

## Sundaram-Clayton Limited

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN for the financial year ended 31<sup>st</sup> March 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

i)	CIN	:	L35999TN1962PLC004792
ii)	Registration Date	:	24.05.1962
iii)	Name of the Company	:	Sundaram-Clayton Limited
iv)	Category / Sub-Category of the Company	:	Public Company / Limited by shares
v)	Address of the Registered office and contact details	:	"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006 Tel. : 044 - 2827 2233 Fax : 044 - 2825 7121
vi)	Whether listed company Yes / No	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Share Transfer Department "Jayalakshmi Estates", 1 <sup>st</sup> Floor, 29, Haddows Road, Chennai - 600 006 Tel. : 044 - 2827 2233 Fax : 044 - 2825 7121 E-mail: raman@scl.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:-

Sl. No	Name and Description of main products / services	NIC code of the product / service	% to total turnover of the Company
1	Aluminium Alloy Cast Articles including parts and components	2930	100%

Sub Class (29301):-Manufacture of diverse parts and accessories for motor vehicles such as brakes, gearboxes, axles, road wheels, suspension shock absorbers, radiators, silencers, exhaust pipes, catalysers, clutches, steering wheels, steering columns and steering boxes etc.

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and of the Company	Address of the Company	CIN / GLN	% of shares held	Applicable Section of the Companies Act, 2013
<b>Holding Companies</b>					
1.	T V Sundram Iyengar & Sons Private Limited & its subsidiaries in Sl. No.2 and 3	TVS Building, 7-B, West Veli Street, Madurai - 625 001	U34101TN1929PTC002973	Holds 63.76% in the Company	2(46)
2.	Sundaram Industries Private Limited	211, South Veli Street, Madurai - 625 001	U65991TN1943PTC002656		
3.	Southern Roadways Limited	Lakshmi Buildings, Usilampatti Road, Kochadai, Madurai - 625 016	U60221TN1946PLC002582		
<b>Subsidiary Companies</b>					
4.	TVS Motor Company Limited	"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006	L35921TN1992PLC022845	57.40% held by the Company	2(87)
5.	Sundaram Auto Components Limited		U29249TN1992PLC051417	100% held by Sl No.4	
6.	TVS Housing Limited	1 <sup>st</sup> Floor, Greenways Towers, No. 119, St. Marys Road, Abhirampuram, Chennai - 600018	U70101TN2010PLC075027	100% held by Sl No.4	2(87)

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Sl. No	Name and of the Company	Address of the Company	CIN / GLN	% of shares held	Applicable Section of the Companies Act, 2013	
7.	TVS Motor Services Limited	"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006	U50404TN2009PLC071075	100% held by SI No. 4	2(87)	
8.	TVS Credit Services Limited		U65920TN2008PLC069758	75.61% held by SI. No 7 1.22% held by the Company and 10.29 % held by SI. No 4	2(87)	
9.	TVS Two Wheeler Mall Private Limited		U65923TN2017PTC118211	100% held by SI No.8	2(87)	
10.	TVS Micro Finance Private Limited		U65929TN2017PTC118238		2(87)	
11.	Harita ARC Private Limited		U65999TN2017PTC118296		2(87)	
12.	Harita Collection Services Private Ltd		U65100TN2017PTC118290		2(87)	
13.	TVS Commodity Financial Solutions Private Ltd		U65929TN2017PTC118316		2(87)	
14.	TVS Housing finance Private Limited		U65999TN2017PTC118512		2(87)	
15.	PT. TVS Motor Company Indonesia		Gedung Wirausaha, 3 <sup>rd</sup> Floor, Jalan, H.R. Rasuna Said, Kav. C5, Jakarta 12920, Indonesia	NA	46.01% by SI No. 4; 19.14% by SI No. 16; and 34.85% by SI No. 17	2(87)
16.	TVS Motor Company (Europe) B.V. (TVSM Europe)		Hoogoorddreef 15 1101 BA Amsterdam, Netherlands	NA	100% held by SI No.4	2(87)
17.	TVS Motor (Singapore) Pte. Limited (TVSM Singapore)		17, Phillip Street, #05-01, Grand Building, Singapore - 048 695	NA		2(87)
18.	Sundaram-Clayton (USA) Limited, USA		700 Commerce DR STE 500, Oak Brook, IL 60523-8736, Du Page, USA	NA	100%	2(87)
19.	Sundaram Holding USA Inc., USA		2711, Centerville Road, #400, Wilmington, New Castle - 19808, State of Delaware, USA.	NA.	25% held by the Company: and 75% held by SI.No.5	2(87)
20.	Green hills Land Holding LLC		1703, Laurel Street, Columbia, South Carolina - 29201, USA USA	NA	100% held by SI. No.19	2(87)
21.	Components Equipment Leasing LLC	NA		2(87)		
22.	Sundaram-Clayton (USA) LLC	NA		2(87)		
23.	Premier Land Holding LLC	120, Casting Way, Ridgeville, South Carolina - 29472, USA		NA		2(87)
<b>Associate Companies</b>						
24.	Sundram Non-Conventional Energy Systems Limited	98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004	U40108TN1994PLC029132	23.53% held by the Company	2(87)	
25.	TVS Training and Services Limited	29, Haddows Road, Chennai - 600 006	U74990TN2010PLC075028	30.53% held by the Company	2(87)	
26.	Emerald Haven Realty Limited	1 <sup>st</sup> Floor, Greenways Towers, No. 119, St. Marys Road, Abhiramapuram, Chennai - 600 018	U45200TN2010PLC075953	49% held by SI No.4	2(87)	

