

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

8th June 2023

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

Scrip code: 520056

Dear Sir / Madam,

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. **Scrip code: SUNCLAYLTD**

Sub. : Publication of newspaper advertisements in pursuance to listing and trading approval for 234,69,21,860 9% Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of INR 10 each

Ref.: Our letters dated 9th February 2022, 7th March 2023, 13th March 2023, 20th March 2023 and 25th March 2023

This is in reference to our intimation dated 25th March 2023 regarding allotment of 234,69,21,860 9% Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS") of the Company by way of bonus, i.e., 116 NCRPS of face value of INR 10 each fully paid up, for every 1 equity share of INR 5 each fully paid up, to each equity shareholder of the Company whose name is recorded in its register of members and/ or records of the concerned depository as on the Record Date 1, i.e., 24th March 2023, in terms of Part II of the Composite Scheme of Arrangement amongst Sundaram - Clayton Limited ("Company") and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram-Clayton DCD Limited and their respective shareholders and creditors ("Scheme") and approved by Hon'ble National Company Law Tribunal, Chennai Bench vide its order dated 6th March, 2023.

We wish to inform that the necessary application with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") ("hereinafter together with BSE referred as "Stock exchanges") were filed for listing and trading of the abovementioned NCRPS issued pursuant to the Scheme along with an application under Rule 19(7) of the Securities and Contracts (Regulations) Rules, 1957 ("SCRR") for seeking relaxation from provisions of Rule 19(2)(b) of SCRR. Further, we wish to inform that we are in receipt of the in-principle approvals from the Stock Exchanges and the relaxation from provisions of Rule 19(2)(b) of SCRR from SEBI.

Website: www.sundaram-clayton.com Email: corpsec@sundaramclayton.com CIN: L35999TN1962PLC004792



Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

Sundaram-Clayton Limited

/2/

Therefore, compliance with Part-II Para 5 of Master Circular in SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, read with Annexure I, III, A, Para 5 of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Annexure-XII-A, Part II. Para 1 of Operational Circular SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/000000103 dated July 29, 2022, please find enclosed the copies of advertisements published on 8th June 2023 in the following newspapers:

Sr No	Particulars	Annexure
1.	Financial Express in English - All editions	1
2.	Jansatta in Hindi - All editions	2
3.	Dinamani in Tamil - All editions	3

The said advertisements are also available at the Company's website viz., www.sundaram-clayton.com

Thanking you, For Sundaram-Clayton Limited

R Raja Prakash Company Secretary

Encl.: a/a

Website: www.sundaram-clayton.com Email: corpsec@sundaramclayton.com CIN: L35999TN1962PLC004792

THURSDAY, JUNE 8, 2023



Sundaram-Clayton Limited

CIN: L35999TN1962PLC004792

Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamil Nadu, India. Tel.: 044-2833 2115 E-mail: corpsec@sundaramclayton.com | Website: www.sundaram-clayton.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, III A, PARA 5 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII. A, PART II PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS DIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. SEBI/HO/CFD/DCR-2/P/OW/2023/22520/1 DATED JUNE 1, 2023 FROM THE APPLICABILITY OF THE RULE 19(2)(B) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957. COMPOSITE SCHEME OF ARRANGEMENT AMONGST SUNDARAM-CLAYTON LIMITED AND TVS

HOLDINGS PRIVATE LIMITED AND VS INVESTMENTS PRIVATE LIMITED AND SUNDARAM-CLAYTON DCD LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS This is reference to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company" or "Company") and TVS Holdings Private Limited ("Transferor

Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated March 6, 2023 ("NCLT Order"). The Scheme is divided into VI parts, which broadly provide as follows: (i) Part I- Deals with definitions, share capital

and date of taking effect and implementation of the Scheme; (ii) Part II- Deals with issue and listing of bonus Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) by Company; (iii) Part III- Deals with the amalgamation of Transferor Company 1 into Sundaram - Clayton Limited and cancellation of share capital of Sundaram-Clayton Limited held by Transferor Company 1 and the consideration thereof; (iv) Part IV- Deals with the amalgamation of Transferor Company 2 into Sundaram-Clayton Limited and cancellation of share capital of Sundaram-Clayton Limited held by VS Investments Private Limited and the consideration thereof; (v) Part V- Deals with the transfer and vesting of the Demerged Undertaking from Demerged Company into Resulting Company on a going concern basis and cancellation of the existing equity share capital of the Resulting Company held by Demerged Company; and (vi) Part VI- Deals with general terms and conditions that would be applicable to the Scheme.

The Company filed NCLT Order in e-Form INC 28 on March 14, 2023, with Registrar of Companies, Chennal and the Scheme became effective from March 14, 2023. For more details, Scheme is available on website of the Company at https://www.sundaramclayton.com/Investor/CompositeScheme/Certified Copy of NCLT Order dated 06 03 2023.pdf

Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company at its meeting held on March 25, 2023 has allotted 234,69,21,860 Cumulative Non-Convertible Redeemable Preference Shares ("NCRPS"), as per the ratio prescribed in the Scheme i.e., 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. The NCRPS will be carrying coupon of 9% per annum payable at annual rests and will be redeemed at par value of ₹ 10 on the date falling 12 months after the date of allotment of NCRPS, i.e., March 25, 2024. The NCRPS are proposed to be listed at National Stock Exchange of India ("NSE") and BSE Limited ("BSE" together with NSE referred to as "Stock Exchanges").

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/LIST/35120 dated April 27, 2023 and letter no. DCS/AMAL/TL/IP/2759/2023-24 dated May 11, 2023, respectively. Further the Company has received exemption letter dated June 1, 2023 from Securities Exchange Board of India ("SEBI") under Rule 19 (7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19 (2) (b) of

DISCLOSURES IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, III, A PARA 5 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII. A, PART II PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. SEBI/HO/CFD/DCR-2/P/OW/2023/22520/1 DATED JUNE 1, 2023 FROM THE APPLICABILITY OF THE RULE 19(2)(B) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957: Name of the Company: Sundaram-Clayton Limited

b. Address of Registered Office and Corporate Office of Company: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India

 Details of change of name and/or object clause: There has been no change in the name of the Company. Below are the details of changes in object clause of the Company:

Changes in object clause

1994 44. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/ hire purchase operations of all kinds either singly / jointly / or on a syndication/consortium/ participative / lead basis including import leasing/ hire purchase, cross border leasing / hire purchase, lease/ hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and / or used. (ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same

way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and/or establish in its own name or as a holding company or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other types of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting of negotiable instruments and related activities.

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc., and carry on custodial services and as a custodian, to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/ incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the

(vi) To give advice on or to offer, give, take, circulate and / or otherwise organise, accept or implement, any takeovers, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques

(viii) To undertake trading/dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets. 45. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any

shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid-up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may seem expedient.

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behavior, portfolio management, and /or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various corporate bodies.

46. (i) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, producing, assembling, fitting up, repairing, converting, overhauling, maintaining, rendering services of all and every kind of description, buying, selling, exchanging, altering, hiring, letting on hire, leasing, improving, repairing, importing and exporting and dealing in all kinds of electronic devices including:

(a) computers of all kinds and descriptions, computer components, computer peripherals, micro processors, PCBs, relays, winchester drives, tape drives, key boards and switches, moderns and multiplexer. (b) Switch mode power supply equipment and uninterrupted power supply equipment of all kinds, electric,

electronic, mechanical, hydraulic, and/or combination of any of these operations.

(c) All kinds of electronic communication, space and satellite communication apparatus and equipment and railway signalling and safety equipment and solid state relays.

(d) All kinds of electro-magnetic wave equipment for radio-telegraphic or radio telephonic communications between fixed points or between fixed and mobile points or between mobile points such as transmitters. receivers, trans-receivers, oscillators, amplifiers along with their ancillary equipment or supervisory control and regulation including micro-processor based equipment,

(e) All kinds of instrumentation, micro-processor based and/or otherwise, for testing, observing maintaining electronic equipment and for recording, controlling and operating and other factors pertaining to electronic equipment and apparatus including the ancillary equipment required for installation, operation and maintenance of electronic apparatus and equipment such as masts, towers, earth systems, aerials and aerial equipment of all kinds including all types of radio equipment.

(f) All kinds of electronic and other equipment, including all types of control mechanism, automatic calculators, x-ray machines, analysers, surgical, medical and other appliances intended for electro and other therapy treatment, along with their ancillary equipment for supervisory control and regulation together with instrumentation for testing, observing, maintaining such equipment and such other equipment for recording, controlling, operating the said equipment and apparatus, either microprocessor based or otherwise.

(g) Telecommunication-both the land line and wireless communications- HF and VHF radio communication from low, low and high power transmitters for broadcasting television and communication, surface to air and air to air communication, local area communication, carbs and software, microwave associated equipment, transmission equipment, radio, navigation, telephone electronic switching systems and associated items, facsimile and associated equipment, meteorological, television, transmitters, receivers, studio equipment, electronic computers, electronic desk and other electronic calculators, nuclear electronic equipment, automatic electronics, industrial and process instruments and equipment, either micro-

(h) All kinds of micro-processor based control systems and equipment for use in machine tools, laboratory and testing equipment, analysers and office automation equipment.

(i) All kinds of software packages to be used in all kinds of electronic computers, micro-processors and the like, either listed above or not.

(ii) To carry on the business of manufacture and selling of electronic components of all descriptions and types including micro-processor based items, DC motor controls, micro-processor based and thyristers based controls, inverters, resistors, condensers, coils, chokes, transformers, switches, volume controls, plugs, sockets, hoses, aerial gear, batteries, accumulators, cable, metal and other cases, peizo-electroquartz, crystals of all types and those made from synthetic materials, meters of all kinds including those for domestic

(iii) To manufacture, sell or otherwise deal with all materials or components as are akin to the above mentioned products 47. (i) To carry on all or any of the business of manufacturers and producers, merchants, importers and

exporters, buyers, sellers, exchangers, dealers, stockists, suppliers, distributors, wholesale and retail dealers, repairers of and servicemen of parts, components, subassemblies, assemblies, sub-systems and systems including but not limited to all kinds of compressors, accessories, devices, auxiliary equipment, switches, controls, timers, regulators programmable or otherwise, plugs, cables, hoses, pipes, chokes, solenoid brakes, water inlet valves, relays overloads, motors including specialised pump assembly with motors and specialised reversible motors, refrigerator compressors and other components and related hardware, micro processor controlled or otherwise, for use independently or for use in all commercial, industrial and domestic appliances, such as laundering machines, dryers, washers, cleaners, cooking. systems, including ranges, ovens of all types, vacuum cleaners, refrigerators, freezers, bottle coolers, water coolers, vending machines, heat exchangers, grinders, mixers, cooking and cleaning aids, room air conditioners, room coolers, dehumidifiers operated manually or by means of any kind of power such as air, steam, gas, electricity, fuel and oil such as air, kerosene or other kinds of oils and solar energy or other forms of energy.

(ii) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, producing, assembling, repairing, exporting, importing, purchasing, selling, hiring and dealing in and generally to carry on business in the manufacture, sale and supply of complete range of appliances referred

(iii) To carry on the business of electrical contractors, chemical and heat treatment engineers, metal workers, welding engineers, iron and steel makers, press manufacturers, press shop platers, welders, refrigerators and air conditioning and environmental control engineers and to buy, sell, exchange, manufacture, repet, convert, repair, alter, install, let on hire and deal in machinery, implements, instruments, gauges, generators, motor, fans and other appliances of all kinds.

(iv) To manufacture, sell or otherwise deal with all materials or components as are allied or akin to the above (v) To carry on the business of manufacture of chemicals, films, plastics, adhesives, precipitates or any

Non-Convertible Debentures (NCDs) Face value:10.00,000 Coupon rate: 7.65% Allotment Date: August 18,2020 Tenure: 5 years Number of NCDs:1000 Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) Face value; ₹ 10

Number of NCRPSs: 234,69,21,860

Total

48. To carry on the business as travel agents and contractors, and to facilitate travelling and to provide for tourists and travellers, or promote the provisions of conveniences of all kinds by way of through tickets. circular tickets, sleeping cars or berths, reserved places, hotel and boarding and / or lodging accommodation and guides, safe deposits, enquiry bureau, libraries, resting rooms, baggage, transport and otherwise and to charter steamships and aeroplanes for fixed periods or for particular voyages and flights and to act as agents for various airlines, flight operators and become member of any Indian/International association for the said

49. To engage in the generation, selling and distribution of electrical energy, including thermal, solar, windmill and such other alternative and / or renewable sources of energy, either directly or in joint venture or in association with any other person, company, firms or body corporates, either for own use or for sale or distribution through electricity boards on such terms and to acquire for the said purpose land, plant and machinery and equipment either on out right purchase or on lease and to install all or any kind of machinery, apparatus or equipment required for the said purposes, in any part of India and to do such other activities incidental or ancillary to attain the said objectives.

2003 49A. Subject to the provisions of the rules and regulations framed by Securities and Exchange Board of India and any other regulatory authorities, from time to time,

 To act as merchant bankers, portfolio managers, underwriters, sub underwriters and debenture trustees, in respect of any issue of securities made by any company / body corporate, banks and public sector

ii. To act as broking house, brokers and sub brokers, and to deal in securities issued by any company, body corporate, Government / public sector companies, banks and also securities issued by any state or Central Government and to purchase and sell such securities for and behalf of the clients for remuneration; To act as market makers in the issue of any securities, to become members of stock exchanges / clearing houses and to carry on such other incidental activities for the said purpose. iii. To act as Registrar and Share Transfer Agents for any company or body corporate and to provide services

as share transfer agents and Registrars for any public issue, rights issue, bonus issue and issue of any securities whether in India or abroad.

iv. To establish and manage mutual funds and asset management companies either alone or in association with any other company or body corporate as may be deemed fit by the board of directors from time to time. and to do such other acts, that are necessary and incidental for this purpose

 To act as custodians of securities and depository participants, and for this purpose, become members of the depositories, and to provide all services to clients in the capacity as custodian of securities / depository participants, subject to the provisions of Depositories Act, 1996 and such other applicable laws, rules and regulations and to do such other acts, that are necessary and incidental for this purpose.

49B. To act as investor advisors, consultants and manager to deposit schemes of various companies in

types of internal combustion engines, including oil and petrol engines, diesel engines, engines operating on hybrid power, on gas, turbines, for use as stationary engines or in all kinds of automobiles, including tractors, earthmovers and all kinds of off-highway vehicles, and also for stationary applications, and to buy, sell, repair, convert, alter, export, import, let on hire all types of internal combustion engines. 2009 7. a) To generate, develop, accumulate, produce, manufacture, purchase, process, transform, distribute

2008 3A. To carry on the business of designers, developers, manufacturers, distributors, sellers and dealers in all

transmit, sale, supply and / or otherwise import, export, deal in any kind of power of electrical energy using coal, lignite, petroleum products or any other substances, wind energy, solar energy, wave energy, tidal energy, hydro energy, nuclear energy, bio energy or any other form of energy and any products or byproducts derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, wind farms, solar energy systems or any other facility to generate power and to produce, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including companies, government and semi-government bodies for these purpose and to deal with all places including cities, towns, villages, districts, docks, markets, theatres, building, industries, offices or any other place and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid

 b) To generate, acquire by purchase in bulk, accumulate, distribute and supply electricity to cities, towns. streets, docks, markets, theatres, buildings and places, both public and private

 To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional / renewable sources, tie-lines, substations and transmission lines on build, own and operate (BOO) and / or build, own and transfer (BOT) and / or build, own, lease and transfer (BOLT) and / or build, own, operate and transfer (BOOT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the government or governments or other public authorities and for any or all of the aforesaid purposes, to do all the necessary or ancillary activities, as may be considered necessary or beneficial or

 d) To carry on the business of generating, harnessing, developing, accumulating, producing, manufacturing. purchasing, transforming, processing, distributing, transmitting, trading and supplying of electricity by setting up power plants by use of liquid, gaseous or solid fuels or any other matters / substances or through renewable energy sources such as solar photo voltaic, solar thermal, windmill or deploying hybrid systems utilising two or more of technologies that are renewable or even conventional and or any other means and transmission, distribution, supply and sell such power either directly or through transmission lines and facilities of central / state governments, or, central / state run establishments or private comp electricity boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power To carry on the business of generation of electrical power by conventional, non-conventional, renewable

methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geohydel, wind and tidal waves and also to carry on the business of supply of electricity for the purpose of light, heat, motive power or otherwise and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity (including in the term electricity, solar energy, tidal power or any other natural resources), galvanism, magnetism or f) To carry on the business of construction and establishment, operation, management of power stations,

boiler houses, steam turbines, switch yards, transformer yards, sub-stations, transmission lines, accumulators, workshops and all such works necessary for generating, accumulating, distributing and supply of electricity, and for this purpose, to construct, lay down, establish, fix, erect, equip and maintain power generating machineries and all other types of plant and machinery, electrical equipment and cables. computer and control equipments, transmission lines, accumulators, fittings and apparatus in the capacity of principals, contractors or otherwise and to undertake the business of consultants and contractors in setting up all types of plants for production of electricity, electronics and other allied fields. g) To carry on the business of promoting, owning, acquiring, erecting, constructing, establishing,

maintaining, improving, managing, operating, altering, controlling, taking on hire/lease power plants, cogeneration power plants, energy conservation projects, power houses, transmission and distribution systems of generation, distribution, transmission and supply of electrical energy and buying, selling, supplying, exchanging, marketing, functioning as a licencee and dealing in electrical power, energy to the State Electricity Board, State Government, appropriate authorities, licencees, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any state Act concerning generation, supply and distribution of electricity and any statutory modifications or re-enactment thereof and rules made thereunder h) To establish captive power plants on a co-operative basis for a group of industrial and other consumers

and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements, to establish systems that are capable of providing heat and thermal energy that either substitute or lead to saving of electrical energy and energy efficiency and to undertake manufacture of energy efficiency systems and to invest in the equity of the special purpose vehicles or companies set up for power generation through fossi fuels and/or renewable energy sources, and transmission, distribution, supply, distribution and wheel the power generated for captive consumption and or self such power either directly or through transmission lines and facilities of central / state governments or central / state run establishments or private companies or Electricity Boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulative power at any other place or places and to transmit, distribute, sell and supply such power.

d. Capital structure - pre and post Scheme:

Particulars	Pre-Scheme	Post-Scheme
Authorised Share Capital		
5,00,00,000 Equity Shares of face value of ₹5 each	25,00,00,000	25,00,00,000
250,00,00,000 Cumulative Non-Convertible Redeemable	1000 NEW PROPERTY (PER	002015999999999
Preference Shares of face value of ₹ 10 each		25,00,00,00,000
Total Authorised Share Capital	25,00,00,000	25,25,00,00,000
Issued, Subscribed and paid-up share capital 2,02,32,085 Equity Shares of face value of ₹ 5 each	10,11,60,425	10,11,60,425
234,69,21,860 Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each		23,46,92,18,600
Total Issued, Subscribed and paid-up share capital	10,11,60,425	23,57,03,79,025

Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on March 24, 2023 i.e., Record Date 1 as per the Scheme are provided below.

There has been no change in the Equity shareholding of the Company pursuant to the Scheme.

Sr. No.		Pre-Sche	me	Post-Scheme		
		Number of equity shares	%	Number of equity shares	%	
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
a	Promoter	1,30,94,460	64.72	1,30,94,460	64.72	
b	Promoter Group	19,70,833	9.74	19,70,833	9.74	
2	Foreign		7.0		13	
	Total shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	1,50,65,293	74.46	1,50,65,293	74.46	
(B)	Public shareholding	20012030000000000	SUBSUBBB	927505588558060		
1	Institutions	27,27,828	13.48	27,27,828	13.48	
2	Non-institutions	24,38,964	12.05	24,38,964	12.05	
	Total (B)=B(1) + B(2)	51,66,792	25.54	51,66,792	25.54	
(C)	Shares held by custodians and against which DRs have been issued		18		5.	
	Grand Total (A) + (B) + (C)	2,02,32,085	100.00	2,02,32,085	100.00	

1 as per the Scheme) are provided below.

Sr. Description No.		Pre-Scheme	Post-Scheme		
		Number of preference shares	%	Number of preference shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian			200474737477747747	parent.
A	Promoter	- 8	34	1,51,89,57,360	64.72
В	Promoter Group	88	33	22,86,16,628	9.74
2	Foreign	35 35	76	667	0.
	Total shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)		(1,74,75,73,988	74.46
(B)	Public shareholding			(2) 190/455202000	GRANG
1	Institutions	*8	03	31,64,28,048	13,48
2	Non-Institutions	85	2.0	28,29,19,824	12.05
	Total (B)= B(1) + B(2)	9 1	-	59,93,47,872	25.54
(C)	Shares held by custodians and against which DRs have been issued	8		35)	
	Grand Total (A) + (B) + (C)	1 2	1	2,34,69,21,860	100.00

(iii) Details of debt structure pre-and post scheme based on debt structure are provided below: Particulars of Debt Securities Pre-Scheme (amount Post Scheme (amount

outstanding in ₹ crore) outstanding in ₹ crore) 2,346.92 Coupon rate: 9% p.a. Allotment Date: March 25, 2023 Tenure: 12 Months

Names of ten largest shareholders of the Company- number and percentage of shares held by each

Sr. No.		Number of Equity Shares	% of total equity holding	Number of Preference Shares	% of total Preference holding
1.	TVS Holdings Private Limited	1,30,94,460	64.72	1,51,89,57,360	64.72
2.	Sundaram Finance Holdings Limited	15,14,378	7.49	17,56,67,848	7.49
3.	Aditya Birla Sun Life Trustee Private Limited	7,20,555	3.56	8,35,84,380	3.56
4.	Venu Srinivasan, as Trustee of Srinivasan Trust	4,55,222	2.25	5,28,05,752	2.25
5.	ICICI Prudential Life Insurance Company Limited	3,28,506	1.62	3,81,06,696	1.62
6.	Nippon Life India Trustee Limited	2,99,548	1.48	3,47,47,568	1.48
7.	SBI Long Term Equity Fund	2,90,017	1.43	3,36,41,972	1.43
8.	ICICI Prudential Flexicap Fund	2,27,053	1,12	2,63,38,148	1.12
9.	Sundaram Mutual Fund	2,18,552	1.08	2,53,52,032	1.08
10.	ICICI Prudential Value Discovery Fund	2,05,494	1.02	2,38,37,304	1.02

Sr. No.	Name of Promoters	Address	Experience	Educational Qualifications
1.	TVS Holdings Private Limited	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu.	Not Applicable	Not Applicable
2.	T.V. Sundram lyengar & Sons Private Limited	TVS Building, West Veli Street, Madurai – 625001, Tamil Nadu.	Not Applicable	Not Applicable

1) Mr R Gopalan, Non-Executive Chairman, DIN: 01624555

Mr. R Gopalan, served till April 2016, as a Member of Public Enterprises Selection Board (PESB) under the control of the Prime Minister of India. This body selects chief managing directors, managing directors, and directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 officers. Served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India till July 31, 2012 before retirement,

He was handling matters relating to capital markets, infrastructure finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), budget preparation, public private partnership (PPP). Directorate of Currency and other related matters pertaining to the economy. He also represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. He has

brought about a number of changes in the functioning of the capital markets and initiated new policy measures in infrastructure sector. He has also initiated number of measures to enhance financing for infrastructure sector. Further he has represented Government of India on the board of the Reserve Bank of India (RBI). He also chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India and was the cadre controlling authority for officers belonging to the Indian Economic During his time as the Secretary in the Department of Financial Services, Ministry of Finance, he was overall in charge of banking, insurance and pension reforms. The function included: (i) supervision of policy support to

public sector banks (PSBs), insurance companies and development financial institutions (DFIs) through policy guidelines, legislative and other administrative changes; (ii) monitoring their performance; (iii) policy formulation in respect of NBFCs, private banks and foreign banks; (iv) support to regulatory authorities i.e., RBI, IRDA, PFRDA, NHB and NABARD: (v) administration of the all laws relating to banks, DFIs and insurance companies; (vi) framing rules and regulations, wage settlement in banking and insurance industry; (vii) coordination between industry, banks and financial institutions. He was also responsible for selection of chairman and executive directors of PSBs, managing director of

SIDBI, chairman of NABARD, Deputy Governor of RBI, Chairman and MDS of SBI, and Chairman of SEBI. He was responsible for introduction of "Swavalamban"- an insurance scheme for unorganized sector and "Swabhiman" - a scheme for financial inclusion through business correspondents model. He has served at the following positions and roles: (i) Special Secretary in the Department of Commerce,

Ministry of Commerce & Industry; (ii) Director General in anti-dumping and anti-subsidy investigations; (iii) director on the boards of MMTC, STC and PEC Limited. During his long and varied career in various departments of Government of India, he held several key assignments, like: (i) Joint Secretary, National Manufacturing Competitiveness Council (NMCC); (ii) Joint Secretary in Commerce Department in charge of WTO and FTA negotiations; (iii) Joint Secretary in charge of export promotion division in the Commerce Ministry; and (iv) CMD, Tamil Nadu Industrial Development Corporation (TIDCO). He has participated actively in ministerial meetings of WTO for Trade Negotiations at Doha, Cancun and Hong

Kong, and assisted the Commerce Minister at the G-6, G-20 and G-10 meetings. He also participated in intergovernmental negotiations for free trade agreements in the areas of agriculture, services and environmental goods and had represented India in the trade negotiations at World Trade Organization. As Chairman of TIDEL Park Limited, he helped in financial closure, selection of design, selection of contractors

through international competitive bidding, supervising construction and marketing of major software technology park at Chennai. He completed the project estimated to cost ₹340 crore within ₹297 crore. Helped the State Government in formulation of policies on IT and biotechnology. He managed the establishment of auto ancillary park, hi-tech park for manufacturing hardware components,

Mr. Gopalan holds a master's degree in economics from Boston University and a master's degree in public administration and management from the John F. Kennedy School of Government, Harvard University. He is currently the Chairman of Sundaram-Clayton Limited and Zee Entertainment Enterprises Limited and

petrochemical park, floriculture infrastructure park for exports and rubber park.

director of TVS Motor Company Limited, TVS Credit Services Limited, Sundaram-Clayton DCD Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games 24x7 Private Limited and U Games Private Limited.

