

## Sundaram-Clayton Limited

### Annexure - II to Directors' Report to the shareholders

Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020

[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	: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006 Tel. : 044 - 2833 2115
vi)	Whether listed company	: 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 - 2828 4959

#### 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%

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

Sl. No	Name 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 Private Limited	Lakshmi Buildings, Usilampatti Road, Kochadai, Madurai - 625 016	U60221TN1946PTC002582		
<b>Subsidiary Companies</b>					
4.	TVS Motor Company Limited	"Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, 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)

## Sundaram-Clayton Limited

Sl. No	Name of the Company	Address of the Company	CIN / GLN	% of shares held	Applicable Section of the Companies Act, 2013
7.	TVS Motor Services Limited	29, Haddows Road, Chennai - 600 006	U50404TN2009PLC071075	100% held by SI No. 4	2(87)
8.	TVS Credit Services Limited	"Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006	U65920TN2008PLC069758	83.95% held by SI. No 4 1.18% held by the Company and 0.60% held by SI. No 7	2(87)
9.	TVS Two Wheeler Mall Private Limited	29, Haddows Road, Chennai - 600 006	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	3 <sup>rd</sup> Floor, Jalan, H.R. Rasuna Said, Kav. C5, Jakarta 12920, Indonesia	NA	49.70% by SI No. 4; 17.62% by SI No. 16, and 32.68% by SI No. 17	2(87)
16.	TVS Motor Company (Europe) B.V.	Hoogoorddreef 15 1101 BA Amsterdam, Netherlands	NA	100% held by SI No.4	2(87)
17.	TVS Motor (Singapore) Pte. Limited	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	NA	100% held by SI. No.19	2(87)
21.	Components Equipment Leasing LLC		NA		2(87)
22.	Sundaram-Clayton (USA) LLC		USA		2(87)
23.	Premier Land Holding LLC		120, Casting Way, Ridgeville, South Carolina - 29472, USA		NA
<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(6)
25.	TVS Training and Services Limited	29, Haddows Road, Chennai - 600 006	U74990TN2010PLC075028	30.53% held by the Company	2(6)
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(6)
27.	Tagbox Solutions Private Limited	3504/A, 4 <sup>th</sup> Floor, 14 <sup>th</sup> Main Road, HAL 2nd Stage, Indiranagar, Bengaluru - 560038	U72900KA2016PTC097344	23.50% held by SI No.4	2(6)
28.	Tagbox Pte Limited, Singapore	30, Cecil Street, No. 19-08, Prudential Tower, Singapore 049712	NA	24.32% held by SI No.17	2(6)

## Sundaram-Clayton Limited

### 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 2019)				No. of Shares held at the end of the year (as on 31 <sup>st</sup> March 2020)				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	25,38,792	-	25,38,792	12.55	24,80,358	-	24,80,358	12.26	(0.29)
b) Banks / Financial Institution	796	-	796	-	1,044	-	1,044	0.01	0.01
c) Insurance Companies	5,74,208	-	5,74,208	2.84	5,34,035	-	5,34,035	2.64	(0.20)
d) Foreign Portfolio Investors	1,25,617	-	1,25,617	0.62	1,50,283	-	1,50,283	0.74	0.12
e) Alternate Investment Funds	-	-	-	-	34,568	-	34,568	0.17	0.17
<b>Sub-total (B)(1)</b>	32,39,413	-	32,39,413	16.01	32,00,288	-	32,00,288	15.82	(0.19)
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1,67,731	1,299	1,69,030	0.84	1,60,056	1,299	1,61,355	0.80	(0.04)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	12,26,163	1,38,236	13,64,399	6.74	12,76,749	1,20,874	13,97,623	6.91	0.17
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,40,701	-	2,40,701	1.19	2,19,801	-	2,19,801	1.09	(0.10)
c) Directors and their relatives	1,162	-	1,162	0.01	1,162	-	1,162	0.01	-
d) Non-Residents Individuals	39,085	83	39,168	0.19	41,615	83	41,698	0.21	0.02
e) Clearing Members	3,567	-	3,567	0.02	9,242	-	9,242	0.05	0.03
f) Trusts	500	-	500	-	-	-	-	-	-
g) LLP	2	-	2	-	26,773	-	26,773	0.13	0.13
h) Foreign National	83	-	83	-	83	-	83	-	-
<b>Sub-total (B)(2):</b>	16,78,994	1,39,618	18,18,612	8.99	17,35,481	1,22,256	18,57,737	9.18	0.19
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	49,18,407	1,39,618	50,58,025	25.00	49,35,769	1,22,256	50,58,025	25.00	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	2,00,92,467	1,39,618	2,02,32,085	100.00	2,01,09,829	1,22,256	2,02,32,085	100.00	-