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### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 <sup>st</sup> April 2018)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March 2019)				Change in % of shareholding during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>Indian</b>									
- Bodies Corporate	1,51,74,060	-	1,51,74,060	75.00	1,51,74,060	-	1,51,74,060	75.00	-
<b>Total Shareholding of Promoter (A)</b>	1,51,74,060	-	1,51,74,060	75.00	1,51,74,060	-	1,51,74,060	75.00	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	25,32,478	-	25,32,478	12.52	25,38,792	-	25,38,792	12.55	0.03
b) Banks / Financial Institution	517	-	517	-	796	-	796	-	-
c) Insurance Companies	5,76,808	-	5,76,808	2.85	5,74,208	-	5,74,208	2.84	(0.01)
d) Foreign Portfolio Investors	97,961	-	97,961	0.48	1,25,617	-	1,25,617	0.62	0.14
<b>Sub-total (B)(1)</b>	32,07,764	-	32,07,764	15.85	32,39,413	-	32,39,413	16.01	0.16
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1,71,578	1,973	1,73,551	0.86	1,67,731	1,299	1,69,030	0.84	(0.02)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	12,64,497	1,72,649	14,37,146	7.11	12,75,140	89,259	13,64,399	6.74	(0.37)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,95,560	-	1,95,560	0.97	2,40,701	-	2,40,701	1.19	0.22
c) Directors and relatives	2,967	-	2,967	0.01	1,162	-	1,162	-	(0.01)
d) Non- Residents Individuals	34,628	133	34,761	0.17	39,168	-	39,168	0.19	0.02
e) Clearing Members	5,648	-	5,648	0.03	3,567	-	3,567	0.01	(0.02)
f) Trusts	500	-	500	-	500	-	500	-	-
g) LLP	45	-	45	-	2	-	2	-	-
h) Foreign National	83	-	83	-	83	-	83	-	-
<b>Sub-total (B)(2):</b>	16,75,506	1,74,755	18,50,261	9.15	17,28,054	90,558	18,18,612	8.99	(0.16)
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	48,83,270	1,74,755	50,58,025	25.00	49,67,467	90,558	50,58,025	25.00	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	2,00,57,330	1,74,755	2,02,32,085	100.00	2,01,41,527	90,558	2,02,32,085	100.00	-

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ii) Shareholding of Promoters and Promoters' Group

S. No.	Name of the Promoter	Opening Balance 01.04.2018 (% of the total share capital)	Date of Dealing	Purchase or Sale	No. of shares	% of total shares of the Company	Cumulative		Closing Balance 31.03.2019	
							No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	T V Sundram Iyengar & Sons Private Limited	38,07,330 (18.82%)	-	-	-	-	-	-	-	-
2	Sundaram Industries Private Limited	60,62,522 (29.96%)	-	-	-	-	-	-	-	-
3	Southern Roadways Limited	30,31,127 (14.98%)	-	-	-	-	-	-	-	-
4	Sundaram Finance Holdings Limited	22,73,081 (11.24%)	-	-	-	-	-	-	-	-

iii) There is no change in Promoters' and Promoters' Group Shareholding during the year 2018-19.