Directorships: Current Directorships:

> Credit Services Limited; (4)Sundaram - Clayton DCD Limited; (5)New Delhi Centre For Sight Limited; (6) MB Power (Madhya Pradesh) Limited; (7) ANA ARC Private Limited; (8) Play Games 24x7 Private Limited; (9)U Games Private Limited. Foreign Companies: Nil

> Indian Companies: (1) TVS Motor Company Limited; (2) ZEE Entertainment Enterprises Limited; (3) TVS

Past Directorships: (1) Veritas (India) Limited (2) MMTC Limited (3) The New India Assurance Company

(6) Optiwell Investments Private Limited. Mr Venu Srinivasan, Chairman Emeritus and Managing Director, DIN: 00051523 Experience: Mr. Venu Srinivasan is the Chairman Emeritus and Managing Director of Sundaram-Clayton Limited, a leading

manufacturer of automotive components in India and TVS Motor Company, one of the largest two-wheeler

manufacturers in the world. He is also the Vice Chairman of Tata Trusts, India's most respected and largest

philanthropic foundation and the majority shareholder of the Tata group. He is a director on the Central Board of

Limited (4) The State Trading Corporation of India Limited (5) Hindustan Power Projects Private Limited

He holds an engineering degree from the College of Engineering, Chennai, India and a master's in management from Purdue University, USA, Mr. Srinivasan has held various important positions in the Indian industries, such as the President, Confederation of Indian Industry and the President, Society of Indian

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations He has been conferred with various awards, namely, Deming Distinguished Service Award for Dissemination

and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); and the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002.

His commitment of competitiveness and quality of our economy is manifested through his company's market presence in more than 80 countries across the globe. Mr. Srinivasan's dedication to transformation of rural India by empowering women in the rural areas can be

seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2,500 villages across the country in the last 26 years. Directorships:

Current Directorships:

Indian Companies:(1) TVS Motor Company Limited; (2) Sundaram Auto Components Limited; (3) TATA Sons Private Limited; (4) TVS Credit Services Limited; (5) TVS Electric Mobility Limited; (6) T.V. Sundram lyengar & Sons Private Limited; (7) LV Trustee Private Limited; (8) S. Venu trustee private limited; (9) VS Trustee Private Limited; (10) Sundaram - Clayton DCD Limited; (11) TVS Housing Finance Private Limited; (12) Cheema

Educational Foundation; (13) Venu Srinivasan Trustee Private Limited; (14) Namma School Foundation. Foreign Companies: (1) TVS Digital Pte. Ltd., Singapore; (2)TVS Motor (Singapore) Pte Limited, Singapore; (3) Sundaram Holding USA Inc., USA; (4) The Norton Motorcycle Co. Limited, U.K; (5) Swiss E-Mobility Group (Holding) AG; (6) Swiss E-Mobility Group (Schweiz) AG

Past Directorships: (1) TATA Coffee Limited (2) Cummins India Limited (3) TVS Electronics Limited (4) ZF Commercial Vehicle Control Systems India Limited (5) Sundram Fasteners Limited (6) Oriental Hotels Limited (7) The Indian Hotels Company Limited (8) Emerald Haven Estates Limited (9) Sundaram Textiles Private Limited (10) HNTI Limited (11) Lucas TVS Limited (12) Sundram Non-Conventional Energy Systems Limited (13) Green Infra BTV Limited (14) TVS Capital Funds Private Limited (15) Chennai Business Consulting Services Private Limited (16) TVS Motor Harita Employees Welfare Foundation Private Limited (17) Aga Khan Rural Support Programme (India) (18) Southern Roadways Private Limited (19) TVS Investments Private

3) Dr Lakshmi Venu, Managing Director, DIN: 02702020

Dr. Lakshmi Venuis a graduate from Yale University andholds a Doctorate in Engineering Management from the University of Warwick. She is also non-executive director of TVS Motor Company Limited, the subsidiary of

She underwent her initial training in Sundaram Auto Components Limited, a subsidiary of our Company. Thereafter, she underwent an extensive in-depth induction in our Company, wherein she has worked in the areas of business strategy, corporate affairs, product design and sales & marketing. She has been the lead architect in establishing our Company's global footprint. Her decision to set up a foundry

looking for on-shore foundry units to reduce supply chain risks and curtail carbon footprint. Dr. Lakshmi Venu is also the Deputy Managing Director of TAFE Motors and Tractors Limited. She holds directorships in ZF Commercial Vehicle Control Systems India Limited, Tractors and Farm Equipment Limited

in U.S.A in 2019 in Dorchester, South Carolina was almost prescient, as most U.S.A based customers were

and various other companies. Directorships Current Directorships

Indian Companies: (1) TVS Motor Company Limited: (2) TAFE Motors and Tractors Limited: (3) Tractors and

Farm Equipment Limited; (4) Sundaram - Clayton DCD Limited; (5) ZF Commercial Vehicle Control Systems India Limited; (6) Sundaram Auto Components Limited; (7) LV Trustee Private Limited; (8) Sundram Non-Conventional Energy Systems Limited; (9) Sivasailam Chamraj Hospital Foundation; (10) Sivasailam Chamraj Education Foundation; (11) TAFE Foundation. Foreign Companies: (1) Sundaram-Clayton (USA) Limited; (2) Sundaram Holding (USA) Inc.

Past Directorships: Nil

4) Mr Sudarshan Venu, Non-Executive Director, DIN: 03601690 Experience:

Mr. Sudarshan Venu holds a graduate degree with honors in the 'Jerome Fisher Program' in Management and

Technology from the University of Pennsylvania, USA. He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He has also completed M.Sc, in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K. Sudarshan Venu, being an automotive enthusiast, grew up amidst the roar of engines in India's oldest factory

racing team. Driven by passion, he has motorbiked in five continents. These experiences suit him well, as he charts the future of one of India's leading two-wheeler manufacturers, TVS Motor Company. With Sudarshan's active intervention, TVS Motor has already seen a turnaround in its market share and has been the most awarded two - wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted number 1 in customer satisfaction for four years in a row by the prestigious J. D. Power Awards. Under Sudarshan's leadership TVS Motor Company has acquired the iconic British brand Norton in Year 2020 with the vision of regaining Norton brand to its full glory in the international motorcycle landscape. He has been

instrumental in steering the company with the broader sustainability agenda through electrification of its products, iQube - the first electric scooter launched in January 2020 and in building a strategic personal emobility eco-system through acquisition of Ego Movement- a Swiss tech company providing e-mobility solutions. Sudarshan has also played a pivotal role in TVS Motor company's growth through expansion to new geographies in Africa, ASEAN and LATAM. He also has been instrumental in setting up and in the success of Emerald Haven Realty Limited, TVS Credit

Services - a non-deposit Non-Banking Finance Company and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation. In addition to his role as Non-Executive Director, he is also a managing director of TVS Motor Company Limited,

and a non-executive director in. TVS Credit Services Limited, TVS Electric Mobility Limited, TVS Motor Singapore Pte Limited, TVS Digital Pte Limited, Swiss E-Mobility Group (Holding) AG (SEMG). He is also an independent director in Coromandel International Limited, the flagship company of the Murugappa Group. Directorships: Current Directorships

2,446.92

Indian Companies:(1) TVS Motor Company Limited; (2) Coromandel International Limited; (3) TVS Credit Services Limited; (4) TVS Electric Mobility Limited; (5) TVS Housing Finance Private Limited; (6) S.Venu Trustee Private Limited; (7) VEEYES Charities Foundation; (8) Cheema Educational Foundation; (9) Jupiter Cultural and Heritage Foundation Foreign Companies: (1) The Norton Motorcycle Co. Limited; (2) Swiss E-Mobility Group (Holding) AG; (3) Swiss

E-Mobility Group (Schweiz) AG; (4) TVS Motor (Singapore) Pte Limited, Singapore; (5) TVS Digital Pte. Ltd. Past Directorships: (1) VS Trustee Private Limited

(Contd...)

CHENNAI/KOCHI

financialexp.ep. . in

articles or things that may be required for any of the above purposes.

5) Mr K Gopala Desikan, Director and Group Chief Financial Officer, DIN: 00067107 Experience:

Mr. K Gopala Desikan has rich experience and expertise in finance, taxation, merger and amalgamation and corporate matters and serving the group for over three decades. He has been with the Company group for the last 33 years and has handled various functions which include direct taxation, treasury and risk management, M&A activities, corporate finance & accounts and various accounting functions at the plant level. He is a qualified chartered accountant and also holds an MBA from Open University Business School, UK.

He is also the chief financial officer of TVS Motor Company Limited, the listed subsidiary engaged in the business of manufacturing two and three-wheeler and also oversees the finance function of the group's business relating to NBFC and realty. He is also involved in the strategic initiatives of the group's international business and long-range planning. He has represented the industry associations in various expert committee and attended various leadership programs both within and outside India.

Directorships:

Current Directorships:

Indian Companies:(1) TVS Holdings Private Limited; (2) TVS Investment and Consultancy Services Private Limited: (3) Sundaram Clayton Employees Welfare Foundation Private Limited: (4) Emerald Haven Estates Limited; (5) Emerald Haven Town and Country Private Limited; (6) S. Venu Trustee Private Limited; (7) LV Trustee Private Limited; (8) VS Trustee Private Limited; (9) Venu Srinivasan Trustee Private Limited; (10) Srinivasan Trading Private Limited; (11) VEE ESS Trading Private Limited; (12) VEEYES Charities Foundation; (13) Sundram Services Limited; (14) Jupiter Cultural and Heritage Foundation Foreign Companies: (1) The GO Corporation

Past Directorships: (1) TVS Organics Private Limited (2) Harita Fehrer Limited (3) Harita Greentech Power Limited (4) Emerald Haven Development Limited (5) Emerald Haven Realty Limited (6) Emerald Haven Property Development Limited (7) VS Investments Private Limited (8) Premier Jet Services Limited (9) TVS Housing Finance Private Limited (10) Emerald Haven Towers Limited (11) Emerald Haven Realty Developers (Paraniputhur) Private Limited (12) Harita Housing Constructions Limited (13) Happiness Harmony Property Developers Private Limited (14) Harita Prema Private Limited (15) TVS Motor Harita Employees Welfare Foundation Private Limited (16) Harita Rubber Products Limited (17) Sundaram Plastics Limited (18) Horticultural & Constructions Engineers (India) Private Limited (19) TVS Power Limited (20) Harita Cheema Private Limited (21) Goodwill Financial Services Private Limited (22) Harita Investment Holdings Private Limited (23) Harita Limited

Mr C R Dua, Independent Director, DIN: 00036080

Mr. Dua founded Dua Associates over thirty-five years ago, and is currently Chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. He engages with the partners of the firm, its executive committee and sub-committees towards ensuring that the firm continues to retain its recognised leadership position in the uncertain and challenging environment nationally and internationally. Mr. Dua's experience covers a broad range of areas relating to corporate and commercial matters, corporate

finance, securities, infrastructure and aspects of public policy and administration, governance and ethics. He sits on the boards of Indian companies both listed and private, including Indian subsidiaries of many major multinational corporations primarily representing the interests of foreign collaborators and investors. He is also the Chairman and an independent director of the board of Procter & Gamble Hyglene and Health Care Limited. He is a founding member of the American Chamber of Commerce in India and an invitee to its national

of Commerce & Industry (FICCI). He is one of the Senior Vice Presidents of the Society of Indian Law Firms (SILF) and among the Chairpersons of the Legal Reforms Committee. He is also a member of the National Committee on Legal Services (2022-23) of Confederation of Indian Industry (CII).

executive board. He has been an invitee to the national executive board of the Federation of Indian Chambers

He is an avid tennis player and his interest in promoting sports are pursued as a special invitee to the executive committee of the International Lawn Tennis Club of India and vice president and co-chairman of Sports Committee of the Delhi Lawn Tennis Association.

An honour's graduate of St. Stephen's College, Mr. Dua also holds a Master's degree in Economics from the Delhi School of Economics.

Directorships:

Current Directorships:

Indian Companies: (1) TVS Motor Company Limited; (2) Procter & Gamble Hygiene and Health Care Limited; (3) Gillette India Limited; (4) Pearl Global Industries Limited; (5) Cabot India Limited; (6) Wimco Limited; (7) Linde Engineering India Private Limited; (8) Sundaram-Clayton DCD Limited; (9) Mccann-Erickson India Private Limited; (10) Amit Investments Private Limited; (11) Sella Synergy India Private Limited; (12) Associated Corporate Consultants India Private Limited; (13) Result Services Private Limited; (14) Inapex Private Limited

Foreign Companies: Nil

Past Directorships: (1) Timex Group India Limited (2) Fila Sport India Private Limited (3) Westrock Packaging Systems India Private Limited (4) Tupperware India Private Limited (5) Noske-Kaeser India Private Limited (6) Tractors and Farm Equipment Limited (7) LAF Fire Safety Systems India Pvt Ltd (8) Stmicro electronics Private Limited (9) Baxter India Private Limited (10) Chevrolet Sales India Private Limited (11) Stanley Works (India) Private Limited (12) Allison Transmission India Private Limited (13) Emerson Process Management Power and water Solutions India Private Limited (14) Universal Weather and Aviation India Private Limited (15) Van Softech Solutions One Private Limited (16) Singtel Global (India) Private Limited (17) Arconic Of India Private Limited (18) Ul India Private Limited (19) Mcdonald's India Private Limited (20) Lexsphere Private Limited (21) Becton Dickinson India Private Limited (22) Connaught Plaza Restaurants Private Limited (23) Van Films Remake Three India Private Limited (24) Van Films Remake One India Private Limited (25) ELCA Cosmetics Private Limited (26) Land Minerals Exploration Private Limited (27) CCRI Exploration Private Limited (28) Newfound Exploration Private Limited (29) Norling Private Limited (30) Vodafone India Limited (31) PBE India Private Limited 7) Mr Rajesh Narasimhan, Non-Executive Director, DIN: 07824276

Mr. Rajesh Narasimhan, a Singaporean is an alumnus of the Indian Institute of Management - Ahmedabad and also holds a Master's in Computer Applications and a Bachelor's Degree in Statistics. He currently serves as the director and chief executive officer of TVS Digital, headquartered in Singapore that is being leveraged to operationalise a digital technology start-up focused on the automotive and fintech industries with portfolios & offerings that will deliver high quality solutions and platforms to help address real life business challenges by harnessing the power of exponential technologies including analytics, artificial intelligence (AI), augmented reality (AR), internet of things (IoT), machine learning (ML) and virtual reality (VR).

He is currently a Non-Executive and Non-Independent Director on the boards of Sundaram Clayton Limited and TVS Motors Singapore. He also serves as the nominee director in a non-executive capacity on the board of several digital start-ups in which TVS Motor Company and TVS Digital have invested including Altizon Systems, Fabric IoT, Intellicar Telematics, Predictronics Corp., Scienaptic Al and Tagbox. He has also served as a non-executive independent director and as a non - executive non-independent director on the board of TVS Motor Company between May 2017 - March 2021 in addition to serving as a non-executive director on the board of Parrot Solutions Pte. Limited, a Singapore incorporated digital start-up between May 2017 – January

He is an innovative and highly adaptable leader with more than three and a half decades of experience in both start-up and mature organizations across multiple industries including information technology, consumer durables & consumer electronics and brings extensive experience in general management, executive & technology leadership, business & digital transformation and leadership & talent development. He has a successful and credible career track record at various TVS companies, CSC / Covansys (public listed,

US headquartered and a CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations. He held several senior executive positions at Hewlett Packard where he successfully led multiple business transformations and turnarounds last leading the delivery of their multi-billion USD enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President & General Manager of the enterprise services business in Asia and as Vice President of Hewlett Packard's multibillion USD applications services business for Asia Pacific & Japan. Mr. Narasimhan has advised several Fortune 500 clients on their business transformation through digital and

technology innovation leveraging automation, cloud, cyber-security, data analytics and management, mobility & social and is currently helping our Company and TVS Motor Company Limited group companies with their digital transformation and cyber security initiatives. He is very passionate and highly focused on human capital management including leadership and talent development and has an established track record in acquiring, developing and retaining talent and in building high performance teams. Prior to joining Hewlett Packard in June 2010, Mr. Narasimhan had a 15+ year tenure with CSC / Covansys

during which he lived and worked in France, the Middle East & Singapore, establishing and expanding its business and presence in the Asia Pacific, Japan and the Middle East geography, while last serving as their Senior Vice President and Head for the geography. Prior to joining CSC / Covansys in January 1994, he held several executive positions with TVS companies in India including our Company, TVS Whirlpool and TVS Electronics.

Directorships:

Current Directorships:

Indian Companies: (1) Sundaram-Clayton DCD Limited; (2) Intellicar Telematics Private Limited; (3) Altizon Systems Private Limited; (4) Tagbox Solutions Private Limited; (5) Fabric IOT Private Limited Foreign Companies: (1) TVS Motor (Singapore) Pte Limited; (2) TVS Digital Pte Limited; (3) Altizon Inc (USA);

(4) Predictronics Corporation USA; (5) Scienaptic Al USA; (6) Tagbox Pte Limited, Singapore; (7) Intellican Singapore Pte Limited, Singapore

Past Directorships: (1) TVS Motor Company Limited Ms. Sasikala Varadachari, Independent Director, DIN: 07132398

Experience: Ms. Sasikala Varadachari is a retired banker with over 37 years of experience in the fields of banking operations

both in India and overseas.

She worked as Chief General Manager of State Bank of India (SBI), spearheading the strategic training unit, SBI, corporate center Mumbai, having profound knowledge in credit and merchant banking.

She was the first CEO of SBI in Israel and was responsible for setting up SBI's commercial operations there. She is presently on the board of Tube Investments of India Limited, Cholamandalam Securities Limited and CG

Power & Industrial Solutions Limited.

Directorships: Current Directorships:

Indian Companies: (1) Cholamandalam Securities Limited; (2) CG Power and Industrial Solutions Limited; (3) Tube Investments of India Limited: (4) TVS Motor Services Limited: (5) Sundaram - Clayton DCD Limited Foreign Companies: Nil Past Directorships: (1) Cholamandalam Home Finance Limited (2) TVS Credit Services Limited

(3) Easyaccess Financial Services Limited (4) Aadhar Housing Finance Limited (5) Harita Seating Systems

9) Mr. Anuj Shah, Independent Director, DIN: 05323410 Experience:

Mr. Anuj Shah is an LLB from ILS Law College, Pune and a Diploma in Securities Law, Government Law College, Mumbai. He is also a member of the Bar Council of Maharashtra and Goa. He regularly represents corporations, financial institutions, private equity sponsors and sovereign wealth funds in a broad range of corporate matters and M&A transactions and also acts as a 'trusted advisor' to several Indian promoters on a wide range of corporate matters. Mr. Anuj Shah, as a part of a secondment programme, has also worked in the London and New York office of a

premier global law firm. He has published numerous articles on diverse corporate law issues and is regularly ranked as a

recommended lawyer", "notable practitioner" by publications such as Legal 500, RSG and IFLR He had represented various reputed Corporates viz., American Family Ventures and MassMutual Ventures, Swiss Re, Medi Assist Insurance TPA, Go Daddy, Toshiba Tech, Japan etc. in the matters of insurance related

deals, acquisitions, mergers & investments. He does not hold any share in the Company and is not related to any Directors of the Company. He has also been appointed as a member of Nomination and Remuneration Committee of the Company. He has not resigned in any of the listed entities during the last three years before the expiry of his tenure. He currently serves on the board of Shah Mehta Holding Private Limited.

Directorships:

Current Directorships:

Indian Companies: (1) Shah Mehta Holding Private Limited Foreign Companies: Nil

Past Directorships: (1) Solenis Chemicals India Private Limited (2) SFS Group India Private Limite (3) Toshiba Global Commerce Solutions(India) Private Limited (4) Sener India Engineering And Systems Private Limited (5) Sahtech Distributor Private Limited Business Model / Business Overview and Strategy:

Sundaram-Clayton Limited is part of the TVS Group and is one of the renowned automotive component manufacturing companies in India. The Company's automotive components business comprise a diverse product offering catering to the two-wheeler, passenger vehicle, light commercial vehicle ("LCV") and heavy commercial vehicle ("HCV") markets, both in India and internationally. The Company is also engaged in business of precision aluminium cast products and production of high-pressure, low-pressure and gravity diecastings for two-wheelers, passenger vehicles, LCVs and HCVs. Our manufacturing facilities have equipment for production, testing and quality assurance to produce a wide variety of aluminium castings using high pressure, low pressure and gravity die casting technologies. The Company's facilities can produce castings ranging in weight from 250g to 24 kg for gravity die casting ("GDC"), from 250g to 25 kg for pressure die casting ("PDC") and from 2.5 kg to 18 kgs for low pressure die casting ("LPDC"). This has been made possible with infrastructure that includes in-house alloying, 97 PDC machines (of locking force ranging from 250 tonnes to 3200 tonnes), 72 GDC stations, 23 LPDC machines and 554 machining centres. The Company supplies a variety of machined castings to leading domestic and global vehicle OEMs and Tier 1 customers, who are leading manufacturers of engines, and light and heavy vehicles. The Company's customers use our castings primarily in commercial vehicles, passenger vehicles and two-wheelers, which are sold both in India and internationally. Our Company deliver our automotive component products to customers in more than seven countries including the United States, Brazil, Sweden, Germany, France, UK and Japan amongst others. Our Company has four manufacturing plants. The Company is headquartered at Chennai. The Company has won several awards including the platinum award for manufacturing excellence in the Auto Ancillary Sector -Medium Category from Frost & Sullivan-Economic Times for the year 2011.

