulars	For the year ended 31st March 2022	For the year ended 31st March 2021
	Earnings attributable to equity share holders	(28,544)	(31,466)
	Number of Shares	2,500	2,500
	Earnings per Share	(11)	(13)