iv) Shareholding Pattern of top ten Shareholders as on 31<sup>st</sup> March 2019 (other than Directors, Promoters and Holders of GDRs and ADRs):

Opening Balance	Date of increase or decrease (Benpos date)	Reasons for increase or decrease	No. of shares	% of total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>BIRLA SUNLIFE TRUSTEE COMPANY PRIVATE LIMITED</b>								
8,52,862 (4.22%)	01-04-2018	Opening Balance						
	06-04-2018	Transfer / Purchase	3,471	0.02	8,56,333	4.23		
	06-04-2018	Transfer / Sale	450	0.00	8,55,883	4.23		
	13-04-2018	Transfer / Purchase	9,857	0.05	8,65,740	4.28		
	20-04-2018	Transfer / Purchase	7,879	0.04	8,73,619	4.32		
	27-04-2018	Transfer / Purchase	8,823	0.04	8,82,442	4.36		
	27-04-2018	Transfer / Sale	4,545	0.02	8,77,897	4.34		
	04-05-2018	Transfer / Purchase	5,395	0.03	8,83,292	4.37		
	11-05-2018	Transfer / Purchase	7,861	0.04	8,91,153	4.40		
	18-05-2018	Transfer / Purchase	8,370	0.04	8,99,523	4.45		
	25-05-2018	Transfer / Purchase	7,608	0.04	9,07,131	4.48		
	25-05-2018	Transfer / Sale	3,614	0.02	9,03,517	4.47		
	27-07-2018	Transfer / Purchase	10,047	0.05	9,13,564	4.52		
	27-07-2018	Transfer / Sale	8,843	0.04	9,04,721	4.47		
	03-08-2018	Transfer / Purchase	1,145	0.01	9,05,866	4.48		
	10-08-2018	Transfer / Purchase	3,150	0.02	9,09,016	4.49		
	13-08-2018	Transfer / Purchase	540	0.00	9,09,556	4.50		
	17-08-2018	Transfer / Purchase	1,350	0.01	9,10,906	4.50		
	24-08-2018	Transfer / Purchase	4,860	0.02	9,15,766	4.53		
	31-08-2018	Transfer / Purchase	4,320	0.02	9,20,086	4.55		
	07-09-2018	Transfer / Purchase	3,330	0.02	9,23,416	4.56		
	14-09-2018	Transfer / Purchase	2,160	0.01	9,25,576	4.57		
	21-09-2018	Transfer / Purchase	2,025	0.01	9,27,601	4.58		
	28-09-2018	Transfer / Purchase	7,380	0.04	9,34,981	4.62		