Reason for the Scheme:

 The Company has built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above our Company's current and likely future business needs. Further, barring unforeseen circumstances, our Company is confident of generating incremental cash over the next few years. Overall reserves position is expected to improve further even after considering cash requirements for our Company's capex programme and working capital requirements. 2. Further, upon taking into consideration our Company's capability to generate strong cash flow and the

surplus reserves being more than what is needed to fund our Company's future growth, therefore our Company is of the view that these excess funds can be optimally utilized to reward its shareholders in such difficult and unprecedented times by way of distribution.

3. At the same time, in keeping with our Company's tradition of conventional cash management and being mindful of the challenging business environment, our Company is of the view that it would be prudent to retain liquidity as well. Accordingly, our Company has proposed, inter alia, to distribute such funds amongst its shareholders by issuing fully paid up NCRPS by way of bonus in terms of the Scheme and this Information

4. NCRPS, while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to our Company in managing its liquidity through options like buy back, redemptions, etc. 5. In view of the aforesaid factors, our Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to the equity shareholders. In order to maintain high level of corporate governance and transparency, our Company has proposed issuance of NCRPS by way of bonus under Section 230 of the Act which will be subject to necessary statutory, regulatory and corporate approvals. 6. As part of the wider restructuring exercise, it is proposed to consolidate all the resources of the Transferor Companies with the Transferee Company. The said amalgamation will result in the following benefits:

(b) Optimal utilisation of resources and better corporate governance; and

(a) Streamline the promoter holding structure;

(c) Reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances. 7. Given diversified business our Company, it has become imperative for the Demerged Company to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this

repositioning, the Demerged Company is desirous of enhancing its operational efficiency.

8. The Scheme proposes to reorganise, segregate and demerge the Demerged Undertaking comprising of manufacturing non-ferrous gravity and pressure die castings from Demerged Company into the Resulting Company and the Demerged Company will be left with group management services' business, trading

business and manufacturing of two & three wheeler vehicles through TVS Motor Company Limited. 9. The proposed demerger pursuant to the Scheme is expected, inter alia, to result in following benefits:

(a) segregation and unbundling of the businesses of the Demerged Company into the Resulting Company. which will enable enhanced focus on the Demerged Company and Resulting Company for exploiting

opportunities of each of the said companies; (b) unlocking of value for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;

(c) logistics alignment leading to economies of scale for the Resulting Company and creation of sectoral

(d) enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Company and the Demerged Company thereby significantly contributing to future growth and maximizing shareholders' value.

efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and

The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies Restated Audited Financials for the previous three financial years prior to the date of listing:

As at

In terms of Schedule I Part A Clause 2.2.8 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations"), the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The audited financial statements of the Company for the last 3 financial years, i.e., FYs 2023-2022, 2022-2021, 2021-2020 are available on the website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf The columnar representation of audited financial statement for the last 3 years is given below:

Standalone financial statements

BALANCE SHEET

Amount (in ₹ crore) As at As at

Amount (in € crore

STATEMENT

Revenue from a

Income

BALANCE SHEET	As at March 31, 2023	As at March 31, 2022	As at March 31, 202
ASSETS	0		
Non-current assets			
Property, plant and equipment	621.88	670.54	713.00
Capital work in progress	57.13	8.93	11.61
Other intangible assets	0.73	0.62	0.35
Financial assets			
i. Investments	819.90	404.32	385.61
ii. Other financial assets	10.32	13.41	16.39
Deferred Tax Assets (Net)			124
Other non-current assets	44.31	18.77	17.35
Total non-current assets	1,554.27	1,116.59	1,144.31
Current assets	26=00000	3002542086	57466,3744,034
Inventories	348.05	371.35	301.07
Financial assets	113000000000000000000000000000000000000		
i. Trade receivables	279.83	288.30	228.96
ii. Cash and cash equivalents	2,028.40	2,308.15	25.20
iii. Bank balances other than (ii) above	1.37	90.29	23.65
iv. Investments	11.64	52	35
iv. Other financial assets	20.63	16.85	49.46
Current tax assets (Net)	6.73	11.29	9.88
Other current assets	24.41	24.90	25.84
Total current assets	2,721.06	3,111.13	664.06
Total Assets	4,275.33	4,227.72	1,808.37
EQUITY AND LIABILITIES		8	800
Equity			
Equity share capital	10.12	10.12	10.12
Other equity	700.43	2,890.24	705.76
Total equity	710.55	2,900.36	715.88
Liabilities			
Non-current liabilities			
Financial liabilities	A-2-1-1-1-1-1		
i. Borrowings	428.91	434.86	354.61
ii. Lease liability	5.24	18.44	28.72
iii. Other financial liabilities	2	0.71	5.18
Provisions	29.82	27.96	19.65
Deferred tax liabilities (Net)	18.15	23.64	23.39
Total non-current liabilities	482.12	505.61	431.55
Current liabilities	1913/09/8021/96	12/19/03/28/50	9506.6005
Financial liabilities			
i. Borrowings	2,587.62	297.78	276.62
ii. Lease liability	15.29	14.26	14.17
iii. Trade payables	389.74	356,10	272.89
iv. Other financial liabilities	57.18	116.51	53.58
Other current liabilities	20.88	16.72	23.74
Provisions	9.85	20.38	19.94
Current tax liabilities (Net)	2.10	27015275 5 4	3001.000
Total current liabilities	3,082.66	821.75	660.94
Total liabilities	3,564.78	1,327.36	1,092.49
Total equity and liabilities	4,275.33	4,227.72	1,808.37

STATEMENT OF PROFIT AND LOSS Year ended Year ended Year ended March 31, 2023 March 31, 2022 March 31, 2021 Income 2,073.96 1,743.27 1,176.91 Revenue from operations Other income 132.76 93.59 111.17

1,836.86 2,206.72 1,288.08 Total income Expenses 1,101.60 942.43 573.37 Cost of materials consumed Changes in inventories of finished goods, work-in-process and Stock-in-Trade 15.33 (76.51)(22.57)234.63 206.13 189.68 Employee benefit expenses 45.82 44.91 47.62 Finance costs 99.94 101.74 77.90 Depreciation and amortisation expense Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 235.97 177.89 Profit before exceptional items and tax (I- II) 136.10 90.72 2122.60 Exceptional items - income / (expense) (13.00)Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense Current tax 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63)39.56 1.29 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income Items that will not be reclassified to profit and loss Remeasurement of post employment benefit obligations (0.26)(12.25)(5.82)Change in fair value of equity instruments 3.25 3.32 101.28 3.57 Income tax relating to these items (0.76)(0.69)Items that will be reclassified to profit and loss Transactions relating to Derivative instruments 1.53 4.78 7.53

Income tax relating to these items

Other financial liabilities

Other current liabilities

Direct taxes paid

(excluding current maturities of debt)

Net cash from operating activities (A)

Cash generated from operations

Other comprehensive income for the year, net of tax

Total comprehensive income for the year (VII+VIII)

(0.39)

3.37

276.48

(2.54)

(3.12)

2,273.57

(4.10)

98.20

174.04

Earnings per equity share Basic & Diluted earnings per share	>=>> tank	134.9	9 1	,125.29		37.49
Dodg a Diago carringo por Silaro	- 1	101.0			l mount (i	n ₹ crore)
STATEMENT OF CASH FLOWS		ended 11, 2023	Year e March 3	ended 31, 2022		ended 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		resorner		E CONTRACTOR OF THE PARTY OF TH		Videopou
Net profit before tax	compensor.	326.69		2,300.49		123.10
Add: Depreciation and amortisation for the year	99.94		101.74		77.90	
Loss on sale/scrapping of property, plant and equipment			3.89		0.72	
Profit on sale of property, plant and equipment	(0.30)		(0.12)		(0.30)	
Unrealised exchange (gain) / loss	(1.19)		1.14		(8.89)	
Dividend income	(120.27)		(89.89)	9	(96.80)	
Interest income	(113.51)		(49.08)		(3.15)	
Fair value of financial assets & financial liabilities	-		0.40		(1.28)	
Interest expense	49.87		44.91		47.62	
Profit on sale of investments	(1.66)	(87,12) (2	2,094.43)	(2,081.44)	2	15.82
Operating profit before working capital changes	0.00000000	239.57	HERITA IN FORCE	219.05		138.92
Adjustments for:		5		2221000		
Inventories	23.30		(70.28)	3	(29.75)	
Trade Receivables	10.27		(58.79)		(72.51)	
Other financial assets	86.70		(69.07)	8	(18.71)	
Other non-current assets	(25.54)		(1.42)		2.35	
Other current assets	0.36		0.94		10.14	
Trade Payables	33,41		83.11		92.81	
Provisions	(8.93)		(3.50)	- 1	(19.73)	

29.96

4.16

153.69

393.26

(53.56)

339.70

CASH	FLOW FROM INVESTING ACTIVITIES						
	ins to property, plant and equipment		0.0000000000000000000000000000000000000		70526283600 P		r into the land
100 mm 200 mm	ing Capital work in progress)		(100.16)		(59.69)		(55.41)
1960 9353	f property, plant and equipment		0.86		0.49		0.90
Purcha	se of investments		(427.54)		(182.34)		(52.06)
Sale of	finvestments		2.13		2261.01		8
Investr	nent in Term deposits		100		(2,303.08)		- 2
Closun	e of Term deposits		283.21				3
Interes	t received		113,51		49.08		3.15
Divider	nd received		120.27		128.07		58.62
Net Ca	sh from/(used in) investing activities (B)		(7.72)		(106.46)		(44.80)
CASH	FLOW FROM FINANCING ACTIVITIES		1715-171016236		19019 01000019		50,103857
Net Bo	rrowings:						
Term I	oans availed/(repaid)		(28.82)		57.35		91.38
Short	term borrowings availed/ (repaid)		(34.58)		42.31		(107.78)
Interes	t paid		(45.35)		(41.92)		(43.90)
Divider	nd and dividend tax paid		(208.24)		(22.26)		(30.35)
Repay	ment of lease liabilities		(11.53)		(14.63)		(14.85)
Net car activitie	sh inflow / (outflow) from financing es (C)		(328.52)		20.85		(105,50)
	ICREASE/(DECREASE) IN AND CASH (A+B+C)		3.46		(20.13)		(25.58)
EQUIV	ALENTS		Ammonia		The contract of the contract o		I I WOW PARES
Cash a	and cash equivalents at the beginning year						
Cash a	and Bank balances	5.07		25.20		50.78	
Cash c	redit balance		5.07	100000	25.20		50.78
Cash a	and cash equivalents at the end of the year						
12000000000000000000000000000000000000	and Bank balances	8.53		5.07		25.20	
Cash c	redit balance	0000000	8.53		5.07		25,20

BALANCE SHEET	As at March 31 2023	As at March 31, 2022	As at
ASSETS	March 31, 2023	March 51, 2022	march 31, 2
Non-current assets			
Property, plant and equipment	5,649.30	5,040.12	4,071
Capital work in progress	393.63	329.11	883
Investment Properties	137.70	137.71	137
Goodwill	307.82	290.59	112
Other intangible assets	836.61	870.91	528
Intangible Assets under development	427.64	231.35	166.
Financial assets		201.00	100
i. Investments	405.50	143.09	371
ii. Loans (Receivable from financing activity)	10,321.42	6,716.45	5,361
iii. Others	203.25	137.55	30.
Investments accounted using equity method	413.10	370.83	301
Deferred Tax Assets	305.73	217.88	127.
	407333333754	37 Y. S. L. C. S. L.	70272
Non-Current tax assets (Net)	27.60	49.60	39.
Other non-current assets	155.52	134.20	199.
Total non-current assets	19,584.82	14,669.39	12,332.
Current assets		W.W.2W.2W	14/19/30/20
Inventories	2,332.08	2,013.42	1,668
Financial assets	577847635	3022223	91000
i. Trade receivables	1,464.64	1,367.01	1,206.
ii. Loans (Receivable from financing activity)	10,225.16	7,299.24	5,794.
iii. Cash and cash equivalents	3,899.36	3,753.95	1,599.
iv. Investments	203.56	130.23	8620
v. Bank balances other than (iii) above	29.29	180.22	106.
vi. Others	245.07	134.82	96.
Current tax assets (Net)	11.29	12.71	14.
Other current assets	1354.28	990.90	617.
Total current assets	19,764.73	15,882.50	11,104.
Total Assets	39,349.55	30,551.89	23,436.
Equity and liabilities			
Equity	arcan attento	Vin (1996)	
Equity share capital	10.12	10.12	10.
Other equity	3,230.87	5,069.12	2,894.
Equity attributable to owners	3,240.99	5,079.24	2,904.
Non controlling interest	2,804.16	2,202.63	1,758.
Total equity	6,045.15	7,281.87	4,663.
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	9,863.23	7,740.63	6,634.
ii. Lease Liabilities	572.29	421.49	213.
iii. Others	47.82	55.44	31.
Provisions	261.08	224.20	179.
Deferred tax liabilities	226.25	231.20	242.
Total non-current liabilities	10,970.67	8,672.96	7,301.
Current liabilities	8333436336	50040043	20000000
Financial liabilities			
i. Borrowings	15,149.77	8,289.29	5,927.
ii. Trade payables	5,474.27	4,909.62	4,535.
iii. Lease liabilities	203.90	141.14	77.
iv. Other financial liabilities	413.42	424.38	303.
Other current liabilities	948.63	704.83	522.
Provisions	125.59	127.80	105.
Current tax liabilities (Net)	18.15	121.00	100
Total current liabilities	22,333.73	14,597.06	11,471.
Total liabilities	33,304.40	23,270.02	18,772
Total equity and liabilities	39,349.55	30,551.89	23,436.

	Ar	mount (in ₹ crore)	
T OF PROFIT AND LOSS	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
operations	33,564.21	25,590.65	20,298.73
	126.12	34.50	62.95
	22 600 22	25 625 45	20 204 60

Other income Total income 33,690.33 25,625.15 20,361.68 Expenses Cost of material consumed 20,779.47 16,429.60 13,028.33 Purchase of stock in trade 894.62 579.04 224.92 Changes in inventories of finished goods, (151.76)(333.71)(25.96)stock-in-trade and work-in-process 3,168.98 2,330.16 1,879.05 Employee benefit expenses Finance costs 1,424.49 985.13 929.11 Depreciation and amortisation expense 985.82 844.58 642.74 Other expenses 4,624.51 3,597.65 2,803.99 Total expenses 31,726.13 24,432.45 19,482.18 Profit before exceptional items, share of net profit of investment and tax (I-II) 1,964.20 1,192.70 879.50 3.45 Share of net profit from associates using equity method (39.73)(2.88)Profit before exceptional items and tax (III+IV) 1,196.15 876.62 1,924.47 (22.36)Exceptional items 88.85 (11.95)Profit before tax (V+VI) 1,184.20 854.26 2,013.32 Tax expense Current tax 763.67 387.06 257.46 4.71 Deferred tax (83.52)(27.35)1,333.17 824.49 592.09 Profit for the year (VII-VIII) (Profit) / Loss attributable to Non-controlling Interest (683.52)(383.75)(268.41)323.68 649.65 440.74 rofit for the year attributable to owners (IX+X) Other comprehensive income (A) Items that will not be reclassified to profit and loss Remeasurements of post employment benefit obligations (27.88)(97.58)(0.74)162.95 Change in fair value of equity instruments (10.24)4.04 Share of other comprehensive income from (2.69)(0.25)(0.01)associates using equity method 22.07 (9.26)Income tax relating to these items 9.90 (B) Items that will be reclassified to profit and loss 18.38 48.07 Fair value changes on cash flow hedges 70.89 Change in fair value of debt instruments 83.76 36.87 11.16 Foreign currency translation adjustments Share of other comprehensive income from associates using equity method Income tax relating to these items (5.37)(13.41)(21.08)Other comprehensive income for the year, net of tax 213.93 65.85 (0.19)Other Comprehensive income attributable to (13.57)1.25 (51.05)non-controlling interest (profit) / loss

	122	112 W I	1722	I	100	
STATEMENT OF CASH FLOWS	Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 202	
CASH FLOW FROM OPERATING ACTIVITIES	3.130.11.14.30	.vanuroesus.		5.40.000.000		343.257374
Net profit before tax		2,013.32		1,184.20		854.26
Adjustments for:	000000000000000000000000000000000000000		27700.22.22			
Depreciation and amortisation for the year	985.82		844.58		642.74	
Loss on sale/scrapping of property, plant and	400000000000000000000000000000000000000		7.00.000.000			
equipment	- 3	Di	3.89		2.68	
Profit on sale of property, plant and	-	1	5,000,000		X337003	
equipment	(2.95)	8	(2.59)		(0.30)	
Dividend income	(0.02)	8	(4.16)		(1.56)	
Interest income	(124.50)	8	(57.24)		(36.03)	
Unrealised exchange (gain) / Loss	(8.89)	A	(4.51)		8.81	
Increase in fair value of financial assets	(84.66)	8	(0.57)		(1.32)	
Loss on sale of investment	A STATE OF		(C)		30 9	
Share of losses from associates	39.73	6	-		4	
Profit on sale of investment	71	8	(0.23)		(0.05)	

Total comprehensive income attributable to

owners (XI+XII+XIII)

Earnings per equity share

Basic & Diluted earnings per share

(Contd...) CHENNAI/KOCHI

441.80

217.84

701.93

321.10

486.56

159.98

financialexp.ep. .in

(3.28)

(7.02)

(129.31)

89.74

(24.26)

65.48

29.48

0.12

(5.80)

133.12

(8.40)

124.72

FINANCIAL EXPRESS

1.00

1.00

	Interest expense (excluding relatable to financial enterprise)	256.49	1,061.02	203.00	982.17	199.67	814.64
	Operating profit before working capital changes		3,074.34		2,166.37	8	1,668.90
	Adjustments for:	280000000000000000000000000000000000000		450-75-559254		ASSESSES	
	Inventories	(318.66)	8	(345.12)		(208.83)	
	Trade Receivables	(97.63)		(169.03)		356.34	
	Other financial assets	(128.63)	8	(140.31)		111.91	
	Other Bank balances	150.93		(73.48)		(77.19)	
	Other non-current assets	(21.32)		64.94		(22.89)	
	Other current assets	(363.38)		(373.17)		(31.74)	
	- 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,	(6,530.89)		(2,859.49)		(1,700.87)	
	Provisions	(2.21)		(29.95)	1	14.88	
	Trade Payables	564.65		373.92		1,201.96	
	Other Financial liabilties	40.76	Comproved the comproved the comproved to	49.80	Several Marketon	66.59	
	Other current liabilities	243.80	(6,462.58)	182.34	(3,319.55)	94.90	(194.94)
	Cash generated from operations		(3388.24)		(1,153.18)		1,473.96
	Direct taxes paid		(722.40)	171	(394.94)	i)	(259.35)
3	Net cash from operating activities CASH FLOW FROM INVESTING	9	(4,110.64)	0	(1,548.12)		1,214.61
	ACTIVITIES Additions to property, plant and equipment (including						
	Capital work in progress)	9	(1,485.24)	0 0	(1,036.32)	ŷ.	(980.29)
	Sale of fixed assets	9	21.94	100	16.24	8	4.10
	Investment accounted using equity method		(87:17)	100	(75.00)	ă I	(52.56)
	Purchase of investments		(297.84)	19.5	(151.02)	8	(4.87)
	Sale of investments		1.25	(2)	2349.85		16.78
	Investment in Term deposits		283.21		(2,303.08)	Ŭ.	10.70
	Contribution from non controlling interest		203.21	W 1	50.00	§	85
	Consideration paid towards business combination				(617.15)	9	195
	Interest received		124.50		57.24	8	36.03
	Dividend received		0.02		4.16	8	1.56
	Net Cash from/(used in) investing activities	8	(1,439.33)	100	(1,705.08)	9	(979.25)
1000	CASH FLOW FROM FINANCING ACTIVITIES	į į			Me Me	6	19.00
	Net Borrowings:						
	Term loans availed / (repaid)		5,555.00	0	2,789.86	8	1,391.97
	Short term borrowings availed / (repaid)		1,086.49	8	673.45		(791.67)
	Interest paid		(244.49)	ğ	(166.01)	8	(199.67)
	Dividend paid		(271.66)	16	(84.94)	8	(72.85)
	Repayment of Lease Liabilities		(146.75)	8	(96.57)	8	(67.09)
	Net cash from financing activities		5,978.59		3,115.79	Š	260.69
)	NET INCREASE/(DECREASE) IN CASH AND CASH		428.62	8	(137.41)	8	496.05
	EQUIVALENTS - (A+B+C)				GR0 1115	0	
	Cash and cash equivalents at the beginning of the year						
	Cash and Bank balances	1,450.87	i Iom wentens	1,599.08	5-7-50-00-00-00-00-00-00-00-00-00-00-00-00-	1,130.58	100000000000
	Cash credit balance	5	1,450.87	(10.80)	1,588.28	(38.35)	1092.23
	Cash and cash equivalents at the end of the year						
	Cash and Bank balances	1,879.49	A STATE OF THE STA	1,450.87		1,599.08	
	Cash credit balance	5	1,879.49		1,450.87	(10.80)	1588.28

in terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The audited financial statements for FY 2022-2023 along with notes to accounts and audit qualifications f any, are available on website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Change in accounting policies in the last three years and their effect on profits and reserves:

There is no change in the accounting policies in the last three years which has effect on the profits and reserves. Summary table of contingent liabilities as disclosed in the restated financial statements:

In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The details of contingent liabilities are as follows:

Details	31-Mar-23	31-Mar-22	31-Mar-21
(i) Claims against the Company not acknowledged as debt			
- Income tax	7.94	4.35	4.35
- Service tax/Excise		0.58	0.61
- Value Added Tax	0.19	0.19	0.22
- Goods and Service Tax	59.94	1000	253300
(ii) Guarantees excluding Financial Guarantees	1.5	0.59	0.59
(iii) Other money for which the Company is contingently liable	4.47	6.03	11.50
Total	72.54	11.74	17.27

In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar

representation of audited financials (on consolidated and standalone basis for last three completed financial years). The details of the related party transactions in last 3 years as disclosed in the financial statements, are available on website of the Company at https://www.sundaram clayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf Details of its other group companies including their capital structure and financial statements:

In terms of NCS Regulations the term "group companies" includes (i) such companies, other than promoter(s),

subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial

information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii)

other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations.