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### ii) Shareholding of Promoters

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

iii) There was no change in Promoters' Shareholding during the year 2019-20.

iv) Shareholding Pattern of top ten Shareholders as on 31<sup>st</sup> March 2020 (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>								
9,58,307 (4.74%)	17/05/2019	Transfer / Sale	4,571	0.02	9,53,736	4.71		
	17/05/2019	Transfer / Purchase	4,571	0.02	9,58,307	4.74		
	05/07/2019	Transfer / Sale	3,831	0.02	9,54,476	4.72		
	05/07/2019	Transfer / Purchase	3,831	0.02	9,58,307	4.74		
	06/09/2019	Transfer / Sale	2,989	0.01	9,55,318	4.72		
	13/09/2019	Transfer / Purchase	2,989	0.01	9,58,307	4.74		
	04/10/2019	Transfer / Purchase	1,944	0.01	9,60,251	4.75		
	24/01/2020	Transfer / Sale	7,103	0.04	9,53,148	4.71		
	24/01/2020	Transfer / Purchase	7,103	0.04	9,60,251	4.75		
	31/03/2020	Closing Balance						
<b>SUNDARAM MUTUAL FUND</b>								
5,49,746 (2.72%)	31/05/2019	Transfer / Purchase	2,01,804	1.00	7,51,550	3.71		
	31/01/2020	Transfer / Sale	341	-	7,51,209	3.71		
	21/02/2020	Transfer / Sale	161	-	7,51,048	3.71		
	06/03/2020	Transfer / Sale	5,000	0.02	7,46,048	3.69		
	06/03/2020	Transfer / Purchase	2,500	0.01	7,48,548	3.70		
	31/03/2020	Closing Balance						

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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>ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD</b>								
5,62,739 (2.78%)	10/05/2019	Transfer / Sale	369	-	5,62,370	2.78		
	17/05/2019	Transfer / Sale	305	-	5,62,065	2.78		
	24/05/2019	Transfer / Sale	1,001	-	5,61,064	2.77		
	31/05/2019	Transfer / Sale	7,381	0.04	5,53,683	2.74		
	07/06/2019	Transfer / Sale	699	-	5,52,984	2.73		
	14/06/2019	Transfer / Sale	59	-	5,52,925	2.73		
	28/06/2019	Transfer / Sale	1,518	0.01	5,51,407	2.73		
	05/07/2019	Transfer / Sale	12,910	0.06	5,38,497	2.66		
	12/07/2019	Transfer / Sale	55	-	5,38,442	2.66		
	16/07/2019	Transfer / Sale	56	-	5,38,386	2.66		
	16/08/2019	Transfer / Sale	623	-	5,37,763	2.66		
	30/08/2019	Transfer / Sale	14,105	0.07	5,23,658	2.59		
	13/09/2019	Transfer / Purchase	3	-	5,23,661	2.59		
	11/10/2019	Transfer / Sale	158	-	5,23,503	2.59		
	08/11/2019	Transfer / Sale	95	-	5,23,408	2.59		
	15/11/2019	Transfer / Sale	300	-	5,23,108	2.59		
	22/11/2019	Transfer / Sale	71	-	5,23,037	2.59		
	29/11/2019	Transfer / Purchase	139	-	5,23,176	2.59		
	06/12/2019	Transfer / Purchase	982	-	5,24,158	2.59		
	27/12/2019	Transfer / Sale	5,133	0.03	5,19,025	2.57		
	03/01/2020	Transfer / Sale	185	-	5,18,840	2.56		
	17/01/2020	Transfer / Sale	1,751	0.01	5,17,089	2.56		
	24/01/2020	Transfer / Purchase	58	-	5,17,147	2.56		
31/01/2020	Transfer / Sale	10	-	5,17,137	2.56			
	31/03/2020	Closing Balance					5,17,137	2.56
<b>NIPPON INDIA MUTUAL FUND</b>								
3,47,148 (1.72%)	25/10/2019	Transfer / Purchase	36,000	0.18	3,83,148	1.89		
	31/03/2020	Closing Balance					3,83,148	1.89
<b>SBI MUTUAL FUND</b>								
6,75,034 (3.34%)	31/05/2019	Transfer / Sale	2,25,763	1.12	4,49,271	2.22		
	25/10/2019	Transfer / Sale	72,039	0.36	3,77,232	1.86		
	01/11/2019	Transfer / Sale	49,822	0.25	3,27,410	1.62		
	17/01/2020	Transfer / Sale	16,267	0.08	3,11,143	1.54		
	24/01/2020	Transfer / Sale	1,554	0.01	3,09,589	1.53		
	07/02/2020	Transfer / Sale	10,111	0.05	2,99,478	1.48		
		31/03/2020	Closing Balance					2,99,478
<b>SUNDARAM INDIA MIDCAP FUND</b>								
98,398 (0.49%)	12/07/2019	Transfer / Purchase	12,000	0.06	1,10,398	0.55		
	30/08/2019	Transfer / Purchase	13,500	0.07	1,23,898	0.61		
		31/03/2020	Closing Balance					1,23,898