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Opening Balance	Date of increase or decrease (Benpos date)	Reasons for increase or decrease	No. of shares	% of total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	05-10-2018	Transfer / Purchase	5,400	0.03	9,40,381	4.65		
	12-10-2018	Transfer / Purchase	5,809	0.03	9,46,190	4.68		
	19-10-2018	Transfer / Purchase	3,780	0.02	9,49,970	4.70		
	26-10-2018	Transfer / Purchase	8,313	0.04	9,58,283	4.74		
	30-11-2018	Transfer / Purchase	5,398	0.03	9,63,681	4.76		
	30-11-2018	Transfer / Sale	5,398	0.03	9,58,283	4.74		
	21-12-2018	Transfer / Purchase	1,957	0.01	9,60,240	4.75		
	21-12-2018	Transfer / Sale	1,957	0.01	9,58,283	4.74		
	11-01-2019	Transfer / Purchase	2,720	0.01	9,61,003	4.75		
	11-01-2019	Transfer / Sale	2,720	0.01	9,58,283	4.74		
	15-02-2019	Transfer / Sale	10,737	0.05	9,47,546	4.68		
	22-02-2019	Transfer / Purchase	10,761	0.05	9,58,307	4.74		
	15-03-2019	Transfer / Sale	1,020	0.01	9,57,287	4.73		
	15-03-2019	Transfer / Purchase	1,020	0.01	9,58,307	4.74		
	29-03-2019	Transfer / Sale	9,752	0.05	9,48,555	4.69		
	29-03-2019	Transfer / Purchase	9,752	0.05	9,58,307	4.74		
	31-03-2019	Closing Balance					9,58,307	4.74
<b>SBI MAGNUM BALANCED FUND</b>								
7,00,000 (3.46%)	01-04-2018	Opening Balance						
	5-02-2019	Transfer / Sale	24,966	0.12	6,75,034	3.34		
	31-03-2019	Closing Balance					6,75,034	3.34
<b>ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD</b>								
5,76,421 (2.85%)	01-04-2018	-	-	-	-	-		
	06-04-2018	Transfer / Purchase	17,867	0.09	5,94,288	2.94		
	10-08-2018	Transfer / Sale	41	0.00	5,94,247	2.94		
	24-08-2018	Transfer / Sale	2,500	0.01	5,91,747	2.92		
	14-09-2018	Transfer / Sale	555	0.00	5,91,192	2.92		
	21-09-2018	Transfer / Sale	1,012	0.01	5,90,180	2.92		
	28-09-2018	Transfer / Sale	6,338	0.03	5,83,842	2.89		
	05-10-2018	Transfer / Sale	1,051	0.01	5,82,791	2.88		
	12-10-2018	Transfer / Sale	4,779	0.02	5,78,012	2.86		
	19-10-2018	Transfer / Sale	8,870	0.04	5,69,142	2.81		
	26-10-2018	Transfer / Sale	4,467	0.02	5,64,675	2.79		
	02-11-2018	Transfer / Sale	422	0.00	5,64,253	2.79		
	09-11-2018	Transfer / Sale	168	0.00	5,64,085	2.79		
	16-11-2018	Transfer / Sale	148	0.00	5,63,937	2.79		
	23-11-2018	Transfer / Sale	113	0.00	5,63,824	2.79		
	30-11-2018	Transfer / Sale	144	0.00	5,63,680	2.79		
	07-12-2018	Transfer / Sale	371	0.00	5,63,309	2.78		
	14-12-2018	Transfer / Sale	358	0.00	5,62,951	2.78		
	21-12-2018	Transfer / Sale	212	0.00	5,62,739	2.78		
	31-03-2019	Closing Balance	-	-	-	-	5,62,739	2.78

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Opening Balance	Date of increase or decrease (Benpos date)	Reasons for increase or decrease	No. of shares	% of total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MIDCAP</b>								
1,032,338 (2.19%)	04-01-2018	–	–	–	–	–		
	04-05-2018	Transfer / Purchase	265	0.00	4,44,213			
	11-05-2018	Transfer / Purchase	1,493	0.01	4,45,706			
	25-05-2018	Transfer / Purchase	42,225	0.21	4,87,931			
	08-06-2018	Transfer / Purchase	1,200	0.01	4,89,131			
	15-06-2018	Transfer / Purchase	41,274	0.20	5,30,405			
	06-07-2018	Transfer / Purchase	750	0.00	5,31,155			
	13-07-2018	Transfer / Purchase	17,648	0.09	5,48,803			
	21-09-2018	Transfer / Purchase	4,362	0.02	5,53,165			
	21-09-2018	Transfer / Sale	4,251	0.02	5,48,914			
	21-12-2018	Transfer / Purchase	32	0.00	5,48,946			
	28-12-2018	Transfer / Purchase	300	0.00	5,49,246			
	04-01-2019	Transfer / Purchase	500	0.00	5,49,746			
	31-03-2019	Closing Balance					5,49,746	2.72
<b>RELIANCE CAPITAL TRUSTEE CO LTD</b>								
5,30,394 (2.62%)	01-04-2018	–	–	–	–	–		
	06-04-2018	Transfer / Sale	28,569	0.14	5,01,825			
	13-04-2018	Transfer / Sale	10,168	0.05	4,91,657			
	20-04-2018	Transfer / Sale	6,417	0.03	4,85,240			
	27-04-2018	Transfer / Sale	9,930	0.05	4,75,310			
	04-05-2018	Transfer / Sale	3,304	0.02	4,72,006			
	11-05-2018	Transfer / Sale	7,764	0.04	4,64,242			
	18-05-2018	Transfer / Sale	4,177	0.02	4,60,065			
	25-05-2018	Transfer / Sale	3,589	0.02	4,56,476			
	01-06-2018	Transfer / Sale	202	0.00	4,56,274			
	08-06-2018	Transfer / Sale	34,324	0.17	4,21,950			
	15-06-2018	Transfer / Sale	7,413	0.04	4,14,537			
	13-07-2018	Transfer / Sale	18,000	0.09	3,96,537			
	03-08-2018	Transfer / Sale	1,303	0.01	3,95,234			
	10-08-2018	Transfer / Sale	4,815	0.02	3,90,419			
	13-08-2018	Transfer / Sale	475	0.00	3,89,944			
	24-08-2018	Transfer / Sale	12,600	0.06	3,77,344			
	31-08-2018	Transfer / Sale	5,450	0.03	3,71,894			
	07-09-2018	Transfer / Sale	2,403	0.01	3,69,491			
	14-09-2018	Transfer / Sale	1,079	0.01	3,68,412			
	21-09-2018	Transfer / Sale	733	0.00	3,67,679			
	28-09-2018	Transfer / Sale	391	0.00	3,67,288			
	05-10-2018	Transfer / Sale	13	0.00	3,67,275			
	19-10-2018	Transfer / Sale	650	0.00	3,66,625			
14-12-2018	Transfer / Sale	2,928	0.01	3,63,697				
21-12-2018	Transfer / Sale	6,337	0.03	3,57,360				