Based on the above following companies have been identified as our group companies: Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai

Corporate Information Ernerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai was incorporated on April 12, 2017

as a private limited company under the Companies Act 2013, at RoC - Chennai, bearing CIN U70109TN2017PTC116039. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company ₹ in crore

Particulars	For the year ended March 31			
	2023	2022	2021	
Paid up Equity Share Capital of₹10/- each	8.96	8.96	8.96	
Reserves and Surplus (excluding revaluation reserves)	(11.16)	(4.61)	(8.02)	
Revenue from operation	3.79	91.74	W. C. C. C. C.	
Profit after tax	(6.55)	3.41	(1.67)	
Earnings per share (EPS)- Basic & Diluted	(7.31)	3.80	(1.86)	
Net Asset Value per equity share	(2.45)	4.85	1.05	

Capital Structure ₹ in crore

	Particulars	Aggregate value a Nominal Value
1	Authorized Share Capital	
	Equity Shares of ₹ 10/- each	10.00
	Optionally Convertible Redeemable Preference Shares of ₹ 10/- each	12.00
	Total	22.00
H	Issued, Subscribed and Paid-up Share Capital	
4972	Equity Shares of ₹ 10/-each	8.96
	Optionally Convertible Redeemable Preference Shares of ₹ 10/- each	11.84
	Total	20.80
2	Emerald Haven Town and Country Private Limited Chennal	354340

Emeraid Haven Town and Country Private Limited, Chennal Corporate Information

Emerald Haven Town and Country Private Limited, Chennai was incorporated on August 22, 2017 as a private limited company under the Companies Act 2013, at RoC-Chennai, bearing CIN - U45309TN2017PTC118212. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31			
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	8.04	8.04	8.04	
Reserves and Surplus (excluding revaluation reserves)	(21.03)	(12.47)	(7.57)	
Revenue from operation	40.76	57.56	1333333	
Profit after tax	(8.56)	(4.90)	(5.38)	
Earnings per share (EPS)- Basic & Diluted	(10.64)	(6.10)	(6.69)	
Net Asset Value per equity share	(16.16)	(5.52)	0.58	

Ca	pital Structure	₹ in crore
ſ	Particulars	Aggregate value a Nominal Value
1	Authorized Share Capital	i c
ľ	Equity Shares of ₹ 10/- each	8.10
	Preference shares of ₹ 10/-each	32.50
	Total	40.60
H	Issued, Subscribed and Paid-up Share Capital	Augustoni Vine August
	Equity Shares of ₹ 10/- each	8.04
	Optionally Convertible Redeemable Preference Shares of ₹ 10/- each	32.15
	Total	40.18

Emerald Haven Life Spaces (Radial Road) Limited, Chennai Corporate Information

Particulars

Emerald Haven Life Spaces (Radial Road) Limited, Chennai was incorporated on June 20, 2016 as a public limited company under the Companies Act 2013, at RoC-Chennai, bearing CIN - U70200TN2016PLC110981. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company:

ACCUSED AND DESCRIPTION OF THE PROPERTY OF THE	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	55.70	55.70	55.70
Reserves and Surplus (excluding revaluation reserves)	(37.09)	(31.63)	(3.71)
Revenue from operation	2.78	106.93	9
Profit after tax	(5.46)	2.08	0.04
Earnings per share (EPS)- Basic & Diluted	(0.98)	0.37	0.01
Net Asset Value per equity share	3.34	4.32	9.33

Particulars

Aggregate value a Nominal Value Authorized Share Capital Equity Shares of ₹ 10/- each 60.00 60.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹ 10/- each 55.70 55.70

. Sundram Non-conventional Energy systems Limited, Chennai Corporate Information

Sundram Non-conventional Energy systems Limited, Chennai was incorporated on November 4, 1994 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN U40108TN1994PLC029132. The company is engaged in business of electric power generation using other non-conventional sources.

Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

Particulars	For the year ended March 31,			
VAN-000000000000000000000000000000000000	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	0.50	0.50	0.50	
Reserves and Surplus (excluding revaluation reserves)	3.47	3.63	3.13	
Revenue from operation	2.81	2.61	2.61	
Profit after tax	3.59	2.0	1.57	
Earnings per share (EPS)- Basic & Diluted	71.89	39.97	31.33	
Net Asset Value per equity share	79.48	82.60	72.62	

	Particulars	Aggregate value a Nominal Value
Į:	Authorized Share Capital	STATE
	Equity Shares of ₹ 10/- each	3.50
	Total	3.50
II.	Issued, Subscribed and Paid-up Share Capital	174950
	Equity Shares of ₹ 10/- each	0.50
	Total	0.50
5,	Emerald Haven Realty Limited, Chennai	W.
	Cornerate Information	

Particulars

Paid up Equity Share Capital of ₹ 10/- each

Emerald Haven Realty Limited, Chennai was incorporated on June 2, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The company is engaged in business of real estate activities with own or leased property.

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

1	Authorized Share Capital Equity Shares of ₹ 10/- each		265.00	o l
	Particulars	Aggregate val	lue a Nomi	nal Value
С	apital Structure	11777 107 107 107 107 107 107 107 107 10		₹ in crore
	Net Asset Value per equity share	9.51	10.21	10.96
	Earnings per share (EPS)- Basic & Diluted	(1.34)	(0.72)	(0.68)
	Profit after tax	(31.07)	(16.38)	(15.48)
	Revenue from operation	22.60	168.48	14.70
	Reserves and Surplus (excluding revaluation reserves)	(12.50)	4.85	21.81

Total 6. TVS Training and Services Limited, Chennai

Particulars

Issued, Subscribed and Paid-up Share Capital

Equity Shares of ₹ 10/- each

TVS Training and Services Limited, Chennal was incorporated on March 22, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN U74990TN2010PLC075028. The company is engaged in business of providing, establishing, maintaining, running, developing and managing or to take over and administer schools, colleges or other bodies or institutions of all descriptions to impart higher education. technical & vocational education. Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

100m0A81505000	2023	2022	2021	
Paid up Equity Share Capital of ₹10/- each	9.05	9.05	9.05	
Reserves and Surplus (excluding revaluation reserves)	8.19	7.48	5.75	
Revenue from operation	43.04	23.10	9.8	
Profit after tax	0.72	1.61	(1.68	
Earnings per share (EPS)- Basic & Diluted	0.79	1.77	(1.86	
Net Asset Value per equity share	19.05	18.26	16.3	

	Particulars	Aggregate value a Nominal Value
1	Authorized Share Capital	
	Equity Shares of ₹10/- each	12.50
	Total	12.50
II	Issued, Subscribed and Paid-up Share Capital	500000
	Equity Shares of ₹10/- each	9.05
	Total	9.05

Corporate Information

Tagbox Solutions Private Limited, Bengaluru was incorporated on November 24, 2016 as a private limited

company under the Companies Act 2013, at RoC - Bangalore, bearing CIN - U72900KA2016PTC097344. The company is a start-up company which provides an IoT based monitoring solution to predict and prevent unfavourable events, optimize reefer fleet and routes and manage inventory. Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

Particulars	For the ye	For the year ended March 3		
	2023	2022	2021	
Paid up Equity Share Capital of ₹1/- each	0.13	0.13	0.13	
Reserves and Surplus (excluding revaluation reserves)	(0.85)	3.57	3.76	
Revenue from operation	5.54	6.97	6.01	
Profit after tax	(4.05)	(0.21)	0.68	
Earnings per share (EPS)- Basic Diluted	(31.33) (23.59)	(1.64) (1.23)	5.24 3.95	
Net Asset Value per equity share	(0.63)	25.12	26.24	
pital Structure	4107.0000000011			

Aggregate value a Nominal Value **Particulars Authorized Share Capital** Equity shares of par value of Re. 1 each with voting rights Compulsory Convertible Preference shares of Rs 16 each 0.61 0.77 Issued, Subscribed and Paid-up Share Capital

0.13 Equity shares of par value of Re. 1 each with voting rights Compulsory Convertible Preference shares of Rs 16 each 0.61 Total 0.74 8. Altizon Systems Private Limited, Pune

Corporate Information

Altizon Systems Private Limited, Pune was incorporated on April 17, 2013 as a private limited company under the Companies Act 1956, at RoC - Pune, bearing CIN - U72900PN2013PTC146972. The company is start-up company which provides industrial IoT solutions and helps enterprises use machine data to drive business decisions. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the ye	earended	March 31
	2023	2022	2021
Paid up Equity Share Capital of ₹10/- each	0.09	0.09	0.09
Reserves and Surplus (excluding revaluation reserves)	0.03	1.27	2.10
Revenue from operation	5.42	8.63	6.39
Profit after tax	(1.99)	(0.84)	(1.94)
Earnings per share (EPS)- Basic & Diluted	(232.41)	(98.28)	(226.92)
Net Asset Value per equity share	11.99	94.31	149.10

	Particulars	Aggregate value a Nominal Value
ľ	Authorized Share Capital	NOR THE AN
	Equity Shares of ₹ 10/- each	0.10
	Convertible Non-Cumulative Preference share of ₹ 10/- each	0.07
	Redeemable Non-Convertible Cumulative Preference shares	3930000
	of ₹10/- each	0.00
	Total	0.17
H	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	0.09
	Convertible Non-Cumulative Preference share of ₹ 10/- each	0.06
	Redeemable Non-Convertible Cumulative Preference shares	6.000
	of ₹10/- each	0.00
	Total	0.15

Corporate Information

₹ in crore

HNTI Limited, Chennai was incorporated on April 22, 1999 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U24293TN1999PLC042327, HNTI is an ISO9001;2015 certified company with in-house R&D (recognised by DSIR, Ministry of Science & Technology, Govt of India) and laboratory to serve our customers as per their needs. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the ye	ear ended f	March 31
W-2002A OLEONOSI CONTRACTORIO	2023	2022	2021
Paid up Equity Share Capital of ₹10/- each	9.30	9.30	9.30
Reserves and Surplus (excluding revaluation reserves)	11.00	8.83	12.53
Revenue from operation	82.16	70.15	49.74
Profit after tax	4.03	7.92	7.61
Earnings per share (EPS)- Basic & Diluted	4.33	8.52	8.18
Net Asset Value per equity share	21.82	19.49	23.48

	Particulars	Aggregate value a Nominal Value
Ī	Authorized Share Capital	1,000,000
	Equity Shares of ₹ 10/- each	10.00
	Total	10.00
1	Issued, Subscribed and Paid-up Share Capital	(2000)
	Equity Shares of ₹ 10/- each	9.30
	Total	9.30

Emerald Haven Estates Limited, Chennai was incorporated on September 13, 2006 as a public limited company under the Companies Act 1956, at RoC-Chennai, bearing CIN - U01132TN2006PLC061095. The company is engaged in business of production of agriculture, forestry, fishing products. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the ye	For the year ended March 31,			
	2023	2022	2021		
Paid up Equity Share Capital of ₹ 10/- each	7.21	7.21	7.21		
Reserves and Surplus (excluding revaluation reserves)	2.71	2.67	2.52		
Revenue from operation	3.46	2.77	2.81		
Profit after tax	0.08	0.15	(0.09)		
Earnings per share (EPS)- Basic & Diluted	0.12	0.22	(0.13)		
Net Asset Value per equity share	13.76	13.71	13.49		

tal Stru	cture	

	Particulars	Aggregate value a Nominal Value
1	Authorized Share Capital	100000000000000000000000000000000000000
	Equity Shares of ₹ 10/- each	10.00
	Total	10.00
П	Issued, Subscribed and Paid-up Share Capital	1,520,000,000
	Equity Shares of ₹ 10/- each	7.21
	Total	7.21

Corporate Information

Capit

For the year ended March 31,

2023

255.44

2022

228

. ...

265.00

255.44

255.44

For the year ended March 31,

₹ in crore

₹ in crore

2021

228

Sundram Services Limited, Chennai was incorporated on July 7, 2011 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN -U74999TN2011PLC081397. The company is engaged in business of providing professional, scientific and technical consultancy activities. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars For the year ended M				
Particulars	For the ye	earended	March 31,	
WILLIAM CONTRACTOR	2023	2022	2021	
aid up Equity Share Capital of ₹ 10/- each	1.00	1.00	1.00	
eserves and Surplus (excluding revaluation reserves)	(1.00)	1.37	12.07	
evenue from operation	COLUMN CO.	280	2000 F	
rofit after tax		2.30	(0.24)	
arnings per share (EPS)- Basic & Diluted		23.01	(2.40)	
et Asset Value per equity share	(23	23.70	130.70	
al Structure			-5-	

₹ in crore Aggregate value a Nominal Value Particulars Authorized Share Capital Equity Shares of ₹10/-each 1.00 1.00 Issued, Subscribed and Paid-up Share Capital

p. Internal Risk Factors:

Total

Equity Shares of ₹ 10/- each

 Our Company may not be successful in implementing its strategies, such as to be a total solutions provider expand customer base and expand the product portfolio, which could adversely affect our business, results of operations and future prospects. The success of our business depends largely on our ability to effectively implement our business strategies.

Successful execution of our business strategies in the past may not be of assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customer. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal efficiencies. Our inability to effectively manage our business and strategies could have an adverse effect on our business, financial condition, profitability and future prospects. In order to achieve future growth, we need to effectively manage our product portfolio and customer base, accurately assess new markets, attract new customers, obtain sufficient financing for our expected capital expenditures, contain our input cost and fixed costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We may not be able to achieve growth in revenues and profits or maintain such rate of growth in the future. If we are unable to execute our strategies effectively, our business and financial results will be adversely affected.

2. Our Company does not have firm commitment purchase agreements with our customers. If our customers choose not to source their requirements from us, our business and results of operations may be adversely

Consistent with the automotive component industry practice, we rely on purchase orders/EDI (Electronic Data Interchange) to govern the volume and other terms of our sales of products. However, purchase orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Further, in cases where we have contracts with customers, such contracts do not bind our customers to provide us with a specific volume of business and can be terminated by our customers with or without cause and without compensation. Consequently, there is no commitment on the part of the customer to continue to pass on new purchase orders to us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences. Additionally, our customers have set high standards for product quality as well as delivery schedules. Any failure to meet our customers' expectation could result in the cancellation or nonrenewal of contracts. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves, change their outsourcing strategy by moving more work inhouse, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

The discontinuation of, the loss of business with respect to, or a lack of commercial success of, a particular customer programs for which we are a significant supplier could affect our business, results of operations and financial conditions.

Our Company has purchase orders from all of our customers. These purchase orders generally provide for supply of customer's requirements, for a particular customer program. Therefore, the discontinuation of or loss of business with respect to, or a lack of commercial success of, a particular customer program for which we are a significant supplier could reduce our sales and affect our estimates of anticipated sales, which could have an adverse effect on our business, results of operations and financial conditions. Our Company has experienced significant growth in the past few years and if the Company is unable to sustain

or manage our growth, our business, results of operations and financial condition may be adversely affected. For the year ended March 31, 2023, our Company had ₹33,690.33 crore of consolidated revenue, as compared to ₹25,625.15 crore for the year ended March 31, 2022. However, our Company may not be able to sustain past growth, due to a variety of reasons including a decline in the demand in automobile industry, increased price competition, non-availability or scarcity of raw materials, lack of management and/or labour availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial condition. Our Company is looking forward to optimally utilize its surplus reserves by distributing a considerable portion of the same to the equity shareholders. Further as part of the wider restructuring exercise, it is consolidating all the resources to streamline promoter holding structure. reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances. Further our Company will be demerging it's manufacturing business of non-ferrous gravity and pressure die casting with Sundaram-Clayton DCD Limited.

If we are unable to increase our production capacity, we may not be able to successfully execute our growth strategy. Further, as we scale-up and diversify our operations, we may not be able to execute our operations efficiently, which may result in delays, increased costs and lower quality products. We cannot assure you that our future performance or growth strategy will be successful. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations, financial condition, profitability and future Our Subsidiaries have and may incur losses which may have adversely affect our reputation or business as a

periods or that there will not be an adverse effect on the Company's reputation or business as a result of such Any loss in market share, lack of growth in the segments in which our Subsidiaries operate primarily due to weak macroeconomic growth that may not propel sales, increased competition, pressure on margins and loss

result of such losses. There is no assurance that our Subsidiaries shall not incur losses in the present or future

of key personnel amongst other things may adversely affect our consolidated financial results of operations. 5. The Company has a number of competitors, some of which have greater financial resources than the Company which may impact our share of business and may have adverse effect on our business, results of operations and financial condition.

Our Company believes that transfer and vesting of the Die Cast Division from our Company into Sundaram-Clayton DCD Limited pursuant to the Scheme, will leave with group management services' business, trading business and manufacturing of two & three wheeler vehicles by our Company through TVS Motor Company Limited. However, all our business verticals faces increased competition which may put pressure on pricing or affect the share of business having adverse effect on our business or business of our Subsidiaries, and resultantly may impact our overall results of operations and financial condition. The original equipment manufacturer ("OEM") customers across the world are continuing their pressure on

price reduction from their suppliers and our Company also has to give annual price reductions. Further, though the customers' purchase agreements with the Company provide for periodic price adjustments indexed to the international prices of aluminium, our Company cannot guarantee that this will not impact our sales, profitability, business, results of operations and financial condition. Some of our competitors may have certain advantages, including greater financial resources, technology,

research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer demands. Accordingly, the Company may not be able to compete effectively with our competitors, which may have an adverse impact

6. Our Company has significant energy requirements and any disruption to these power sources could increase our production costs and adversely affect our results of operations. Our Company is a continuous process industry requiring substantial electricity for our manufacturing facilities,

on our business, results of operations, financial condition and future prospects.

and energy costs represent a significant portion of the production costs for our operations. Our Company sources our energy requirements for our manufacturing facilities from Tamil Nadu Electricity Board (TNEB). third party, wind mills, energy exchanges and self-generation. If supply is not available for any reason, the Company will need to rely on alternative sources, which may not be able to consistently meet our requirements. The cost of electricity purchased / generated in-house from alternative sources could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available, the Company may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline.

Our failure to compete effectively in the highly competitive aluminium die casting industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financial condition and future prospects. Our Company competes with global competitors to retain our existing business as well as winning new business for the new and redesigned existing vehicle platforms of our customers. Our failure to obtain new business or to retain or increase our existing business could adversely affect our financial results. In addition, the Company may incur significant expense in preparing to meet anticipated customer requirements which may not be recovered. Our Company faces increased competition across our product portfolio and competition from well-established, international producers of aluminium die casting manufacturers. There is no assurance that the Company will remain competitive with respect to technology, design and quality. Some of our competitors may have certain advantages, including greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer

have an adverse impact on our business, results of operations, financial condition and future prospects. q. Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group companies:

demands. Accordingly, the Company may not be able to compete effectively with our competitors, which may

The details of the outstanding litigations and defaults of the Company, Promoters, Directors or any of the group companies, are available in the Information Memorandum under the head 'Section VI-Legal and Other Information', which is uploaded on website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Regulatory Action, if any - disciplinary action taken by SEBI or Stock Exchanges against the Promoters in last 5 financial years;

s. Brief details of outstanding criminal proceedings against the Promoters:

t. Particulars of high, low and average prices of the shares of the listed transferor entity during the Pursuant to implementation of Part II of the Scheme there is no listed transferor entity involved, since

Sundaram-Clayton Limited has allotted 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. Nevertheless, below are the details of high, low and average prices of EQUITY shares of Sundaram-Clayton Limited in preceding three years:

- 11	Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)
	2023	5,800.00	3,500.00	4,644.30
	2022	5,097.70	2,830.45	3,778.60
	2021	3,906,10	1.294.95	2.260.86

NSE

	BSE					
	Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)		
1	2023	5,799.3	3,410.55	4,842.07		
	2022	5,123.55	2,821.15	4,030.97		

1,320.00

u. Any material development after the date of the balance sheet:

3,899.70

Date : 08.06.2023

Place : Chennai

In the opinion of the board of directors of the Company there is no material development or change having implications on the financials/credit quality of the Company after the date of the last audited financial statements, i.e., March 31, 2023. v. Such other information as may be specified by the Board from time to time:

For further details on issue of NCRPS by the Company pursuant to the Scheme, please refer to Information

Memorandum (as updated) available on the website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf Capitalized terms not defined herein shall have the meaning as prescribed in the Information Memorandum. For and on behalf of Sundaram-Clayton Limited

> R Raja Prakash Company Secretary and Compliance Officer

> > CHENNAI/KOCHI

1,806.05

financialexp.ep. in

For the year ended March 31,

Sundaram-Clayton Limited

CIN: L35999TN1962PLC004792

Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam Chennai - 600 006 Tamil Nadu India Tel : 044-2833 2115 E-mail: corpsec@sundaramclayton.com | Website: www.sundaram-clayton.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, III, A.PARA 5 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII A, PART II, PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS DIV1/P/CIR/2022/0000000103 DATED JULY PANA 1 OF OFENTIAME DIRECTED SESTIMATION BY SECURITIES AND EXCHANGE BOARD OF INDIVIDIGUAL STATES OF THE RESTREAM OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957.

COMPOSITE SCHEME OF ARRANGEMENT AMONGST SUNDARAM-CLAYTON LIMITED AND TVS HOLDINGS PRIVATE LIMITED AND VS INVESTMENTS PRIVATE LIMITED AND SUNDARAM-CLAYTON DCD LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This is reference to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company" or "Company") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated March 6, 2023 ("NCLT Order").

The Scheme is divided into VI parts, which broadly provide as follows: (i) Part I- Deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II- Deals with deminions, share capital and date of taking effect and implementation of the Scheme; (ii) Part III- Deals with issue and listing of bonus Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) by Company; (iii) Part III- Deals with the amalgamation of Transferor Company 1 into Sundaram - Clayton Limited and cancellation of share capital of Sundaram-Clayton Limited held by Transferor Company 1 and the consideration thereof; (iv) Part IV- Deals with the amalgamation of Transferor Company 2 into Sundaram-Clayton Limited and cancellation of share capital of Sundaram-Clayton Limited held by VS Investments Private Limited and the consideration thereof; (v) Part V- Deals with the transfer and vesting of the Demerged Undertaking from Demerged Company into Resulting Company on a going concern basis and cancellation of the existing equity share capital of the Resulting Company held by Demerged Company; and (vi) Part VI- Deals with general terms and conditions that would be applicable to the

The Company filed NCLT Order in e-Form INC 28 on March 14, 2023, with Registrar of Companies, Chennai and the Scheme became effective from March 14, 2023. For more details, Scheme is available on website of the Company at https://www.sundaram-clayton.com/Investor/CompositeScheme/Certified_Copy_of_NCLT_Order_dated_06_03_2023.pdf
Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of

Directors of the Company at its meeting held on March 25, 2023 has allotted 234,69,21,860 Cumulative Non-Convertible Redeemable Preference Shares ("MCRPS"), as per the ratio f verscribed in the Scheme i.e., 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. The NCRPS will be carrying coupon of 9% per annum payable at annual rests and will be redeemed at par value of ₹ 10 on the date falling 12 months after the date of allotment of NCRPS, i.e., March 25, 2024. The NCRPS are proposed to be listed at National Stock Exchange of India ("NSE") and BSE Limited ("BSE" together with NSE referred to as "Stock Exchanges").

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/LIST/35120 dated April 27, 2023 and letter no. DCS/AMAL/TLI/P2759/2023-24 dated May 11, 2023, respectively. Further the Company has received exemption letter dated June 1, 2023 from Securities Exchange Board of India ("SEBI") under Rule 19 (7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19 (2) (b) of

DISCLOSURES IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, III, A, PARA 5 OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII A, PART II, PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS/DIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. SEBI/HO/CFD/DCR-2/P/OW/2023/22520/1 DATED JUNE 1, 2023 FROM THE DELICE AND LITE OF THE BUIL E AND LITE OF THE SECURITIES CANDET ACT (SECULIATIONS) BUILES 406T. APPLICABILITY OF THE RULE 19(2)(B) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957:

- a. Name of the Company: Sundaram-Clayton Limited
- Address of Registered Office and Corporate Office of Company: "Chaitanya", No.12, Khader Nawaz Khar Road, Nungambakkam, Chennai 600006, Tamil Nadu, India
- Details of change of name and/or object clause: There has been no change in the name of the Company low are the details of changes in object clause of the Company:

Changes in object clause

1994 44. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/ hire purchase operations of all kinds either singly / jointly / or on a syndication/consortium. participative / lead basis including import leasing/ hire purchase, cross border leasing/ hire purchase, lease/ hire purchase including import leasing/ hire purchase, cross border leasing/ hire purchase, lease/ hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoeve including resale thereof, regardless of whether the property purchased and leased be new and / or used

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and/or establish in its own name or as a holding company or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other types of instruments, to purchase, accept, assign debts and to carry on the business of accepting, co-accepting of negotiable instruments and related activities

(v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc., and carry on custodial services and as a custodian, to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/ incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the

(vi) To give advice on or to offer, give, take, circulate and / or otherwise organise, accept or implement, any seovers, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheque

(viii) To undertake trading/dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

45. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether ally or otherwise to quarantee the sub and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time.

(ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may

(iii) To act as technical advisors or consultants, investment advisors, financial consultants, managemen consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behavior, portfolio management, and /or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various

46. (i) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing repairing, importing and exporting and dealing in all kinds of electronic devices including:

(a) computers of all kinds and descriptions, computer components, computer peripherals, micro processors PCBs, relays, winchester drives, tape drives, key boards and switches, modems and multiplexer.