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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>MANSAN INVESTMENTS PRIVATE LIMITED</b>								
95,596 (0.47%)		No change during the year					95,596	0.47
<b>FRANKLIN TEMPLETON MUTUAL FUND</b>								
Nil	25/10/2019	Transfer / Purchase	34,405	0.17	34,405	0.17		
	08/11/2019	Transfer / Purchase	50,000	0.25	84,405	0.42		
	13/12/2019	Transfer / Sale	42,129	0.21	42,276	0.21		
	13/12/2019	Transfer / Purchase	42,129	0.21	84,405	0.42		
	20/12/2019	Transfer / Sale	42,276	0.21	42,129	0.21		
	20/12/2019	Transfer / Purchase	42,276	0.21	84,405	0.42		
	27/12/2019	Transfer / Purchase	4,119	0.02	88,524	0.44		
	31/03/2020	Closing Balance					88,524	0.44
<b>NALINI SEKHSARIA</b>								
58,000 (0.29%)		No change during the year					58,000	0.29
<b>GOVINDLAL M PARIKH</b>								
44,451 (0.22%)	12/07/2019	Transfer / Purchase	373	0.00	44,824	0.22		
	18/03/2020	Transfer / Purchase	2,013	0.01	46,837	0.23		
	31/03/2020	Closing Balance					46,837	0.23

v) Shareholding of Directors and Key Managerial Personnel:

Name of the Director / KMP (M/s.)	Opening Balance (% of the total share capital)	Date of Dealing	Purchase or Sales	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
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	-

## Sundaram-Clayton Limited

### V. INDEBTEDNESS

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

(₹ in crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>			
i) Principal Amount	550.75	172.94	723.69
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	3.08	0.72	3.80
<b>Total (i + ii + iii)</b>	<b>553.83</b>	<b>173.66</b>	<b>727.49</b>
<b>Change in Indebtedness during the financial year</b>			
- Addition	5.70	-	5.70
- Reduction	-	61.23	61.13
<b>Net Change</b>	<b>5.70</b>	<b>61.23</b>	<b>66.83</b>
<b>Indebtedness at the end of the financial year</b>			
i) Principal Amount	555.84	112.43	668.27
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	3.58	0.10	3.68
<b>Total</b>	<b>559.42</b>	<b>112.53</b>	<b>671.95</b>

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

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr Venu Srinivasan, CMD	Dr. Lakshmi Venu, JMD	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	78.94	163.25	242.19
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits <i>in lieu</i> of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as a % of profit	-	73.00	73.00
	- others	-	-	-
5.	Others - Contribution to Provident and other funds	8.67	15.30	23.97
	Total (A)	87.61	251.55	339.16
	Ceiling as per the Act			696.62

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

## Sundaram-Clayton Limited

### B. Remuneration to other directors:

(₹ 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	1.50	1.00	1.40	1.10	1.10	0.50	0.50	7.10
- Commission	9.00	9.00	9.00	9.00	9.00	7.00	7.00	59.00
- Others	-	-	-	-	-	-	-	-
Total (1)	10.50	10.00	10.40	10.10	10.10	7.50	7.50	66.10
	Name of Directors							
	SV	GS	TKB					
Other Non-Executive Directors								
- Fee for attending board / committee meetings	0.40	0.20	1.00					1.60
-Commission	-	-	-					-
-Others	-	-	-					-
Total (2)	0.40	0.20	1.00					1.60
Total (B) (1) + (2)								67.70
Total Managerial Remuneration (A) + (B)								406.86
Overall Ceiling as per the Act								766.29

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; SV - Mr Sudarshan Venu; GS - Mr Gopal Srinivasan; TKB - Mr T K Balaji.

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

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO*	CS	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	127.80	-	59.53	187.33
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	16.80	-	8.90	25.70
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Others - Contribution to Provident and other funds	6.12	-	2.50	8.62
	Total	150.72	-	70.93	221.65

\* Mr K Gopala Desikan, CFO, receives remuneration from one of the subsidiary companies.

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

For and on behalf of the board

Chennai  
29<sup>th</sup> May 2020

VENU SRINIVASAN  
Chairman