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Opening Balance	Date of increase or decrease (Benpos date)	Reasons for increase or decrease	No. of shares	% of total shares of the Company	Cumulative		Closing Balance	
					No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	28-12-2018	Transfer / Sale	788	0.00	3,56,572			
	04-01-2019	Transfer / Sale	235	0.00	3,56,337			
	11-01-2019	Transfer / Sale	92	0.00	3,56,245			
	18-01-2019	Transfer / Sale	242	0.00	3,56,003			
	25-01-2019	Transfer / Sale	1,587	0.01	3,54,416			
	01-02-2019	Transfer / Sale	3,073	0.02	3,51,343			
	08-02-2019	Transfer / Sale	1,457	0.01	3,49,886			
	15-02-2019	Transfer / Sale	1,479	0.01	3,48,407			
	01-03-2019	Transfer / Sale	1,259	0.01	3,47,148			
	31-03-2019	Closing Balance					3,47,148	1.72
<b>SUNDARAM INDIA MIDCAP FUND</b>								
81,598 (0.40%)	01-04-2018	Opening Balance	-	-	-	-		
	06-04-2018	Transfer / Purchase	10,350	0.05	91,948	0.454		
	31-08-2018	Transfer / Purchase	6,450	0.03	98,398	0.486		
	31-03-2019	Closing Balance					98,398	0.49
<b>MANSAN INVESTMENTS PRIVATE LIMITED</b>								
95,596 (0.47%)	01-04-2018	Opening Balance	-	-	-	-		
	31-03-2019	Closing Balance					95,596	0.47
<b>NALINI SEKHSARIA</b>								
58,000 (0.29%)	01-04-2018	Opening Balance	-	-	-	-		
	31-03-2019	Closing Balance					58,000	0.29
<b>CHINMAY G PARIKH</b>								
45,073 (0.22%)	01-04-2018	Opening Balance	-	-	-	-		
	31-03-2019	Closing Balance					45,073	0.22
<b>CHINMAY G PARIKH</b>								
19,451 (0.10%)	01-04-2018	Opening Balance	-	-	-	-		
	15-02-2019	Transfer / Purchase	25,000	0.12	44,451	0.220		
	31-03-2019	Closing Balance					44,451	0.22

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### v) Shareholding of Directors and Key Managerial Personnel:

Name of the Director / KMP (M/s.)	Opening Balance 01.04.2019 (% of the total share capital)	Date of Dealing	Purchase or Sales	No. of shares	% of total shares of the Company	Cumulative		Closing Balance 31.03.2019	
						No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Venu Srinivasan	Nil	-	-	-	-	-	-	Nil	-
Dr. Lakshmi Venu	Nil	-	-	-	-	-	-	Nil	-
Sudarshan Venu	Nil	-	-	-	-	-	-	Nil	-
Gopal Srinivasan	66	-	-	-	-	-	-	66	-
T K Balaji	Nil	-	-	-	-	-	-	Nil	-
Vice Admiral P J Jacob (Retd.)	Nil	-	-	-	-	-	-	Nil	-
V Subramanian	Nil	-	-	-	-	-	-	Nil	-
S Santhanakrishnan	Nil	-	-	-	-	-	-	Nil	-
R Gopalan	Nil	-	-	-	-	-	-	Nil	-
R Vijayaraghavan	Nil	-	-	-	-	-	-	Nil	-
Kamlesh Gandhi	Nil	-	-	-	-	-	-	Nil	-
Sasikala Varadachari	Nil	-	-	-	-	-	-	Nil	-
Vivek Joshi	Nil	-	-	-	-	-	-	Nil	-
K Gopala Desikan	Nil	-	-	-	-	-	-	Nil	-
R Raja Prakash	Nil	-	-	-	-	-	-	Nil	-