(b) Switch mode power supply equipment and uninterrupted power supply equipment of all kinds, electric electronic, mechanical, hydraulic, and/or combination of any of these operations. (c) All kinds of electronic communication, space and satellite communication apparatus and equipment and

vay signalling and safety equipment and solid state relays. (d) All kinds of electro-magnetic wave equipment for radio-telegraphic or radio telephonic communications tween fixed points or between fixed and mobile points or between mobile points such as transmitters

between mode points of between mode and mode points of between mode points such as it ansimiters, are receivers, trans-receivers, oscillators, amplifiers along with their ancillary equipment or supervisory control and regulation including micro-processor based equipment. (e) All kinds of instrumentation, micro-processor based and/or otherwise, for testing, observing maintaining

electronic equipment and for recording, controlling and operating and other factors pertaining to electronic equipment and apparatus including the ancillary equipment required for installation, operation and maintenance of electronic apparatus and equipment such as masts, towers, earth systems, aerials and aerial equipment of all kinds including all types of radio equipment. (f) All kinds of electronic and other equipment, including all types of control mechanism, automatic

calculators, x-ray machines, analysers, surgical, medical and other appliances intended for electro and other therapy treatment, along with their ancillary equipment for supervisory control and regulation together with instrumentation for testing, observing, maintaining such equipment and such other equipment for recording, controlling, operating the said equipment and apparatus, either microprocessor based or otherwise. (g) Telecommunication-both the land line and wireless communications- HF and VHF radio communication

from low, low and high power transmitters for broadcasting television and communication, surface to air and air to air communication, local area communication, carbs and software, microwave associated equipment, transmission equipment, radio, navigation, telephone, telephone electronic switching systems and associated items, facsimile and associated equipment, meteorological, television, transmitters, receivers studio equipment, electronic computers, electronic desk and other electronic calculators, nuclear electronic equipment, automatic electronics, industrial and process instruments and equipment, either micro

(h) All kinds of micro-processor based control systems and equipment for use in machine tools, laborato testing equipment, analysers and office automation equipment.

(i) All kinds of software packages to be used in all kinds of electronic computers, micro-processors and the like, either listed above or not

(ii) To carry on the business of manufacture and selling of electronic components of all descriptions and types including micro-processor based items, DC motor controls, micro-processor based and thyristers based controls, inverters, resistors, condensers, coils, chokes, transformers, switches, volume controls, plugs, sockets, hoses, aerial gear, batteries, accumulators, cable, metal and other cases, peizo-electroquartz, crystals of all types and those made from synthetic materials, meters of all kinds including those for domestic use, holders and covers.

(iii) To manufacture, sell or otherwise deal with all materials or components as are akin to the above

47. (i) To carry on all or any of the business of manufacturers and producers, merchants, importers and 47. (i) to carry of all of any of the business of manufacturers and produces, medicals, imported and exporters, buyers, sellers, exchangers, dealers, stockists, suppliers, distributors, wholesale and retail dealers, repairers of and servicemen of parts, components, subassemblies, assemblies, sub-systems and systems including but not limited to all kinds of compressors, accessories, devices, auxiliary equipment, switches, controls, timers, regulators programmable or otherwise, plugs, cables, hoses, pipes, chokes, solenoid brakes, water inlet valves, relays overloads, motors including specialised pump assembly with motors and specialised reversible motors, refigerator compressors and other components and related hardware, micro processor controlled or otherwise, for use independently or for use in all commercial, industrial and domestic appliances, such as laundering machines, dryers, washers, cleaners, cooking systems, including ranges, ovens of all types, vacuum cleaners, refrigerators, freezers, bottle coolers, water coolers, vending machines, heat exchangers, grinders, mixers, cooking and cleaning aids, room air conditioners, room coolers, dehumidifiers operated manually or by means of any kind of power such as air, steam, gas, electricity, fuel and oil such as air, kerosene or other kinds of oils and solar energy or other forms of energy

(ii) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, producing, assembling, repairing, exporting, importing, purchasing, selling, hiring and dealing in and generally to carry on business in the manufacture, sale and supply of complete range of appliances referred to in paragraph(i) above.

(iii) To carry on the business of electrical contractors, chemical and heat treatment engineers, metal workers welding engineers, iron and steel makers, press manufacturers, press shop platers, welders, refrigerators and air conditioning and environmental control engineers and to buy, sell, exchange, manufacture, repel convert, repair, alter, install, let on hire and deal in machinery, implements, instruments, gauges, generators motor, fans and other appliances of all kinds.

(iv) To manufacture, sell or otherwise deal with all materials or components as are allied or akin to the ab-

(v) To carry on the business of manufacture of chemicals, films, plastics, adhesives, precipitates or any articles or things that may be required for any of the above purposes.

48. To carry on the business as travel agents and contractors, and to facilitate travelling and to provide for tourists and travellers, or promote the provisions of conveniences of all kinds by way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and boarding and / or lodging accommodation and quides, safe deposits, enquiry bureau, libraries, resting rooms, baggage, transport and otherwise and to charter steamships and aeroplanes for fixed periods or for particular voyages and flights and to act as agents for various airlines, flight operators and become member of any Indian/International association for the said

49. To engage in the generation, selling and distribution of electrical energy, including thermal, solar, windmill and such other alternative and / or renewable sources of energy, either directly or in joint venture or in association with any other person, company, firms or body corporates, either for own use or for sale or distribution through electricity boards on such terms and to acquire for the said purpose land, plant and machinery and equipment either on out right purchase or on lease and to install all or any kind of machinery apparatus or equipment required for the said purposes, in any part of India and to do such other activities incidental or ancillary to attain the said objectives.

2003 49A. Subject to the provisions of the rules and regulations framed by Securities and Exchange Board of India and any other regulatory authorities, from time to time,

i. To act as merchant bankers, portfolio managers, underwriters, sub underwriters and debenture trustees, it respect of any issue of securities made by any company / body corporate, banks and public secto companies

ii. To act as broking house, brokers and sub brokers, and to deal in securities issued by any company, body corporate, Government / public sector companies, banks and also securities issued by any state or Central Government and to purchase and sell such securities for and behalf of the clients for remuneration; To act as market makers in the issue of any securities, to become members of stock exchanges / clearing houses and to carry on such other incidental activities for the said purpose.

iii. To act as Registrar and Share Transfer Agents for any company or body corporate and to provide services as share transfer agents and Registrars for any public issue, rights issue, bonus issue and issue of any securities whether in India or abroad.

iv. To establish and manage mutual funds and asset management companies either alone or in associatior with any other company or body corporate as may be deemed fit by the board of directors from time to time and to do such other acts, that are necessary and incidental for this purpose.

v. To act as custodians of securities and depository participants, and for this purpose, become members of the depositories, and to provide all services to clients in the capacity as custodian of securities / depository participants, subject to the provisions of Depositories Act, 1996 and such other applicable laws, rules and regulations and to do such other acts, that are necessary and incidental for this purpose 49B. To act as investor advisors, consultants and manager to deposit schemes of various companies

corporate bodies 2008 3A. To carry on the business of designers, developers, manufacturers, distributors, sellers and dealers in al types of internal combustion engines, including oil and petrol engines, diesel engines, engines operating on hybrid power, on gas, turbines, for use as stationary engines or in all kinds of automobiles, including tractors, earthmovers and all kinds of off-highway vehicles, and also for stationary applications, and to buy, sell, repair, convert, alter, export, import, let on hire all types of internal combustion engines.

2009 7. a) To generate, develop, accumulate, produce, manufacture, purchase, process, transform, distribute transmit, sale, supply and / or otherwise import, export, deal in any kind of power of electrical energy using coal, lignite, petroleum products or any other substances, wind energy, solar energy, wave energy, tida energy, hydro energy, nuclear energy, bio energy or any other form of energy and any products or byproducts derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, wind farms, solar energy systems or any other facility to generate power and to produce, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including companies, government and semi-government bodies for these purpose and to deal with all places including cities, towns, villages, districts, docks, markets, theatres, building, industries, offices or any other place and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid

b) To generate, acquire by purchase in bulk, accumulate, distribute and supply electricity to cities, towns streets, docks, markets, theatres, buildings and places, both public and private

c) To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional / renewable sources, tie-lines, substations and transmission lines on build, own and operate (BOO) and / or build, own and transfer (BOT) and / or build, own, lease and transfer (BOLT) and / or build, own, operate and transfer (BOLT) and in the or build, own, operate and transfer (BOLT) and in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or purposes, to do all the necessary or ancillary activities, as may be considered necessary or beneficial or desirable. public sector or the government or governments or other public authorities and for any or all of the aforesaid

d) To carry on the business of generating, harnessing, developing, accumulating, producing, manufacturing purchasing, transforming, processing, distributing, transmitting, rading and supplying of electricity by setting up power plants by use of liquid, gaseous or solid fuels or any other matters / substances or through renewable energy sources such as solar photo voltaic, solar thermal, windmill or deploying hybrid systems utilising two or more of technologies that are renewable or even conventional and or any other means and transmission, distribution, supply and sell such power either directly or through transmission lines and facilities of central / state governments, or, central / state run establishments or private companies or electricity boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulate power at any other pla-places and to transmit, distribute, sell and supply such power.

e) To carry on the business of generation of electrical power by conventional, non-conventional, renewable methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geohydel, wind and tidal waves and also to carry on the business of supply of electricity for the purpose of light, heat, motive power or otherwise and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity (including in the term electricity, solar energy, tidal power or any other natural resources), galvanism, magnetism of

f) To carry on the business of construction and establishment, operation, management of power stations, boiler houses, steam turbines, switch yards, transformer yards, sub-stations, transmission lines, accumulators, workshops and all such works necessary for generating, accumulating, distributing and supply of electricity, and for this purpose, to construct, lay down, establish, fix, erect, equip and maintain power generating machineries and all other types of plant and machinery, electrical equipment and cables, computer and control equipments, transmission lines, accumulators, fittings and apparatus in the capacity of principals, contractors or otherwise and to undertake the business of consultants and contractors in setting up all types of plants for production of electricity, electronics and other allied fields.

g) To carry on the business of promoting, owning, acquiring, erecting, constructing, establishing maintaining, improving, managing, operating, altering, controlling, taking on hire/lease power plants, co generation power plants, energy conservation projects, power houses, transmission and distribution systems of generation, distribution, transmission and supply of electrical energy and buying, selling, supplying, exchanging, marketing, functioning as a licencee and dealing in electrical power, energy to the State Electricity Board. State Government, appropriate authorities, licencees, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any state Act concerning generation, supply and distribution of electricity and any statutory modifications or re-enactment thereof and rules made thereunder.

b) To establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements, to establish systems that are capable of providing heat and thermal energy that either substitute or lead to saving of electrical energy and energy efficiency and to undertake manufacture of energy efficiency systems and to invest in the equity of the special purpose vehicles or companies set up for power generation through fossil fuels and/or renewable energy sources, and transmission, distribution, supply, distribution and wheel the power generated for captive consumption and or sell such power either directly or through transmission lines and facilities of central / state governments or central / state run establishments or private companies or Electricity Boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulative power at any other place o places and to transmit, distribute, sell and supply such power.

d. Capital structure - pre and post Scheme

		Amount (in ₹)
Particulars	Pre-Scheme	Post-Scheme
Authorised Share Capital		
5,00,00,000 Equity Shares of face value of ₹ 5 each	25,00,00,000	25,00,00,000
250,00,00,000 Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each	-	25,00,00,00,000
Total Authorised Share Capital	25,00,00,000	25,25,00,00,000
Issued, Subscribed and paid-up share capital 2,02,32,085 Equity Shares of face value of ₹ 5 each	10,11,60,425	10,11,60,425
234,69,21,860 Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each	-	23,46,92,18,600
Total Issued, Subscribed and paid-up share capital	10,11,60,425	23,57,03,79,025
Shareholding pattern and debt structure pre and post Schem	ne:	

Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on March 24, 2023 i.e., Record Date 1 as per the Scheme are provided below There has been no change in the Equity shareholding of the Company pursuant to the Scheme

Sr. No.	Description	Pre-Sche	me	Post-Scheme			
		Number of equity shares	%	Number of equity shares	%		
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
а	Promoter	1,30,94,460	64.72	1,30,94,460	64.72		
b	Promoter Group	19,70,833	9.74	19,70,833	9.74		
2	Foreign	-	-	-	-		
	Total shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	1,50,65,293	74.46	1,50,65,293	74.46		
(B)	Public shareholding						
1	Institutions	27,27,828	13.48	27,27,828	13.48		
2	Non-Institutions	24,38,964	12.05	24,38,964	12.05		
	Total (B)=B(1) + B(2)	51,66,792	25.54	51,66,792	25.54		
(C)	Shares held by custodians and against which DRs have been issued	-	_	_	-		
	Grand Total (A) + (B) + (C)	2,02,32,085	100.00	2,02,32,085	100.00		

(ii) Details of pre and post Scheme PREFERENCE shareholding pattern of the Company based on shareholding of the Company as on March 25, 2023 (considering March 24, 2023 as the Record Date 1 as per the Scheme) are provided below.

Sr. No.	Description	Pre-Scheme		Post-Schen	ie
		Number of preference shares	%	Number of preference shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
Α	Promoter	-	-	1,51,89,57,360	64.72
В	Promoter Group	-	-	22,86,16,628	9.74
2	Foreign	-	-	-	-
	Total shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)		_	1,74,75,73,988	74.46
(B)	Public shareholding				
1	Institutions	-	-	31,64,28,048	13.48
2	Non-Institutions	-	-	28,29,19,824	12.05
	Total (B)= B(1) + B(2)	-	-	59,93,47,872	25.54
(C)	Shares held by custodians and against which DRs have been issued	-	_	-	_
	Grand Total (A) + (B) + (C)	-	-	2,34,69,21,860	100.00

	Grand Total (A) + (B) + (C)	-	-	2,34,09,21,860	100.00
(iii)	Details of debt structure pre-and post scheme	based on debt struct	ure ar	e provided below:	
	Particulars of Debt Securities	Pre-Scheme (am outstanding in ₹ c		Post Scheme (a outstanding in ₹	
	Non-Convertible Debentures (NCDs)	10	00		100
	Face value:10,00,000				
	Coupon rate: 7.65%				
	Allotment Date: August 18,2020				
	Tenure: 5 years				
	Number of NCDs:1000				
	Cumulative Non-Convertible Redeemable Preference Shares (NCRPS)		-	:	2,346.92
	Face value: ₹ 10				
	Coupon rate: 9% p.a.				
	Allotment Date: March 25, 2023				
	Tenure: 12 Months				
	Number of NCRPSs: 234,69,21,860				
	Total	10	00	:	2,446.92

e. Names of ten largest shareholders of the Company- number and percentage of shares held by eacl

C	Name = 54h = Name = 0 0 = 54 = 4 = 1 Name = 0 = 5 0 0 = 54 = 4 = 1							
Sr. No.		Number of Equity	% of total equity	Number of Preference	% of total Preference			
NO.	Shareholder (M/s.)	Shares	holding	Shares	holding			
1.	TVS Holdings Private Limited	1,30,94,460	64.72	1,51,89,57,360	64.72			
2.	Sundaram Finance Holdings Limited	15,14,378	7.49	17,56,67,848	7.49			
3.	Aditya Birla Sun Life Trustee Private Limited	7,20,555	3.56	8,35,84,380	3.56			
4.	Venu Srinivasan, as Trustee of Srinivasan Trust	4,55,222	2.25	5,28,05,752	2.25			
5.	ICICI Prudential Life Insurance Company Limited	3,28,506	1.62	3,81,06,696	1.62			
6.	Nippon Life India Trustee Limited	2,99,548	1.48	3,47,47,568	1.48			
7.	SBI Long Term Equity Fund	2,90,017	1.43	3,36,41,972	1.43			
8.	ICICI Prudential Flexicap Fund	2,27,053	1.12	2,63,38,148	1.12			
9.	Sundaram Mutual Fund	2,18,552	1.08	2,53,52,032	1.08			
10.	ICICI Prudential Value Discovery Fund	2,05,494	1.02	2,38,37,304	1.02			

Name and details of Promoters - educational qualifications, experience, address Educational TVS Holdings Private Limited Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006 ramil Nadu. T.V. Sundram Iyengar & Sons Private Limited TVS Building, West Veli Street, Madurai – 625001, Tamil Nadu. Not Applicable Not Applicable

Name and details of Board of Directors (experience including current/past position held in other firms) 1) Mr R Gopalan, Non-Executive Chairman, DIN: 01624555

Mr. R Gopalan, served till April 2016, as a Member of Public Enterprises Selection Board (PESB) under the control of the Prime Minister of India. This body selects chief managing directors, managing directors, and directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 officers. Served as Secretary, Departmen of Economic Affairs, Ministry of Finance, Government of India till July 31, 2012 before retirement

He was handling matters relating to capital markets, infrastructure finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), budget preparation, public private partnership (PPP), Directorate of Currency and other related matters pertaining to the economy.

He also represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. He has brought about a number of changes in the functioning of the capital markets and initiated new policy measures in infrastructure sector. He has also initiated number of measures to enhance financing for infrastructure sector. Further he has represented Government of India on the board of the Reserve Bank of India (RBI). He also chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India and was the cadre controlling authority for officers belonging to the Indian Economic

During his time as the Secretary in the Department of Financial Services, Ministry of Finance, he was overall in charge of banking, insurance and pension reforms. The function included: (i) supervision of policy support to public sector banks (PSBs), insurance companies and development financial institutions (DFIs) through policy guidelines, legislative and other administrative changes; (ii) monitoring their performance; (iii) policy formulation in respect of NBFCs, private banks and foreign banks; (iv) support to regulatory authorities i.e., RBI, IRDA, PFRDA, NHB and NABARD; (v) administration of the all laws relating to banks, DFIs and insurance companies; (vi) framing rules and regulations, wage settlement in banking and insurance industry; (vii coordination between industry, banks and financial institutions.

He was also responsible for selection of chairman and executive directors of PSBs, managing director of SIDBI, chairman of NABARD, Deputy Governor of RBI, Chairman and MDS of SBI, and Chairman of SEBI. He was responsible for introduction of "Swavalamban"- an insurance scheme for unorganized sector and 'Swabhiman"- a scheme for financial inclusion through business correspondents model.

He has served at the following positions and roles: (i) Special Secretary in the Department of Commerce Ministry of Commerce & Industry; (ii) Director General in anti-dumping and anti-subsidy investigations; (iii) director on the boards of MMTC, STC and PEC Limited. During his long and varied career in various departments of Government of India, he held several key assignments, like: (i) Joint Secretary, National Manufacturing Competitiveness Council (NMCC); (ii) Joint Secretary in Commerce Department in charge of WTO and FTA negotiations; (iii) Joint Secretary in charge of export promotion division in the Commerce Ministry; and (iv) CMD, Tamil Nadu Industrial Development Corporation (TIDCO).

He has participated actively in ministerial meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong, and assisted the Commerce Minister at the G-6, G-20 and G-10 meetings. He also participated in intergovernmental negotiations for free trade agreements in the areas of agriculture, services and environmental goods and had represented India in the trade negotiations at World Trade Organization

As Chairman of TIDEL Park Limited, he helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major software technology park at Chennai. He completed the project estimated to cost ₹ 340 crore within ₹ 297 crore. Helped the State Government in formulation of policies on IT and biotechnology.

He managed the establishment of auto ancillary park, hi-tech park for manufacturing hardware components petrochemical park, floriculture infrastructure park for exports and rubber park.

Mr. Gopalan holds a master's degree in economics from Boston University and a master's degree in public administration and management from the John F. Kennedy School of Government, Harvard University. He is currently the Chairman of Sundaram-Clayton Limited and Zee Entertainment Enterprises Limited and

director of TVS Motor Company Limited, TVS Credit Services Limited, Sundaram-Clayton DCD Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games24x7 Private Limited and U Games Private Limited. Directorships:

Current Directorships. Indian Companies: (1) TVS Motor Company Limited; (2) ZEE Entertainment Enterprises Limited; (3) TVS

Credit Services Limited; (4)Sundaram - Clayton DCD Limited; (5)New Delhi Centre For Sight Limited; (6) MB Power (Madhya Pradesh) Limited; (7) ANA ARC Private Limited; (8) Play Games 24x7 Private Limited; (9)U Games Private Limited Past Directorships: (1) Veritas (India) Limited (2) MMTC Limited (3) The New India Assurance Company Limited (4) The State Trading Corporation of India Limited (5) Hindustan Power Projects Private Limited

(6) Optiwell Investments Private Limited.

2) Mr Venu Srinivasan, Chairman Emeritus and Managing Director, DIN: 00051523 Mr. Venu Srinivasan is the Chairman Emeritus and Managing Director of Sundaram-Clayton Limited, a leading manufacturer of automotive components in India and TVS Motor Company, one of the largest two-wheeler manufacturers in the world. He is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group. He is a director on the Central Board o

Reserve Bank of India He holds an engineering degree from the College of Engineering, Chennai, India and a master's in management from Purdue University, USA. Mr. Srinivasan has held various important positions in the Indian industries, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations He has been conferred with various awards, namely, Deming Distinguished Service Award for Dissemination

and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); and the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002. His commitment of competitiveness and quality of our economy is manifested through his company's marke

Mr. Srinivasan's dedication to transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6

million people in 2,500 villages across the country in the last 26 years. Current Directorships:

Indian Companies:(1) TVS Motor Company Limited; (2) Sundaram Auto Components Limited; (3) TATA Sons Private Limited; (4) TVS Credit Services Limited; (5) TVS Electric Mobility Limited; (6) T.V. Sundram lyengar & Sons Private Limited; (7) LV Trustee Private Limited; (8) S. Venu trustee private limited; (9) VS Trustee F Limited; (11) TVS Housing Finance Private Limited; (12) CF Educational Foundation; (13) Venu Srinivasan Trustee Private Limited; (14) Namma School Foundation. ed: (9) VS Trustee Private Foreign Companies: (1) TVS Digital Pte. Ltd., Singapore; (2) TVS Motor (Singapore) Pte Limited, Singapore; (3) Sundaram Holding USA Inc., USA; (4) The Norton Motorcycle Co. Limited, U.K; (5) Swiss E-Mobility Group

(Holding) AG: (6) Swiss E-Mobility Group (Schweiz) AG Past Directorships: (1) TATA Coffee Limited (2) Cummins India Limited (3) TVS Electronics Limited (4) ZF Commercial Vehicle Control Systems India Limited (5) Sundram Fasteners Limited (6) Oriental Hotels Limited (7) The Indian Hotels Company Limited (8) Emerald Haven Estates Limited (9) Sundram Textiles Private Limited (10) HNTI Limited (11) Lucas TVS Limited (12) Sundram Non-Conventional Energy Systems Limited

(13) Green Infra BTV Limited (14) TVS Capital Funds Private Limited (15) Chennai Business Consulting Services Private Limited (16) TVS Motor Harita Employees Welfare Foundation Private Limited (17) Aga Khan Rural Support Programme (India) (18) Southern Roadways Private Limited (19) TVS Investments Private 3) Dr Lakshmi Venu, Managing Director, DIN: 02702020

Experience Dr. Lakshmi Venuis a graduate from Yale University andholds a Doctorate in Engineering Management from

presence in more than 80 countries across the globe.

the University of Warwick. She is also non-executive director of TVS Motor Company Limited, the subsidiary of She underwent her initial training in Sundaram Auto Components Limited, a subsidiary of our Company Thereafter, she underwent an extensive in-depth induction in our Company, wherein she has worked in the

She has been the lead architect in establishing our Company's global footprint. Her decision to set up a foundry in U.S.A in 2019 in Dorchester, South Carolina was almost prescient, as most U.S.A based customers were looking for on-shore foundry units to reduce supply chain risks and curtail carbon footprint.

areas of business strategy, corporate affairs, product design and sales & marketing.

