

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

AAGCT4069D

(ii) (a) Name of the company

SUNDARAM-CLAYTON LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

corpsec@sundaramclayton.com

(d) *Telephone number with STD code

04428332115

(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 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(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

9

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
9	SCL Properties Private Limited	U62020TN2024PTC172093	Subsidiary	100

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	22,046,162	22,046,162	22,046,162
Total amount of equity shares (in Rupees)	125,000,000	110,230,810	110,230,810	110,230,810

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	22,046,162	22,046,162	22,046,162
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	125,000,000	110,230,810	110,230,810	110,230,810

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	0	0	0
Total amount of preference shares (in rupees)	25,000,000	0	0	0

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	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	25,000,000	0	0	0

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	20,232,104	20232104	101,160,520	101,160,520	
Increase during the year	0	1,814,058	1814058	9,070,290	9,070,290	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	1,814,058	1814058	9,070,290	9,070,290	0
Qualified Institutional Placement						
Decrease during the year	0	0	0	0	0	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				0	0	
nil						
At the end of the year	0	22,046,162	22046162	110,230,810	110,230,810	
Preference shares						
At the beginning of the year	0	873,032	873032	8,730,320	8,730,320	
Increase during the year	0	0	0	0	0	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						
nil	0	0	0	0	0	
Decrease during the year	0	873,032	873032	8,730,320	8,730,320	0
i. Redemption of shares	0	873,032	873032	8,730,320	8,730,320	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
nil	0	0	0	0	0	
At the end of the year	0	0	0	0	0	

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

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	500000	500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			500,000,000

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	1,000,000,000	0	500,000,000	500,000,000
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					

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

(i) Turnover

21,091,403,441

(ii) Net worth of the Company

14,240,880,502

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	5.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,514,378	6.87	0	
10.	Others Trusts	10,943,387	49.64	0	
	Total	13,647,151	61.9	0	0

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	3,167,189	14.37	0	
	(ii) Non-resident Indian (NRI)	77,525	0.35	0	
	(iii) Foreign national (other than NRI)	83	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	2	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	3,795,768	17.22	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	445,497	2.02	0	
10.	Others FPIs,NBFCs, AIF,IEPF,LLP, Tri +	912,947	4.14	0	
	Total	8,399,011	38.1	0	0

Total number of shareholders (other than promoters)

22,804

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

22,810

**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	6	6
Members (other than promoters)	22,944	22,804
Debenture holders	1	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	2	0	2	0	5.1	0
B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	3	0	4	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	3	5	3	6	5.1	0

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

12

(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	
LAKSHMI VENU	02702020	Managing Director	165,043	
SASIKALA VARADACHARI	07132398	Director	0	
VIVEK SHRIPAD JOSHI	09522758	Whole-time director	10	
RAJARANGAMANI GOVINDARAJAN	01624555	Director	0	
NARASIMHAN RAJESWARAN	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	
PERIAKARUPPA NAD	02696192	Director	0	
VIVEK SHRIPAD JOSHI	ADAPJ7958D	CEO	10	
AJAY KUMAR	AKMPK3169L	CFO	1	
PONNERI DIVAKAR D	BDHPD5200L	Company Secretar	1	

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

4

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	Managing Director	23/05/2024	Reappointment
LAKSHMI VENU	02702020	Managing Director	22/03/2025	Reappointment
PERIAKARUPPA N/	02696192	Additional director	03/07/2024	Appointment
PERIAKARUPPA N/	02696192	Director	09/08/2024	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

1

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	09/08/2024	23,546	103	58.87

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2024	8	7	87.5
2	03/07/2024	9	9	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	09/08/2024	9	8	88.89
4	12/11/2024	9	9	100
5	31/01/2025	9	9	100
6	19/02/2025	9	9	100
7	31/03/2025	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

13

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	10/05/2024	3	3	100
2	AUDIT COMM	03/07/2024	3	3	100
3	AUDIT COMM	09/08/2024	3	3	100
4	AUDIT COMM	12/11/2024	3	3	100
5	AUDIT COMM	31/01/2025	3	3	100
6	AUDIT COMM	31/03/2025	3	2	66.67
7	NOMINATION	10/05/2024	3	3	100
8	NOMINATION	03/07/2024	4	4	100
9	NOMINATION	12/11/2024	4	4	100
10	STAKEHOLDER	12/11/2024	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	
								(Y/N/NA)
1	venu sriniv	7	7	100	1	1	100	

2	LAKSHMI VEN	7	7	100	4	2	50	
3	SASIKALA VA	7	7	100	12	12	100	
4	VIVEK SHRIP	7	6	85.71	2	2	100	
5	RAJARANGAM	7	6	85.71	10	9	90	
6	NARASIMHAN	7	6	85.71	1	1	100	
7	CHITTRANJA	7	7	100	11	11	100	
8	RAMASWAMY	7	7	100	2	2	100	
9	PERIAKARUP	6	6	100	0	0	0	

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	100,000	0	0	0	100,000
2	venu lakshmi	Managing Director	18,700,000	30,000,000	0	0	48,700,000
3	vivek shripad j	Whole Time Director	40,500,000	0	0	0	40,500,000
	Total		59,300,000	30,000,000	0	0	89,300,000

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	18,655,000	0	0	0	18,655,000
2	Ponneri Divakar	Company Secretary	0	0	0	0	0
	Total		18,655,000	0	0	0	18,655,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sasikala Varad	Director	0	1,500,000	0	400,000	1,900,000
2	Rajarangamani	Director	0	1,500,000	0	310,000	1,810,000
3	Narasimhan Raj	Director	0	0	0	140,000	140,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	CHITTRANJAN DU. +	Director	0	1,500,000	0	340,000	1,840,000
5	RAMASWAMY ANA +	Director	0	0	0	180,000	180,000
6	PERIAKARUPPA N +	Director	0	1,125,000	0	120,000	1,245,000
	Total		0	5,625,000	0	1,490,000	7,115,000

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. ... dated

(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:

1. 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.
2. 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

DIN of the director

00051523

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

39123

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****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