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

(Rupees in crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>			
i) Principal Amount	540.65	124.86	665.51
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	1.90	1.11	3.01
<b>Total (i + ii + iii)</b>	<b>542.55</b>	<b>125.97</b>	<b>668.52</b>
<b>Change in Indebtedness during the financial year</b>			
- Addition	11.27	47.69	58.96
- Reduction	-	-	-
<b>Net Change</b>	<b>11.27</b>	<b>47.69</b>	<b>58.96</b>
<b>Indebtedness at the end of the financial year</b>			
i) Principal Amount	550.74	172.94	723.68
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	3.08	0.72	3.80
<b>Total</b>	<b>553.82</b>	<b>173.66</b>	<b>727.48</b>



## Sundaram-Clayton Limited

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rupees in lakhs)

Sl. No.	Particulars of Remuneration	Mr Venu Srinivasan CMD	Dr. Lakshmi Venu JMD	Mr Sudarshan Venu JMD*	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained under Section 17(1) of the Income-tax Act, 1961	51.00	90.00	21.76	162.76
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961	29.62	71.24	0.66	101.52
	(c) Profits in lieu of salary under Section 17(3) of Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	450.00	-	450.00
	- others, specify	-	-	-	-
5.	Others - Contribution to Provident and other funds	8.67	15.30	-	28.05
	Total (A)	89.29	626.54	22.42	738.25
	Overall ceiling as per the Act, 2013				1289.90

CMD - Chairman and Managing Director; JMD - Joint Managing Director

\* upto 10<sup>th</sup> March 2019.

#### B. Remuneration to other directors:

(Rupees in lakhs)

Particulars of Remuneration	Name of Directors							Total Amount
	PJJ	VSN	SSK	RG	RV	KG	SVA	
Independent Directors								
-Fee for attending board / committee meetings	1.70	1.50	1.40	1.00	1.50	0.50	0.40	8.00
-Commission	12.00	12.00	12.00	12.00	12.00	9.00	3.92*	72.92
-Others, please specify	-	-	-	-	-	-	-	-
Total (1)	13.70	13.50	13.40	13.00	13.50	9.50	4.32	80.92
	Name of Directors							
	KM	GS	TKB					
Other Non-Executive Directors								
-Fee for attending board / committee meetings	0.10	0.50	0.70					-
-Commission	-	-	-					-
-Others, please specify	-	-	-					-
Total (2)	0.10	0.50	0.70					1.30
Total (B)								82.22
Total Managerial Remuneration (A) + (B)								820.47
Overall Ceiling as per the Act, 2013								1418.89

PJJ - Vice Admiral P J Jacob (Retd.); VSN - Mr V Subramanian; SSK - Mr S Santhanakrishnan; RG - Mr R Gopalan; RV - Mr R Vijayaraghavan; KG - Mr Kamlesh Gandhi; SVA - Ms Sasikala Varadachari; KM - Mr K Mahesh; GS - Mr Gopal Srinivasan; TKB - Mr T K Balaji.

## Sundaram-Clayton Limited

### C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD

(Rupees in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO*	CFO <sup>§</sup>	CS	
1.	Gross salary				
	(a) Salary as per provisions contained under Section 17(1) of the Income-tax Act, 1961	30.21	82.99	50.28	163.48
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961	0.04	4.42	7.54	12.00
	(c) Profits in lieu of salary under Section 17(3) of Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others - Contribution to Provident and other funds	1.30	2.24	1.95	5.49
	<b>Total</b>	<b>31.55</b>	<b>89.65</b>	<b>59.77</b>	<b>180.97</b>

\* From 07.01.2019

§ Mr V N Venkatanathan, ceased to be CFO effective 8<sup>th</sup> August 2018. Mr K Gopala Desikan, who was appointed as CFO effective 9<sup>th</sup> August 2018 received remuneration from one of its subsidiary.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: Nil

For and on behalf of the board

Chennai  
2<sup>nd</sup> May 2019

VENU SRINIVASAN  
Chairman