Dr. Lakshmi Venu is also the Deputy Managing Director of TAFE Motors and Tractors Limited. She holds directorships in ZF Commercial Vehicle Control Systems India Limited, Tractors and Farm Equipment Limited and various other companies.

Current Directorships Indian Companies: (1) TVS Motor Company Limited: (2) TAFE Motors and Tractors Limited: (3) Tractors and

Farm Equipment Limited; (4) Sundaram - Clayton DCD Limited; (5) ZF Commercial Vehicle Control Systems India Limited; (6) Sundaram Auto Components Limited; (7) LV Trustee Private Limited; (8) Sundaram Non-Conventional Energy Systems Limited; (9) Sivasailam Chamraj Hospital Foundation; (10) Sivasailam Chamraj Education Foundation: (11) TAFE Foundation. Foreign Companies: (1) Sundaram-Clayton (USA) Limited; (2) Sundaram Holding (USA) Inc

Past Directorships: Nil

4) Mr Sudarshan Venu, Non-Executive Director, DIN: 03601690

Mr. Sudarshan Venu holds a graduate degree with honors in the 'Jerome Fisher Program' in Management and Technology from the University of Pennsylvania, USA. He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He has also completed M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

Sudarshan Venu, being an automotive enthusiast, grew up amidst the roar of engines in India's oldest factory racing team. Driven by passion, he has motorbiked in five continents. These experiences suit him well, as he charts the future of one of India's leading two-wheeler manufacturers, TVS Motor Company. With Sudarshan's active intervention, TVS Motor has already seen a turnaround in its market share and has been the mos awarded two - wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted number 1 in customer satisfaction for four years in a row by the prestigious J. D. Power Awards Under Sudarshan's leadership TVS Motor Company has acquired the iconic British brand Norton in Year 2020

with the vision of regaining Norton brand to its full glory in the international motorcycle landscape. He has beer instrumental in steering the company with the broader sustainability agenda through electrification of its products, iQube - the first electric scooter launched in January 2020 and in building a strategic personal e mobility eco-system through acquisition of Ego Movement- a Swiss tech company providing e-mobility solutions. Sudarshan has also played a pivotal role in TVS Motor company's growth through expansion to new geographies in Africa, ASEAN and LATAM.

He also has been instrumental in setting up and in the success of Emerald Haven Realty Limited, TVS Credi Services – a non-deposit Non-Banking Finance Company and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation

In addition to his role as Non-Executive Director, he is also a managing director of TVS Motor Company Limited, and a non-executive director in. TVS Credit Services Limited. TVS Electric Mobility Limited. TVS Motor Singapore Pte Limited, TVS Digital Pte Limited, Swiss E-Mobility Group (Holding) AG (SEMG). He is also a independent director in Coromandel International Limited, the flagship company of the Murugappa Group.

Current Directorships

Indian Companies:(1) TVS Motor Company Limited; (2) Coromandel International Limited; (3) TVS Credit Services Limited; (4) TVS Electric Mobility Limited; (5) TVS Housing Finance Private Limited; (6) S.Venu Trustee Private Limited; (7) VEEYES Charities Foundation; (8) Cheema Educational Foundation; (9) Jupiter Cultural and Heritage Foundation

Foreign Companies: (1) The Norton Motorcycle Co. Limited; (2) Swiss E-Mobility Group (Holding) AG; (3) Swiss E-Mobility Group (Schweiz) AG; (4) TVS Motor (Singapore) Pte Limited, Singapore; (5) TVS Digital Pte. Ltd.,

(Contd...)

Past Directorships: (1) VS Trustee Private Limited

Experience

5) Mr K Gopala Desikan, Director and Group Chief Financial Officer, DIN: 00067107

Mr. K Gopala Desikan has rich experience and expertise in finance, taxation, merger and amalgamation and corporate matters and serving the group for over three decades. He has been with the Company group for the last 33 years and has handled various functions which include direct taxation, treasury and risk management, M&A activities, corporate finance & accounts and various accounting functions at the plant level. He is a qualified chartered accountant and also holds an MBA from Open University Business School, UK.

He is also the chief financial officer of TVS Motor Company Limited, the listed subsidiary engaged in the business of manufacturing two and three-wheeler and also oversees the finance function of the group's business relating to NBFC and realty. He is also involved in the strategic initiatives of the group's international business and long-range planning. He has represented the industry associations in various expert committee and attended various leadership programs both within and outside India.

Directorships:

Indian Companies:(1) TVS Holdings Private Limited; (2) TVS Investment and Consultancy Services Private Limited; (3) Sundaram Clayton Employees Welfare Foundation Private Limited; (4) Emerald Haven Estates Limited; (5) Emerald Haven Town and Country Private Limited; (6) S. Venu Trustee Private Limited; (7) LV Trustee Private Limited; (8) VS Trustee Private Limited; (9) Venu Srinivasan Trustee Private Limited; (10) Srinivasan Trading Private Limited; (11) VEE ESS Trading Private Limited; (12) VEEYES Charities Foundation; (13) Sundram Services Limited; (14) Jupiter Cultural and Heritage Foundation Foreign Companies: (1) The GO Corporation

Past Directorships: (1) TVS Organics Private Limited (2) Harita Fehrer Limited (3) Harita Greentech Power Past Directorships: (1) TVS Organics Private Limited (2) Harita Fenrer Limited (3) Harita Greentech Power Limited (4) Emerald Haven Development Limited (5) Emerald Haven Realty Limited (6) Emerald Haven Property Development Limited (7) VS Investments Private Limited (8) Premier Jet Services Limited (9) TVS Housing Finance Private Limited (10) Emerald Haven Towers Limited (11) Emerald Haven Realty Developers(Paraniputhur) Private Limited (12) Harita Housing Constructions Limited (13) Happiness Harmony Property Developers Private Limited (14) Harita Prema Private Limited (15) TVS Motor Harita Employees Welfare Foundation Private Limited (16) Harita Rubber Products Limited (17) Sundaram Plastics Limited (18) Horticultural & Constructions Engineers (India) Private Limited (19) TVS Power Limited (20) Harita Cheema Private Limited (21) Goodwill Financial Services Private Limited (22) Harita Investment Holdings Private Limited (23) Harita Limited

6) Mr C R Dua, Independent Director, DIN: 00036080

Experience: Mr. Dua founded Dua Associates over thirty-five years ago, and is currently Chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. He engages with the partners of the firm, its executive committee and sub-committees towards ensuring that the firm continues to retain its recognised leadership position in the uncertain and challenging environment nationally and internationally.

Mr. Dua's experience covers a broad range of areas relating to corporate and commercial matters, corporate finance, securities, infrastructure and aspects of public policy and administration, governance and ethics. He sits on the boards of Indian companies both listed and private, including Indian subsidiaries of many major

multinational corporations primarily representing the interests of foreign collaborators and investors. He is also the Chairman and an independent director of the board of Procter & Gamble Hygiene and Health Care Limited. He is a founding member of the American Chamber of Commerce in India and an invitee to its national executive board. He has been an invitee to the national executive board of the Federation of Indian Chambers of Commerce & Industry (FICCI). He is one of the Senior Vice Presidents of the Society of Indian Law Firms (SILF) and among the Chairpersons

of the Legal Reforms Committee. He is also a member of the National Committee on Legal Šervices (2022-23) of Confederation of Indian Industry (CII). He is an avid tennis player and his interest in promoting sports are pursued as a special invitee to the executive

committee of the International Lawn Tennis Club of India and vice president and co-chairman of Sports Committee of the Delhi Lawn Tennis Association. An honour's graduate of St. Stephen's College, Mr. Dua also holds a Master's degree in Economics from the

Delhi School of Economics Directorships:

Current Directorships:

Indian Companies: (1) TVS Motor Company Limited; (2) Procter & Gamble Hygiene and Health Care Limited; (3) Gillette India Limited; (4) Pearl Global Industries Limited; (5) Cabot India Limited; (6) Wimco Limited; (7) Linde Engineering India Private Limited; (8) Moundaram-Clayton DCD Limited; (9) Moccann-Erickson India Private Limited; (10) Amit Investments Private Limited; (11) Sella Synergy India Private Limited; (12) Associated Corporate Consultants India Private Limited; (13) Result Services Private Limited; (14) Inapex

Foreign Companies: Nil Past Directorships: (1) Timex Group India Limited (2) Fila Sport India Private Limited (3) Westrock Packaging

Systems India Private Limited (4) Tupperware India Private Limited (5) Noske-Kaeser India Private Limited (6) Tractors and Farm Equipment Limited (7) LAF Fire Safety Systems India Pvt Ltd (8) Stmicro electronics Private Limited (9) Baxter India Private Limited (10) Chevrolet Sales India Private India Private Limited (11) Stanley Works (India) Private Limited (12) Allison Transmission India Private Limited (13) Emerson Process Management Power and water Solutions India Private Limited (14) Universal Weather and Aviation India Private Limited Power and water Solutions India Private Limited (14) Universal Weather and Aviation India Private Limited (15) Van Softech Solutions One Private Limited (16) Singlet Global (India) Private Limited (17) Arconic Of India Private Limited (18) Ul India Private Limited (21) Mcdonald's India Private Limited (20) Lexsphere Private Limited (21) Becton Dickinson India Private Limited (22) Connaught Plaza Restaurants Private Limited (23) Van Films Remake One India Private Limited (23) Van Films Remake One India Private Limited (25) ELCA Cosmetics Private Limited (26) Land Minerals Exploration Private Limited (27) CCRI Exploration Private Limited (28) Newfound Exploration Private Limited (29) Norling Private Limited (30) Vodafone India Limited (31) PBE India Private Limited

7) Mr Rajesh Narasimhan, Non-Executive Director, DIN: 07824276 Experience:

Mr. Rajesh Narasimhan, a Singaporean is an alumnus of the Indian Institute of Management - Ahmedabad and will Ageshi Natasimilari, a Singaporeanis an administration institute of Management Aminicatoral and also holds a Master's in Computer Applications and a Bachelor's Degree in Statistics. He currently serves as the director and chief executive officer of TVS Digital, headquartered in Singapore that is being leveraged to operationalise a digital technology start-up focused on the automotive and fintech industries with portfolios & offerings that will deliver high quality solutions and platforms to help address real life business challenges by harnessing the power of exponential technologies including analytics, artificial intelligence (AI), augmented reality (AR), internet of things (IoT), machine learning (ML) and virtual reality (VR).

He is currently a Non-Executive and Non-Independent Director on the boards of Sundaram Clayton Limite and TVS Motors Singapore. He also serves as the nominee director in a non-executive capacity on the board of several digital start-ups in which TVS Motor Company and TVS Digital have invested including Altizon Systems, Fabric IoT, Intellicar Telematics, Predictronics Corp., Scienaptic AI and Tagbox. He has also served as a non-executive independent director and as a non-executive non-independent director on the board of TVS Motor Company between May 2017 – March 2021 in addition to serving as a non-executive director on the board of Parrot Solutions Pte. Limited, a Singapore incorporated digital start-up between May 2017 – January

He is an innovative and highly adaptable leader with more than three and a half decades of experience in both start-up and mature organizations across multiple industries including information technology, consume durables & consumer electronics and brings extensive experience in general management, executive & technology leadership, business & digital transformation and leadership & talent development.

He has a successful and credible career track record at various TVS companies, CSC / Covansys (public listed US headquartered and a CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations. He held several senior executive positions at Hewlett Packard where he successfully led organizations. The field several senior executive positions at rewell treated where it educes multiple business transformations and turnarounds last leading the delivery of their multi-billion USD enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President & General Manager of the enterprise services business in Asia and as Vice President of Hewlett Packard's multi-billion USD applications services business for Asia Pacific & Japan.

Mr. Narasimhan has advised several Fortune 500 clients on their business transformation through digital and technology innovation leveraging automation, cloud, cyber-security, data analytics and management, mobility & social and is currently helping our Company and TVS Motor Company Limited group companies with their digital transformation and cyber security initiatives. He is very passionate and highly focused on human capital management including leadership and talent development and has an established track record in acquiring, developing and retaining talent and in building high performance teams.

Prior to joining Hewlett Packard in June 2010, Mr. Narasimhan had a 15+ year tenure with CSC / Covansys during which he lived and worked in France, the Middle East & Singapore, establishing and expanding its business and presence in the Asia Pacific, Japan and the Middle East geography, while last serving as their Senior Vice President and Head for the geography. Prior to joining CSC / Covansys in January 1994, he held several executive positions with TVS companies in India including our Company, TVS Whirlpool and TVS Electronies.

Directorships Current Directorships:

Indian Companies: (1) Sundaram-Clayton DCD Limited; (2) Intellicar Telematics Private Limited; (3) Altizon Systems Private Limited; (4) Tagbox Solutions Private Limited; (5) Fabric IOT Private Limited Foreign Companies: (1) TVS Motor (Singapore) Pte Limited; (2) TVS Digital Pte Limited; (3) Altizon Inc (USA); (4) Predictronics Corporation USA; (5) Scienaptic Al USA; (6) Tagbox Pte Limited, Singapore; (7) Intellicar Singapore Pte Limited, Singapore

Past Directorships: (1) TVS Motor Company Limited

8) Ms. Sasikala Varadachari, Independent Director, DIN: 07132398 Experience:

Ms. Sasikala Varadachari is a retired banker with over 37 years of experience in the fields of banking operati both in India and overseas.

She worked as Chief General Manager of State Bank of India (SBI), spearheading the strategic training unit SBI, corporate center Mumbai, having profound knowledge in credit and merchant banking. She was the first CEO of SBI in Israel and was responsible for setting up SBI's commercial operations there

She is presently on the board of Tube Investments of India Limited, Cholamandalam Securities Limited and CG

Directorships: Current Directorships

 $Indian\ Companies: (1)\ Cholamandalam\ Securities\ Limited; (2)\ CG\ Power\ and\ Industrial\ Solutions\ Limited; (3)\ Tube\ Investments\ of\ India\ Limited; (4)\ TVS\ Motor\ Services\ Limited; (5)\ Sundaram\ -\ Clayton\ DCD\ Limited$

Past Directorships: (1) Cholamandalam Home Finance Limited (2) TVS Credit Services Limited (3) Easyaccess Financial Services Limited (4) Aadhar Housing Finance Limited (5) Harita Seating Systems Limited

9) Mr. Anuj Shah, Independent Director, DIN: 05323410 Experience:

Mr. Anuj Shah is an LLB from ILS Law College, Pune and a Diploma in Securities Law, Government Law College, Mumbai. He is also a member of the Bar Council of Maharashtra and Goa. He regularly represents corporations, financial institutions, private equity sponsors and sovereign wealth funds in a broad range of rporate matters and M&A transactions and also acts as a 'trusted advisor' to several Indian promoters on

Mr. Anuj Shah, as a part of a secondment programme, has also worked in the London and New York office of a

He has published numerous articles on diverse corporate law issues and is regularly ranked as recommended lawyer", "notable practitioner" by publications such as Legal 500, RSG and IFLR He had represented various reputed Corporates viz., American Family Ventures and MassMutual Ventures Swiss Re, Medi Assist Insurance TPA, Go Daddy, Toshiba Tech, Japan etc. in the matters of insurance relatec

deals, acquisitions, mergers & investments. He does not hold any share in the Company and is not related to any Directors of the Company. He has also been appointed as a member of Nomination and Remuneration Committee of the Company. He has not resigned in any of the listed entities during the last three years before the expiry of his tenure. He currently serves on the board of Shah Mehta Holding Private Limited.

Current Directorships

Indian Companies: (1) Shah Mehta Holding Private Limited

Past Directorships: (1) Solenis Chemicals India Private Limited (2) SFS Group India Private Limite (3) Toshiba Global Commerce Solutions(India) Private Limited (4) Sener India Engineering And Systems Private Limited (5) Sahtech Distributor Private Limited

Business Model / Business Overview and Strategy

Sundaram-Clayton Limited is part of the TVS Group and is one of the renowned automotive component manufacturing companies in India. The Company's automotive components business comprise a diverse product offering catering to the two-wheeler, passenger vehicle, light commercial vehicle ("LCV") and heavy commercial vehicle ("HCV") markets, both in India and internationally. The Company is also engaged in business of precision aluminium cast products and production of high-pressure, low-pressure and gravity diecastings for two-wheelers, passenger vehicles, LCVs and HCVs. Our manufacturing facilities have equipment for production, testing and quality assurance to produce a wide variety of aluminium castings using high pressure, low pressure and gravity die casting technologies. The Company's facilities can produce castings ranging in weight from 250g to 24 kg for gravity die casting ("GDC"), from 250g to 25 kg for pressure die casting ("PDC") and from 2.5 kg to 18 kgs for low pressure die casting ("LPDC"). This has been made possible with infrastructure that includes in-house alloying, 97 PDC machines (of locking force ranging from 250 tonnes to 3200 tonnes), 72 GDC stations, 23 LPDC machines and 554 machining centres. The Company supplies a variety of machined castings to leading domestic and global vehicle OEMs and Tier 1 customers, who are variety of manufacturers of engines, and light and heavy vehicles. The Company's customers use our castings primarily in commercial vehicles, passenger vehicles and two-wheelers, which are sold both in India and internationally. Our Company deliver our automotive component products to customers in more than seven countries including the United States, Brazil, Sweden, Germany, France, UK and Japan amongst others. Our Company has four manufacturing plants. The Company is headquartered at Chennai. The Company has won several awards including the platinum award for manufacturing excellence in the Auto Ancillary Sector -Medium Category from Frost & Sullivan-Economic Times for the year 2011.

Reason for the Scheme:

1. The Company has built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above our Company's current and likely future business needs. Further, barring unforeseen circumstances, our Company is confident of generating incremental cash over the next few years. Overall reserves position is expected to improve further even after considering cash requirements for our Company's capex programme and working capital requirements.

2. Further, upon taking into consideration our Company's capability to generate strong cash flow and the surplus reserves being more than what is needed to fund our Company's future growth, therefore our Company is of the view that these excess funds can be optimally utilized to reward its shareholders in such difficult and unprecedented times by way of distribution

3. At the same time, in keeping with our Company's tradition of conventional cash management and being mindful of the challenging business environment, our Company is of the view that it would be prudent to retain liquidity as well. Accordingly, our Company has proposed, inter alia, to distribute such funds amongst its shareholders by issuing fully paid up NCRPS by way of bonus in terms of the Scheme and this Infor

 $4. \ \ NCRPS, \ while \ giving \ near-cash \ (traded, \ encashable) \ instrument \ in \ the \ hands \ of \ shareholders, \ give increased \ flexibility to our Company in managing its liquidity through options like buy back, redemptions, etc.$ 5. In view of the aforesaid factors, our Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to the equity shareholders. In order to maintain high level of corporate governance and transparency, our Company has proposed issuance of NCRPS by way of bonus under Section 230 of the Act which will be subject to necessary statutory, regulatory and corporate approvals. 6. As part of the wider restructuring exercise, it is proposed to consolidate all the resources of the Transfero Companies with the Transferee Company. The said amalgamation will result in the following benefits (a) Streamline the promoter holding structure:

(b) Optimal utilisation of resources and better corporate governance; and

 $(c) \, Reduction \, of administrative \, responsibilities, \, multiplicity \, of \, records \, and \, legal \, and \, regulatory \, compliances.$ 7. Given diversified business our Company, it has become imperative for the Demerged Company to reorie and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, the Demerged Company is desirous of enhancing its operational efficiency

8. The Scheme proposes to reorganise, segregate and demerge the Demerged Undertaking comprising of nanufacturing non-ferrous gravity and pressure die castings from Demerged Company into the Resulting Company and the Demerged Company will be left with group management services' business, trading business and manufacturing of two & three wheeler vehicles through TVS Motor Company Limited.

9. The proposed demerger pursuant to the Scheme is expected, inter alia, to result in following benefits:

(a) segregation and unbundling of the businesses of the Demerged Company into the Resulting Company which will enable enhanced focus on the Demerged Company and Resulting Company for exploiting opportunities of each of the said companies; (b) unlocking of value for the shareholders of the Demerged Company, attracting investors and providing bette

flexibility in accessing capital, focused strategy and specialisation for sustained growth: (c) logistics alignment leading to economies of scale for the Resulting Company and creation of sectora efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and (d) enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Company and the Demerged Company thereby significantly contributing to future growth and maximizing shareholders' value.

The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakehold in each of the companies.

Restated Audited Financials for the previous three financial years prior to the date of listing:

In terms of Schedule I Part A Clause 2.2.8 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations"), the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The audited financial statements of the Company for the last 3 financial years, i.e., FYs 2023-2022, 2022-2021, 2021-2020 are available on the website of the Company at https://www.sundaram-clayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf The columnar representation of audited financial statement for the last 3 years is given below

i) Standalone financial statements

BALANCE SHEET	As at March 31, 2023	As at March 31, 2022	As at March 31, 202
ASSETS			
Non-current assets			
Property, plant and equipment	621.88	670.54	713.00
Capital work in progress	57.13	8.93	11.61
Other intangible assets	0.73	0.62	0.35
Financial assets			
i. Investments	819.90	404.32	385.61
ii. Other financial assets	10.32	13.41	16.39
Deferred Tax Assets (Net)	_	_	_
Other non-current assets	44.31	18.77	17.35
Total non-current assets	1,554.27	1,116.59	1,144.31
Current assets	, , ,	,	,
Inventories	348.05	371.35	301.07
Financial assets			
i. Trade receivables	279.83	288.30	228.96
ii. Cash and cash equivalents	2,028.40	2,308.15	25.20
iii. Bank balances other than (ii) above	1.37	90.29	23.65
iv. Investments	11.64	_	_
iv. Other financial assets	20.63	16.85	49.46
Current tax assets (Net)	6.73	11.29	9.88
Other current assets	24.41	24.90	25.84
Total current assets	2,721.06	3,111.13	664.06
Total Assets	4,275.33	4,227.72	1,808.37
EQUITY AND LIABILITIES	,	,	,
Equity			
Equity share capital	10.12	10.12	10.12
Other equity	700.43	2,890.24	705.76
Total equity	710.55	2,900.36	715.88
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	428.91	434.86	354.61
ii. Lease liability	5.24	18.44	28.72
iii. Other financial liabilities	-	0.71	5.18
Provisions	29.82	27.96	19.65
Deferred tax liabilities (Net)	18.15	23.64	23.39
Total non-current liabilities	482.12	505.61	431.55
Current liabilities			
Financial liabilities			
i. Borrowings	2,587.62	297.78	276.62
ii. Lease liability	15.29	14.26	14.17
iii. Trade payables	389.74	356.10	272.89
iv. Other financial liabilities	57.18	116.51	53.58
Other current liabilities	20.88	16.72	23.74
Provisions	9.85	20.38	19.94
Current tax liabilities (Net)	2.10	-	-
Total current liabilities	3,082.66	821.75	660.94
Total liabilities	3,564.78	1,327.36	1,092.49
Total equity and liabilities	4,275.33	4,227.72	1,808.37

STATEMENT OF PROFIT AND LOSS Year ended March 31, 2023 Year ended March 31, 2023 Year ended March 31, 2022 Xear ended March 31, 2022 <th>rotal oquity and habilities</th> <th>7,270.00</th> <th>,</th> <th>1,000.01</th>	rotal oquity and habilities	7,270.00	,	1,000.01
Name			A	mount (in ₹ crore
Revenue from operations 2,073.96 1,743.27 1,176.91	STATEMENT OF PROFIT AND LOSS			
Other income	Income			
Total income Expenses Cost of materials consumed T,101.60 942.43 573.37 Changes in inventories of finished goods, work-in-process and Stock-in-Trade 15.33 (76.51) (22.57) Employee benefit expenses 234.63 206.13 189.68 Finance costs 45.82 44.91 47.62 Depreciation and amortisation expense 99.94 101.74 77.90 Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 136.10 Exceptional items and tax (I-II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense Current tax 60.21 22.51 7.70 7.50 Cherred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss Transactions relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to Derivative instruments (0.39) (2.54) (4.10) Other comprehensive income for the year (VII+VIII) Earnings per equity share	Revenue from operations	2,073.96	1,743.27	1,176.91
Expenses	Other income	132.76	93.59	111.17
Cost of materials consumed 1,101.60 942.43 573.37 Changes in inventories of finished goods, work-in-process and Stock-in-Trade 15.33 (76.51) (22.57) Employee benefit expenses 234.63 206.13 189.68 Finance costs 45.82 44.91 47.62 Depreciation and amortisation expense 99.94 101.74 77.90 Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 Profit before exceptional items and tax (I- II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 <t< td=""><td>Total income</td><td>2,206.72</td><td>1,836.86</td><td>1,288.08</td></t<>	Total income	2,206.72	1,836.86	1,288.08
Changes in inventories of finished goods, work-in-process and Stock-in-Trade 15.33 (76.51) (22.57) Employee benefit expenses 234.63 206.13 189.68 Finance costs 45.82 44.91 47.62 Depreciation and amortisation expense 99.94 101.74 77.90 Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 Profit before exceptional items and tax (I-II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76)	Expenses			
work-in-process and Stock-in-Trade 15.33 (76.51) (22.57) Employee benefit expenses 234.63 206.13 189.68 Finance costs 45.82 44.91 47.62 Depreciation and amortisation expense 99.94 101.74 77.90 Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 Profit before exceptional items and tax (I-II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III+IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69)	Cost of materials consumed	1,101.60	942.43	573.37
Finance costs		15.33	(76.51)	(22.57)
Depreciation and amortisation expense	Employee benefit expenses	234.63	206.13	189.68
Other expenses 473.43 440.27 285.98 Total expenses 1,970.75 1,658.97 1,151.98 Profit before exceptional items and tax (I- II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Current tax 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss 1.53 4.78 7.53 </td <td>Finance costs</td> <td>45.82</td> <td>44.91</td> <td>47.62</td>	Finance costs	45.82	44.91	47.62
Total expenses	Depreciation and amortisation expense	99.94	101.74	77.90
Profit before exceptional items and tax (I- II) 235.97 177.89 136.10 Exceptional items - income / (expense) 90.72 2122.60 (13.00) Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income Items that will not be reclassified to profit and loss (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss 7.53 4.78 7.53 Income tax relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax 3.37 (3.12) 98.20 Total comprehensive income for the year (VII+VIII) 276.48 <td< td=""><td>Other expenses</td><td>473.43</td><td>440.27</td><td>285.98</td></td<>	Other expenses	473.43	440.27	285.98
Exceptional items - income / (expense) Profit before tax (III +IV) Income tax expense Current tax Deferred tax charge/(credit) Profit for the year (V-VI) Other comprehensive income Items that will not be reclassified to profit and loss Remeasurement of post employment benefit obligations Change in fair value of equity instruments Income tax relating to these items Income tax relating to Derivative instruments Income tax relating to these items (0.39) Other comprehensive income Items that will be reclassified to profit and loss Remeasurement of post employment benefit obligations Change in fair value of equity instruments Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss Transactions relating to Derivative instruments Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) Earnings per equity share	Total expenses	1,970.75	1,658.97	1,151.98
Profit before tax (III +IV) 326.69 2,300.49 123.10 Income tax expense 60.21 22.51 7.70 Deferred tax charge/(credit) (6.63) 1.29 39.56 Profit for the year (V-VI) 273.11 2,276.69 75.84 Other comprehensive income Items that will not be reclassified to profit and loss (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss 7.53 1.53 4.78 7.53 Income tax relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax 3.37 (3.12) 98.20 Total comprehensive income for the year (VII+VIII) 276.48 2,273.57 174.04	Profit before exceptional items and tax (I- II)	235.97	177.89	136.10
Income tax expense Current tax 60.21 22.51 7.70	Exceptional items - income / (expense)	90.72	2122.60	(13.00)
Current tax	Profit before tax (III +IV)	326.69	2,300.49	123.10
Deferred tax charge/(credit)	Income tax expense			
Profit for the year (V-VI) Other comprehensive income Items that will not be reclassified to profit and loss Remeasurement of post employment benefit obligations Change in fair value of equity instruments Change in fair value of equity inst	Current tax	60.21	22.51	7.70
Other comprehensive income Items that will not be reclassified to profit and loss Remeasurement of post employment benefit obligations Change in fair value of equity instruments Change in fair valu	Deferred tax charge/(credit)	(6.63)	1.29	39.56
Items that will not be reclassified to profit and loss Remeasurement of post employment benefit obligations Change in fair value of equity instruments Income tax relating to these items Items that will be reclassified to profit and loss Transactions relating to Derivative instruments Income tax relating to these items Income tax relating to Derivative instruments Income tax relating to Derivative instruments Income tax relating to Derivative instruments Income tax relating to these items Income tax relating to these items Income tax relating to these items Income tax relating to Derivative instruments Income tax relat	Profit for the year (V-VI)	273.11	2,276.69	75.84
Remeasurement of post employment benefit obligations (0.26) (12.25) (5.82) Change in fair value of equity instruments 3.25 3.32 101.28 Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss 7.53 4.78 7.53 Income tax relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax 3.37 (3.12) 98.20 Total comprehensive income for the year (VII+VIII) 276.48 2,273.57 174.04 Earnings per equity share 7.53 7.53 7.53 7.53	Other comprehensive income			
Change in fair value of equity instruments 1.25 1.25 1.28 1.29 1.28 1.29 1.28 1.29	Items that will not be reclassified to profit and loss			
Income tax relating to these items (0.76) 3.57 (0.69) Items that will be reclassified to profit and loss Transactions relating to Derivative instruments 1.53 4.78 7.53 Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) 276.48 2,273.57 174.04 Earnings per equity share	Remeasurement of post employment benefit obligations	(0.26)	(12.25)	(5.82)
Items that will be reclassified to profit and loss Transactions relating to Derivative instruments Income tax relating to these items Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) Earnings per equity share	Change in fair value of equity instruments	3.25	3.32	101.28
Transactions relating to Derivative instruments Income tax relating to these items Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) Earnings per equity share 1.53 4.78 (2.54) (4.10) 98.20 276.48 2,273.57 174.04	Income tax relating to these items	(0.76)	3.57	(0.69)
Income tax relating to these items (0.39) (2.54) (4.10) Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) Earnings per equity share (0.39) (2.54) (4.10) 98.20 276.48 2,273.57 174.04	Items that will be reclassified to profit and loss			
Other comprehensive income for the year, net of tax Total comprehensive income for the year (VII+VIII) Earnings per equity share 3.37 (3.12) 276.48 2,273.57 174.04	Transactions relating to Derivative instruments	1.53	4.78	7.53
Total comprehensive income for the year (VII+VIII) 276.48 2,273.57 174.04 Earnings per equity share	Income tax relating to these items	(0.39)	(2.54)	(4.10)
Earnings per equity share	Other comprehensive income for the year, net of tax	3.37	(3.12)	98.20
	Total comprehensive income for the year (VII+VIII)	276.48	2,273.57	174.04
Basic & Diluted earnings per share 134.99 1,125.29 37.49	Earnings per equity share			
	Basic & Diluted earnings per share	134.99	1,125.29	37.49

	STATEMENT OF CASH FLOWS	Year ended March 31, 2023			ended 31, 2022	Year ended March 31, 2021	
A.	CASH FLOW FROM OPERATING ACTIVITIES						
	Net profit before tax		326.69		2,300.49		123.10
	Add: Depreciation and amortisation for the year	99.94		101.74		77.90	
	Loss on sale/scrapping of property, plant and equipment	-		3.89		0.72	
	Profit on sale of property, plant and equipment	(0.30)		(0.12)		(0.30)	
	Unrealised exchange (gain) / loss	(1.19)		1.14		(8.89)	
	Dividend income	(120.27)		(89.89)		(96.80)	
	Interest income	(113.51)		(49.08)		(3.15)	
	Fair value of financial assets & financial liabilities	_		0.40		(1.28)	
	Interest expense	49.87		44.91		47.62	
	Profit on sale of investments	(1.66)	(87.12)	(2,094.43)	(2,081.44)	-	15.82
	Operating profit before working capital changes		239.57		219.05		138.92
	Adjustments for:						
	Inventories	23.30		(70.28)		(29.75)	
	Trade Receivables	10.27		(58.79)		(72.51)	
	Other financial assets	86.70		(69.07)		(18.71)	
	Other non-current assets	(25.54)		(1.42)		2.35	
	Other current assets	0.36		0.94		10.14	
	Trade Payables	33.41		83.11		92.81	
	Provisions	(8.93)		(3.50)		(19.73)	
	Other financial liabilities (excluding current maturities of debt)	29.96		(3.28)		29.48	
	Other current liabilities	4.16	153.69	(7.02)	(129.31)	0.12	(5.80)
	Cash generated from operations		393.26		89.74		133.12
	Direct taxes paid		(53.56)		(24.26)		(8.40)
	Net cash from operating activities (A)		339.70		65.48		124.72

L	_							
IĮ١	В	CASH FLOW FROM INVESTING ACTIVITIES						
П		Additions to property, plant and equipment				/== ==		
П		(including Capital work in progress)		(100.16)		(59.69)		(55.41)
П		Sale of property, plant and equipment		0.86		0.49		0.90
П		Purchase of investments		(427.54)		(182.34)		(52.06)
П		Sale of investments		2.13		2261.01		-[
Ш		Investment in Term deposits		-		(2,303.08)		-[
П		Closure of Term deposits		283.21		-		-[
П		Interest received		113.51		49.08		3.15
Ш		Dividend received		120.27		128.07		58.62
Ш		Net Cash from/(used in) investing activities (B)		(7.72)		(106.46)		(44.80)
H	С	CASH FLOW FROM FINANCING ACTIVITIES						
Ш		Net Borrowings:						
П		Term loans availed/(repaid)		(28.82)		57.35		91.38
П		Short term borrowings availed/ (repaid)		(34.58)		42.31		(107.78)
П		Interest paid		(45.35)		(41.92)		(43.90)
П		Dividend and dividend tax paid		(208.24)		(22.26)		(30.35)
П		Repayment of lease liabilities		(11.53)		(14.63)		(14.85)
Ш		Net cash inflow / (outflow) from financing						
П		activities (C)		(328.52)		20.85		(105.50)
lli	D	NET INCREASE/(DECREASE) IN						
П		CASH AND CASH (A+B+C)		3.46		(20.13)		(25.58)
П		EQUIVALENTS						
		Cash and cash equivalents at the beginning of the year						
\parallel		Cash and Bank balances	5.07		25.20		50.78	
П		Cash credit balance	-	5.07	-	25.20	-	50.78
П		Cash and cash equivalents at the end of the year						
Ш		Cash and Bank balances	8.53		5.07		25.20	
П		Cash credit balance	-	8.53	-	5.07	-	25.20
1-		ii) Consolidated Financial Statements						

Amount (in ₹ crore)

BALANCE SHEET	As at	As at	As at
T	March 31, 2023	March 31, 2022	March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	5,649.30	5,040.12	4,071.25
Capital work in progress	393.63	329.11	883.37
Investment Properties	137.70	137.71	137.71
Goodwill	307.82	290.59	112.61
Other intangible assets	836.61	870.91	528.77
Intangible Assets under development	427.64	231.35	166.88
Financial assets			
i. Investments	405.50	143.09	371.63
ii. Loans (Receivable from financing activity)	10,321.42	6,716.45	5,361.97
iii. Others	203.25	137.55	30.06
Investments accounted using equity method	413.10	370.83	301.27
Deferred Tax Assets	305.73	217.88	127.62
Non-Current tax assets (Net)	27.60	49.60	39.72
Other non-current assets	155.52	134.20	199.14
Total non-current assets	19,584.82	14,669.39	12,332.00
Current assets			
Inventories	2,332.08	2,013.42	1,668.30
Financial assets			,
i. Trade receivables	1,464.64	1,367.01	1,206.55
ii. Loans (Receivable from financing activity)	10,225.16	7,299.24	5,794.23
iii. Cash and cash equivalents	3,899.36	3,753.95	1,599.08
iv. Investments	203.56	130.23	1,000.00
v. Bank balances other than (iii) above	29.29	180.22	106.74
vi. Others	245.07	134.82	96.92
		12.71	14.71
Current tax assets (Net) Other current assets	11.29		
	1354.28	990.90	617.73
Total current assets	19,764.73	15,882.50	11,104.26
Total Assets	39,349.55	30,551.89	23,436.26
Equity and liabilities			
Equity	40.40		
Equity share capital	10.12	10.12	10.12
Other equity	3,230.87	5,069.12	2,894.47
Equity attributable to owners	3,240.99	5,079.24	2,904.59
Non controlling interest	2,804.16	2,202.63	1,758.73
Total equity	6,045.15	7,281.87	4,663.32
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	9,863.23	7,740.63	6,634.88
ii. Lease Liabilities	572.29	421.49	213.48
iii. Others	47.82	55.44	31.29
Provisions	261.08	224.20	179.09
Deferred tax liabilities	226.25	231.20	242.29
Total non-current liabilities	10,970.67	8,672.96	7,301.03
Current liabilities			
Financial liabilities			
i. Borrowings	15,149.77	8,289.29	5,927.10
ii. Trade payables	5,474.27	4,909.62	4,535.70
iii. Lease liabilities	203.90	141.14	77.83
iv. Other financial liabilities	413.42	424.38	303.51
Other current liabilities	948.63	704.83	522.49
Provisions	125.59	127.80	105.28
Current tax liabilities (Net)	18.15	127.00	100.20
Total current liabilities	I	14,597.06	11 471 04
Total liabilities	22,333.73	l '	11,471.91
	33,304.40	23,270.02	18,772.94
Total equity and liabilities	39,349.55	30,551.89	23,436.26

		Ar	nount (in ₹ crore)
STATEMENT OF PROFIT AND LOSS	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Income			
Revenue from operations	33,564.21	25,590.65	20,298.73
Other income	126.12	34.50	62.95
Total income	33,690.33	25,625.15	20,361.68
Expenses			
Cost of material consumed	20,779.47	16,429.60	13,028.33
Purchase of stock in trade	894.62	579.04	224.92
Changes in inventories of finished goods, stock-in-trade and work-in-process	(151.76)	(333.71)	(25.96)
Employee benefit expenses	3,168.98	2,330.16	1,879.05
Finance costs	1,424.49	985.13	929.11
Depreciation and amortisation expense	985.82	844.58	642.74
Other expenses	4,624.51	3,597.65	2,803.99
Total expenses	31,726.13	24,432.45	19,482.18
Profit before exceptional items, share of net profit of investment and tax (I-II)	1,964.20	1,192.70	879.50
Share of net profit from associates using equity method	(39.73)	3.45	(2.88)
Profit before exceptional items and tax (III+IV)	1,924.47	1,196.15	876.62
Exceptional items	88.85	(11.95)	(22.36)
Profit before tax (V+VI)	2,013.32	1,184.20	854.26
Tax expense		·	
Current tax	763.67	387.06	257.46
Deferred tax	(83.52)	(27.35)	4.71
Profit for the year (VII-VIII)	1,333.17	824.49	592.09
(Profit) / Loss attributable to Non-controlling Interest	(683.52)	(383.75)	(268.41)
Profit for the year attributable to owners (IX+X)	649.65	440.74	323.68
Other comprehensive income			
(A) Items that will not be reclassified to profit and loss			
Remeasurements of post employment benefit obligations	(27.88)	(97.58)	(0.74)
Change in fair value of equity instruments	(10.24)	4.04	162.95
Share of other comprehensive income from			
associates using equity method	(2.69)	(0.25)	(0.01)
Income tax relating to these items	9.90	22.07	(9.26)
(B) Items that will be reclassified to profit and loss			
Fair value changes on cash flow hedges	18.38	48.07	70.89
Change in fair value of debt instruments			
Foreign currency translation adjustments	83.76	36.87	11.16
Share of other comprehensive income from associates using equity method			
Income tax relating to these items	(5.37)	(13.41)	(21.08)
Other comprehensive income for the year, net of tax	65.85	(0.19)	213.93
Other Comprehensive income attributable to			
non-controlling interest (profit) / loss	(13.57)	1.25	(51.05)
Total comprehensive income attributable to owners (XI+XII+XIII)	701.93	441.80	486.56
Earnings per equity share			
Basic & Diluted earnings per share	321.10	217.84	159.98
		۸ ۰	nount (in 7 croro)

						Amount (in ₹ crore
	STATEMENT OF CASH FLOWS		ended 31, 2023		ended 31, 2022	Year o	ended 31, 2021
۹.	CASH FLOW FROM OPERATING ACTIVITIES						
	Net profit before tax Adjustments for:		2,013.32		1,184.20		854.2
	Depreciation and amortisation for the year Loss on sale/scrapping of property, plant and	985.82		844.58		642.74	
	equipment Profit on sale of property, plant and	-		3.89		2.68	
	equipment	(2.95)		(2.59)		(0.30)	
	Dividend income	(0.02)		(4.16)		(1.56)	
	Interest income	(124.50)		(57.24)		(36.03)	
	Unrealised exchange (gain) / Loss	(8.89)		(4.51)		8.81	
	Increase in fair value of financial assets	(84.66)		(0.57)		(1.32)	
	Loss on sale of investment	-		-		-	
	Share of losses from associates	39.73		-		-	
	Profit on sale of investment	-		(0.23)		(0.05)	

नई दिल्ली

(Contd...

\Box	Internal comments (construction on late to be						
	Interest expense (excluding relatable to financial enterprise)	256.49	1,061.02	203.00	982.17	199.67	814.64
	Operating profit before working capital changes		3.074.34		2,166.37		1,668.90
	Adjustments for:				_,		.,
	Inventories	(318.66)		(345.12)		(208.83)	
	Trade Receivables	(97.63)		(169.03)		356.34	
	Other financial assets	(128.63)		(140.31)		111.91	
	Other Bank balances	150.93		(73.48)		(77.19)	
	Other non-current assets	(21.32)		64.94		(22.89)	
	Other current assets	(363.38)		(373.17)		(31.74)	
	Loans (Receivable from financing activity)	(6,530.89)		(2,859.49)		(1,700.87)	
	Provisions	(2.21)		(29.95)		14.88	
	Trade Payables	564.65		373.92		1,201.96	
	Other Financial liabilties Other current liabilities	40.76	(6,462.58)	49.80	(3,319.55)	66.59 94.90	(194.94)
	Cash generated from operations	243.60	(3388.24)	102.34	(3,319.55) (1,153.18)	94.90	1,473.96
	Direct taxes paid		(722.40)		(394.94)		(259.35)
	Net cash from operating activities		(4,110.64)		(1,548.12)		1,214.61
В	CASH FLOW FROM INVESTING		(., ,		(1,010.12)		1,211.01
	Additions to property, plant and equipment (including						
	Capital work in progress)		(1,485.24)		(1,036.32)		(980.29)
	Sale of fixed assets		21.94		16.24		4.10
	Investment accounted using equity method		(87.17)		(75.00)		(52.56)
	Purchase of investments		(297.84)		(151.02)		(4.87)
	Sale of investments		1.25		2349.85		16.78
	Investment in Term deposits		283.21		(2,303.08)		-
	Contribution from non controlling interest		-		50.00		-
ll	Consideration paid towards business combination				(617.15)		
ll	Interest received		124.50		57.24		36.03
ll	Dividend received		0.02		4.16		1.56
ll	Net Cash from/(used in) investing activities		(1,439.33)		(1,705.08)		(979.25)
С	CASH FLOW FROM FINANCING ACTIVITIES						,
	Net Borrowings:						
	Term loans availed / (repaid)		5,555.00		2,789.86		1,391.97
	Short term borrowings availed / (repaid)		1,086.49		673.45		(791.67)
	Interest paid		(244.49)		(166.01)		(199.67)
	Dividend paid		(271.66)		(84.94)		(72.85)
	Repayment of Lease Liabilities		(146.75)		(96.57)		(67.09)
l _D	Net cash from financing activities NET INCREASE/(DECREASE) IN CASH		5,978.59		3,115.79		260.69
IJ۲	AND CASH		428.62		(137.41)		496.05
	EQUIVALENTS - (A+B+C)				(,		
	Cash and cash equivalents at the beginning of the year						
ll	Cash and Bank balances	1,450.87		1,599.08		1,130.58	
	Cash credit balance	-	1,450.87	(10.80)	1,588.28	(38.35)	1092.23
	Cash and cash equivalents at the end of the year						
	Cash and Bank balances	1,879.49		1,450.87		1,599.08	
	Cash credit balance	-	1,879.49	-	1,450.87	(10.80)	1588.28
k.	Latest restated audited financials and and Interms of Schedule I Part A Clause 2.2.8 of I representation of audited financials (on cons	NCS Regul	ations, the	Company i			

years). The audited financial statements for FY 2022-2023 along with notes to accounts and audit qualifications if any, are available on website of the Company at https://www.sundaram-clayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Change in accounting policies in the last three years and their effect on profits and reserves:

There is no change in the accounting policies in the last three years which has effect on the profits and reserves m. Summary table of contingent liabilities as disclosed in the restated financial statements

In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columna representation of audited financials (on consolidated and standalone basis for last three completed financial years). The details of contingent liabilities are as follows:

31-Mar-23 31-Mar-22 31-Mar-21 Details (i) Claims against the Company not acknowledged as debt - Income tax 7.94 4.35 4.35 Service tax/Excise 0.58 0.61 Value Added Tax 0.19 0.19 0.22 - Goods and Service Tax 59.94 (ii) Guarantees excluding Financial Guarantees 0.59 0.59 4.47 (iii) Other money for which the Company is contingently liable 6.03 11.50 72.54 11.74 17.27 Total

Summary table of related party transactions in last 3 years as disclosed in the In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnal

representation of audited financials (on consolidated and standalone basis for last three completed financial years). The details of the related party transactions in last 3 years as disclosed in the financial statements, are a vailable on website of the Company at https://www.sundaram-clayton.com/investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Details of its other group companies including their capital structure and financial statements: In terms of NCS Regulations the term "group companies" includes (i) such companies, other than promoter(s), subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial

information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii) other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have beer considered group companies in terms of NCS Regulations.

Based on the above following companies have been identified as our group companies:

1. Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai Corporate Information

Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai was incorporated on April 12, 2017 as a private limited company under the Companies Act 2013, at RoC - Chennai, bearing CIN - U70109TN2017PTC116039. The company is engaged in business of real estate activities with own or leased Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the ye	For the year ended March 31,	
	2023	2022	2021
Paid up Equity Share Capital of ₹10/- each	8.96	8.96	8.96
Reserves and Surplus (excluding revaluation reserves)	(11.16)	(4.61)	(8.02)
Revenue from operation	3.79	91.74	-
Profit after tax	(6.55)	3.41	(1.67)
Earnings per share (EPS)- Basic & Diluted	(7.31)	3.80	(1.86)
Net Asset Value per equity share	(2.45)	4.85	1.05

Capital Structure

			₹ in crore
		Particulars	Aggregate value a Nominal Value
	ī	Authorized Share Capital	
		Equity Shares of ₹10/- each	10.00
		Optionally Convertible Redeemable Preference Shares of ₹10/- each	12.00
		Total	22.00
	Ш	Issued, Subscribed and Paid-up Share Capital	
		Equity Shares of ₹10/- each	8.96
		Optionally Convertible Redeemable Preference Shares of ₹10/- each	11.84
I		Total	20.80

Emerald Haven Town and Country Private Limited, Chenna

Corporate Information

Emerald Haven Town and Country Private Limited, Chennai was incorporated on August 22, 2017 as a private limited company under the Companies Act 2013, at RoC-Chennai, bearing CIN - U45309TN2017PTC118212. The company is engaged in business of real estate activities with own or leased property. **Financial Information**

₹ in cror		₹ in crore		
Particulars For the year ende		ear ended	ed March 31,	
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	8.04	8.04	8.04	
Reserves and Surplus (excluding revaluation reserves)	(21.03)	(12.47)	(7.57)	
Revenue from operation	40.76	57.56	-	
Profit after tax	(8.56)	(4.90)	(5.38)	
Earnings per share (EPS)- Basic & Diluted	(10.64)	(6.10)	(6.69)	
Net Asset Value per equity share	(16.16)	(5.52)	0.58	

Capital Structure

		₹ in crore
	Particulars	Aggregate value a Nominal Value
Γ	Authorized Share Capital	
	Equity Shares of ₹ 10/- each	8.10
	Preference shares of ₹ 10/-each	32.50
	Total	40.60
Ш	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	8.04
	Optionally Convertible Redeemable Preference Shares of ₹ 10/- each	32.15
	Total	40.18
_	F	

Emerald Haven Life Spaces (Radial Road) Limited, Chennai Corporate Information

Financial Information

Emerald Haven Life Spaces (Radial Road) Limited, Chennai was incorporated on June 20, 2016 as a public limited company under the Companies Act 2013, at RoC-Chennai, bearing CIN - U70200TN2016PLC110981 The company is engaged in business of real estate activities with own or leased property.

The financial information derived from the last three years audited financial statements of the company:

		₹ in crore
Particulars For the year ended March 3		March 31
2023	2022	2021
55.70	55.70	55.70
(37.09)	(31.63)	(3.71)
2.78	106.93	-
(5.46)	2.08	0.04
(0.98)	0.37	0.01
3.34	4.32	9.33
	2023 55.70 (37.09) 2.78 (5.46) (0.98)	2023 2022 55.70 55.70 (37.09) (31.63) 2.78 106.93 (5.46) 2.08 (0.98) 0.37

Capital Structure

		₹ in crore
	Particulars	Aggregate value a Nominal Value
ı	Authorized Share Capital	
	Equity Shares of ₹10/- each	60.00
	Total	60.00
П	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	55.70
	Total	55.70

Sundram Non-conventional Energy systems Limited, Chennai

Corporate Information Sundram Non-conventional Energy systems Limited, Chennai was incorporated on November 4, 1994 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U40108TN1994PLC029132. The company is engaged in business of electric power generation using other non-conventional sources

The financial information derived from the last three years audited financial statements of the company

			VIII CIOIE			
Particulars F		For the year ended March 31,				
	2023	2022	2021			
Paid up Equity Share Capital of ₹ 10/- each	0.50	0.50	0.50			
Reserves and Surplus (excluding revaluation reserves)	3.47	3.63	3.13			
Revenue from operation	2.81	2.61	2.61			
Profit after tax	3.59	2.0	1.57			
Earnings per share (EPS)- Basic & Diluted	71.89	39.97	31.33			
Net Asset Value per equity share	79.48	82.60	72.62			
Capital Structure	apital Structure					

ouplial of dotale						
		₹ in crore				
	Particulars	Aggregate value a Nominal Value				
П	Authorized Share Capital					
	Equity Shares of ₹10/- each	3.50				
	Total	3.50				
Ш	Issued, Subscribed and Paid-up Share Capital					
	Equity Shares of ₹ 10/- each	0.50				
	Total	0.50				

5. Emerald Haven Realty Limited, Chennai

Particulars

Emerald Haven Realty Limited, Chennai was incorporated on June 2, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The company is engaged in business of real estate activities with own or leased property. **Financial Information**

ved from the last three years audited financial statements of the company ₹ in crore

For the year ended March 31.

2023 2022 2021

₹ in crore

Particulars	Agg	regate val	ue a Nomi	nal Value
				₹ in crore
Capital Structure				
Net Asset Value per equity share		9.51	10.21	10.96
Earnings per share (EPS)- Basic & Diluted		(1.34)	(0.72)	(0.68)
Profit after tax		(31.07)	(16.38)	(15.48)
Revenue from operation		22.60	168.48	14.70
Reserves and Surplus (excluding revaluation reserves)		(12.50)	4.85	21.81
Paid up Equity Share Capital of ₹ 10/- each		255.44	228	228

		₹ in crore
	Particulars	Aggregate value a Nominal Value
I	Authorized Share Capital	
Ш	Equity Shares of ₹10/- each	265.00
Ш	Total	265.00
П	Issued, Subscribed and Paid-up Share Capital	
Ш	Equity Shares of ₹10/- each	255.44
IL	Total	255.44
6	TVS Training and Services Limited Chennai	

Corporate Information

TVS Training and Services Limited, Chennai was incorporated on March 22, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN U74990TN2010PLC075028. The company is engaged in business of providing, establishing, maintaining, running, developing and managing or to take ove and administer schools, colleges or other bodies or institutions of all descriptions to impart higher educatior technical & vocational education. Financial Information

The financial information derived from the last three years audited financial statements of the company

Particulars	For the y	ear ended	March 31,		
	2023	2022	2021		
Paid up Equity Share Capital of ₹ 10/- each	9.05	9.05	9.05		
Reserves and Surplus (excluding revaluation reserves)	8.19	7.48	5.75		
Revenue from operation	43.04	23.10	9.86		
Profit after tax	0.72	1.61	(1.68)		
Earnings per share (EPS)- Basic & Diluted	0.79	1.77	(1.86)		
Net Asset Value per equity share	19.05	18.26	16.35		
oital Structure					

Г	Particulars	Aggregate value a Nominal Value
Γ	Authorized Share Capital	
	Equity Shares of ₹10/- each	12.50
	Total	12.50
Ш	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	9.05
L	Total	9.05
7	Tagbox Solutions Private Limited Rengalury	

Corporate Information

Cap

Tagbox Solutions Private Limited, Bengaluru was incorporated on November 24, 2016 as a private limited company under the Companies Act 2013, at RoC - Bangalore, bearing CIN - U72900KA2016PTC097344. The company is a start-up company which provides an IoT based monitoring solution to predict and prevent unfavourable events, optimize reefer fleet and routes and manage inventory Financial Information

The financial information derived from the last three years audited financial statements of the company

			VIII CIOIC
Particulars	For the year ended March 31,		
	2023	2022	2021
Paid up Equity Share Capital of ₹ 1/- each	0.13	0.13	0.13
Reserves and Surplus (excluding revaluation reserves)	(0.85)	3.57	3.76
Revenue from operation	5.54	6.97	6.01
Profit after tax	(4.05)	(0.21)	0.68
Earnings per share (EPS)- Basic	(31.33)	(1.64)	5.24
Diluted	(23.59)	(1.23)	3.95
Net Asset Value per equity share	(0.63)	25.12	26.24
apital Structure			

		₹ in crore
	Particulars	Aggregate value a Nominal Value
П	Authorized Share Capital	
	Equity shares of par value of Re. 1 each with voting rights	0.16
	Compulsory Convertible Preference shares of Rs 16 each	0.61
	Total	0.77
I	Issued, Subscribed and Paid-up Share Capital	
	Equity shares of par value of Re. 1 each with voting rights	0.13
	Compulsory Convertible Preference shares of Rs 16 each	0.61
	Total	0.74
В.	Altizon Systems Private Limited, Pune	

Corporate Information

Altizon Systems Private Limited, Pune was incorporated on April 17, 2013 as a private limited company under the Companies Act 1956, at RoC - Pune, bearing CIN - U72900PN2013PTC146972. The company is start-up company which provides industrial IoT solutions and helps enterprises use machine data to drive business decisions

The financial information derived from the last three years audited financial statements of the company

			VIII CIOIE
Particulars	For the y	For the year ended March 31,	
	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	0.09	0.09	0.09
Reserves and Surplus (excluding revaluation reserves)	0.03	1.27	2.10
Revenue from operation	5.42	8.63	6.39
Profit after tax	(1.99)	(0.84)	(1.94)
Earnings per share (EPS)- Basic & Diluted	(232.41)	(98.28)	(226.92)
Net Asset Value per equity share	11.99	94.31	149.10
pital Structure			

		VIII GIOIC
	Particulars	Aggregate value a Nominal Value
I	Authorized Share Capital	
	Equity Shares of ₹10/- each	0.10
	Convertible Non-Cumulative Preference share of ₹10/- each	0.07
	Redeemable Non-Convertible Cumulative Preference shares	
	of ₹ 10/- each	0.00
	Total	0.17
Ш	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹ 10/- each	0.09
	Convertible Non-Cumulative Preference share of ₹10/- each	0.06
	Redeemable Non-Convertible Cumulative Preference shares	
	of ₹ 10/- each	0.00
L	Total	0.15
9.	HNTI Limited, Chennai	

Corporate Information

HNTI Limited, Chennai was incorporated on April 22, 1999 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U24293TN1999PLC042327. HNTI is an ISO9001:2015 certified company with in-house R&D (recognised by DSIR, Ministry of Science & Technology, Govt of India) and laboratory to serve our customers as per their needs

Financial Information

The financial information derived from the last three years audited financial statements of the company

Particulars	For the y	For the year ended March 31,		
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	9.30	9.30	9.30	
Reserves and Surplus (excluding revaluation reserves)	11.00	8.83	12.53	
Revenue from operation	82.16	70.15	49.74	
Profit after tax	4.03	7.92	7.61	
Earnings per share (EPS)- Basic & Diluted	4.33	8.52	8.18	
Net Asset Value per equity share	21.82	19.49	23.48	
pital Structure				

		₹ in crore
	Particulars	Aggregate value a Nominal Value
	Authorized Share Capital	
	Equity Shares of ₹10/- each	10.00
	Total	10.00
1	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	9.30
	Total	9.30

10. Emerald Haven Estates Limited, Chennai Corporate Information

Emerald Haven Estates Limited, Chennai was incorporated on September 13, 2006 as a public limited company under the Companies Act 1956, at RoC-Chennai, bearing CIN - U01132TN2006PLC061095. The company is engaged in business of production of agriculture, forestry, fishing products.

			₹ in crore
Particulars	For the year ended March 31,		
	2023	2022	2021
Paid up Equity Share Capital of ₹10/- each	7.21	7.21	7.21
Reserves and Surplus (excluding revaluation reserves)	2.71	2.67	2.52
Revenue from operation	3.46	2.77	2.81
Profit after tax	0.08	0.15	(0.09)
Earnings per share (EPS)- Basic & Diluted	0.12	0.22	(0.13)
Net Asset Value per equity share	13.76	13.71	13.49

Canital Structure

		₹ in crore
	Particulars	Aggregate value a Nominal Value
Π	Authorized Share Capital	
	Equity Shares of ₹10/- each	10.00
	Total	10.00
Ш	Issued, Subscribed and Paid-up Share Capital	
	Equity Shares of ₹10/- each	7.21
	Total	7.21

11. Sundram Services Limited, Chennai

Corporate Informatio Sundram Services Limited, Chennai was incorporated on July 7, 2011 as a public limited company under the

Companies Act 1956, at RoC - Chennai, bearing CIN - U74999TN2011PLC081397. The company is engaged in business of providing professional, scientific and technical consultancy activities. Financial Information The financial information derived from the last three years audited financial statements of the company:

			₹ in crore
Particulars	For the ye	ear ended	March 31,
	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	1.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(1.00)	1.37	12.07
Revenue from operation	-	-	-
Profit after tax	-	2.30	(0.24)
Earnings per share (EPS)- Basic & Diluted	-	23.01	(2.40)
Net Asset Value per equity share	-	23.70	130.70

Capital Structure ₹ in crore Aggregate value a Nominal Value Particulars Authorized Share Capital Equity Shares of ₹10/- each 1.00 Total 1.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹10/- each 1.00

Total p. Internal Risk Factors:

Our Company may not be successful in implementing its strategies, such as to be a total solutions provide expand customer base and expand the product portfolio, which could adversely affect our business, results o operations and future prospects.

The success of our business depends largely on our ability to effectively implement our business strategies Successful execution of our business strategies in the past may not be of assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customer. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other interna efficiencies. Our inability to effectively manage our business and strategies could have an adverse effect on our business, financial condition, profitability and future prospects. In order to achieve future growth, we need to effectively manage our product portfolio and customer base, accurately assess new markets, attract new customers, obtain sufficient financing for our expected capital expenditures, contain our input cost and fixed costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We may not be able to achieve growth in revenues and profits or maintain such rate of growth in the future. If we are unable to execute our strategies effectively, our business and financial results will be adversely affected.

Our Company does not have firm commitment purchase agreements with our customers. If our customer choose not to source their requirements from us, our business and results of operations may be adversely affected.

Consistent with the automotive component industry practice, we rely on purchase orders/EDI (Electronic Dat Interchange) to govern the volume and other terms of our sales of products. However, purchase orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Further, in cases where we have contracts with customers, such contracts do not bind our customers to provide us with a specific volume of business and can be terminated by our customers with or without cause and without compensation Consequently, there is no commitment on the part of the customer to continue to pass on new purchase orders to us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences. Additionally, our customers have set high standards for product quality as well as delivery schedules. Any failure to meet our customers' expectation could result in the cancellation or nonrenewal of contracts. There are also a number of factors other than our performance that are beyond our contro and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves, change their outsourcing strategy by moving more work inhouse, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition

The discontinuation of, the loss of business with respect to, or a lack of commercial success of, a particula customer programs for which we are a significant supplier could affect our business, results of operations and financial conditions.

Our Company has purchase orders from all of our customers. These purchase orders generally provide for supply of customer's requirements, for a particular customer program. Therefore, the discontinuation of or loss of business with respect to, or a lack of commercial success of, a particular customer program for which we are a significant supplier could reduce our sales and affect our estimates of anticipated sales, which could have an adverse effect on our business, results of operations and financial conditions. Our Company has experienced significant growth in the past few years and if the Company is unable to susta or manage our growth, our business, results of operations and financial condition may be adversely affected.

For the year ended March 31, 2023, our Company had \P 33,690.33 crore of consolidated revenue, as compared to \P 25,625.15 crore for the year ended March 31, 2022. However, our Company may not be able to sustain past growth, due to a variety of reasons including a decline in the demand in automobile industry, increased price competition, non-availability or scarcity of raw materials, lack of management and/or labour availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial condition. Our Company is looking forward to optimally utilize its surplureserves by distributing a considerable portion of the same to the equity shareholders. Further as part of the wider restructuring exercise, it is consolidating all the resources to streamline promoter holding structure, reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances. Further our Company will be demerging it's manufacturing business of non-ferrous gravity and pressure die casting with Sundaram-Clayton DCD Limited. If we are unable to increase our production capacity, we may not be able to successfully execute our growth

strategy. Further, as we scale-up and diversify our operations, we may not be able to execute our operations efficiently, which may result in delays, increased costs and lower quality products. We cannot assure you that our future performance or growth strategy will be successful. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations, financial condition, profitability and future prospects. Our Subsidiaries have and may incur losses which may have adversely affect our reputation or business as a

result of such losses. There is no assurance that our Subsidiaries shall not incur losses in the present or future periods or that there will not be an adverse effect on the Company's reputation or business as a result of sucl Any loss in market share, lack of growth in the segments in which our Subsidiaries operate primarily due to weak macroeconomic growth that may not propel sales, increased competition, pressure on margins and loss of key personnel amongst other things may adversely affect our consolidated financial results of operations.

The Company has a number of competitors, some of which have greater financial resources than the Company which may impact our share of business and may have adverse effect on our business, results of operations and financial condition.

Our Company believes that transfer and vesting of the Die Cast Division from our Company into Sundaram-Clayton DCD Limited pursuant to the Scheme, will leave with group management services' business, trading business and manufacturing of two & three wheeler vehicles by our Company through TVS Motor Company Limited. However, all our business verticals faces increased competition which may put pressure on pricing or affect the share of business having adverse effect on our business or business of our Subsidiaries, and resultantly may impact our overall results of operations and financial condition. The original equipment manufacturer ("OEM") customers across the world are continuing their pressure or

international prices of aluminium, our Company cannot guarantee that this will not impact our sales, profitability, business, results of operations and financial condition. Some of our competitors may have certain advantages, including greater financial resources, technology research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer demands. Accordingly

the customers' purchase agreements with the Company provide for periodic price adjustments indexed to the

from their suppliers and our Company also has to g

the Company may not be able to compete effectively with our competitors, which may have an adverse impac on our business, results of operations, financial condition and future prospects. Our Company has significant energy requirements and any disruption to these power sources could increase

our production costs and adversely affect our results of operations. Our Company is a continuous process industry requiring substantial electricity for our manufacturing facilities and energy costs represent a significant portion of the production costs for our operations. Our Company sources our energy requirements for our manufacturing facilities from Tamil Nadu Electricity Board (TNEB), third party, wind mills, energy exchanges and self-generation. If supply is not available for any reason, the Company will need to rely on alternative sources, which may not be able to consistently meet our requirements. The cost of electricity purchased / generated in-house from alternative sources could be significantly higher thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is interesty adversely alrecting our cost of production and profitability. Further, into any feason security exact relectingly into another countries and a contract and a con restarting production and the loss of production in progress. If energy costs were to rise, or if electricity supplie

Our failure to compete effectively in the highly competitive aluminium die casting industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financia condition and future prospects. Our Company competes with global competitors to retain our existing business as well as winning new business for the new and redesigned existing vehicle platforms of our customers.

Our failure to obtain new business or to retain or increase our existing business could adversely affect our financial results. In addition, the Company may incur significant expense in preparing to meet anticipated customer requirements which may not be recovered. Our Company faces increased competition across ou product portfolio and competition from well-established, international producers of aluminium die casting manufacturers. There is no assurance that the Company will remain competitive with respect to technology design and quality. Some of our competitors may have certain advantages, including greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer demands. Accordingly, the Company may not be able to compete effectively with our competitors, which may have an adverse impact on our business, results of operations, financial condition and future prospects.

q. Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group

The details of the outstanding litigations and defaults of the Company, Promoters, Directors or any of the group companies, are available in the Information Memorandum under the head 'Section VI-Legal and Other Information', which is uploaded on website of the Company at https://www.sundaram-clayton.com/Investor/Information%20Memorandum%20-%20Issue%200f%20Preference%20Shares.pdf

Regulatory Action, if any - disciplinary action taken by SEBI or Stock Exchanges against the Promoters

s. Brief details of outstanding criminal proceedings against the Promoters:

or supply arrangements were disrupted, our profitability could decline

t. Particulars of high, low and average prices of the shares of the listed transferor entity during the preceding three years:

Pursuant to implementation of Part II of the Scheme there is no listed transferor entity involved, since Sundaram-Clayton Limited has allotted 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. Nevertheless, below are the details of high, low and average prices of EQUITY shares of Sundaram-Claytor Limited in preceding three years:

Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)
2023	5,800.00	3,500.00	4,644.30
2022	5,097.70	2,830.45	3,778.60
2021	3,906.10	1,294.95	2,260.86
			•

NSE

		BSE	
Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)
2023	5,799.3	3,410.55	4,842.07
2022	5,123.55	2,821.15	4,030.97
2021	3,899.70	1,320.00	1,806.05

Any material development after the date of the balance sheet:

In the opinion of the board of directors of the Company there is no material development or change having implications on the financials/credit quality of the Company after the date of the last audited financial statements, i.e., March 31, 2023.

v. Such other information as may be specified by the Board from time to time:

For further details on issue of NCRPS by the Company pursuant to the Scheme, please refer to Informatio Memorandum (as updated) available on the website of the Company at https://www.sundaranclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf Capitalized terms not defined herein shall have the meaning as prescribed in the Information Memorandum.

For and on behalf of Sundaram-Clayton Limited Date: 08.06.2023 R Raja Prakash Place : Chennai Company Secretary and Compliance Officer



Sundaram-Clayton Limited

CIN: L35999TN1962PLC004792

Registered Office and Corporate Office: "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamil Nadu, India. Tel.: 044-2833 2115 E-mail: corpsec@sundaramclayton.com | Website: www.sundaram-clayton.com

STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, A,PARA 5 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII_A, PART PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/000000103 DATED JULY 29, 2022 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. SEBI/HO/CFD/DCR-2/P/OW/2023/22520/1 DATED JUNE 1, 2023 FROM THE APPLICABILITY OF THE RULE 19(2)(B) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957. COMPOSITE SCHEME OF ARRANGEMENT AMONGST SUNDARAM-CLAYTON LIMITED AND TVS HOLDINGS PRIVATE LIMITED AND VS INVESTMENTS PRIVATE LIMITED AND SUNDARAM-CLAYTON DCD

LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

This is reference to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company" or "Company") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors approved under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Chennai ("NCLT") vide order dated March 6, 2023 ("NCLT Order"). The Scheme is divided into VI parts, which broadly provide as follows: (i) Part I- Deals with definitions, share capital and date of taking effect and implementation of the Scheme; (ii) Part II- Deals with issue and listing of bonus Cumulative Non-Convertible Redeemable Preference Shares (NCRPS) by Company; (iii) Part III- Deals with the amalgamation of Transferor Company 1 into Sundaram - Clayton Limited and cancellation of share capital of

Sundaram-Clayton Limited held by Transferor Company 1 and the consideration thereof; (iv) Part IV- Deals with the amalgamation of Transferor Company 2 into Sundaram-Clayton Limited and cancellation of share capital of Sundaram-Clayton Limited heid by VS Investments Private Limited and the consideration thereof: (v) Part V- Deals with the transfer and vesting of the Demerged Undertaking from Demerged Company into Resulting Company on a going concern basis and cancellation of the existing equity share capital of the Resulting Company held by Demerged Company; and (vi) Part VI- Deals with general terms and conditions that would be applicable to the

The Company filed NCLT Order in e-Form INC 28 on March 14, 2023, with Registrar of Companies, Chennal and the Scheme became effective from March 14, 2023. For more details, Scheme is available on website of the Company at https://www.sundaram-

clayton.com/investor/CompositeScheme/Certified_Copy_of_NCLT_Order_dated_06_03_2023.pdf Accordingly, in order to implement Part II of the Scheme, the Scheme Implementation Committee of the Board of Directors of the Company at its meeting held on March 25, 2023 has allotted 234,69,21,860 Curnulative Non-Convertible Redeemable Preference Shares ("NCRPS"), as per the ratio prescribed in the Scheme i.e., 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. The NCRPS will be carrying coupon of 9% per annum payable at annual rests and will be redeemed at par value of ₹ 10 on the date falling 12 months after the date of allotment of NCRPS, i.e., March 25, 2024. The NCRPS are proposed to be listed at National Stock Exchange of India ("NSE") and BSE Limited ("BSE" together with NSE referred to as "Stock Exchanges"

The Company has made applications to Stock Exchanges for listing and trading of NCRPS and has received approval for listing of NCRPS at NSE and BSE vide their letter no. NSE/LIST/35120 dated April 27, 2023 and letter no. DCS/AMAL/TL/IP/2759/2023-24 dated May 11, 2023, respectively. Further the Company has received exemption letter dated June 1, 2023 from Securities Exchange Board of India ("SEBI") under Rule 19 (7) of Securities and Contracts (Regulation) Rules 1957 ("SCRR") granting relaxation from provisions of Rule 19 (2) (b) of

DISCLOSURES IN COMPLIANCE OF PART-II PARA 5 OF MASTER CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 DATED NOVEMBER 23, 2021, READ WITH ANNEXURE I, III, A PARA 5 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 AND ANNEXURE-XII. A. PART II PARA 1 OF OPERATIONAL CIRCULAR SEBI/HO/DDHS/DDHS_DIV1/P/CIR/2022/0000000103 DATED JULY 29, 2022 PURSUANT TO GRANT OF RELAXATION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER NO. SEBI/HO/CFD/DCR-2/P/OW/2023/22520/1 DATED JUNE 1, 2023 FROM THE APPLICABILITY OF THE RULE 19(2)(B) OF THE SECURITIES CONTRACT (REGULATIONS) RULES, 1957;

- Name of the Company: Sundaram-Clayton Limited
- Address of Registered Office and Corporate Office of Company: "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006, Tamil Nadu, India
- Details of change of name and/or object clause: There has been no change in the name of the Company Below are the details of changes in object clause of the Company:

Changes in object clause

1994 44. (i) To carry on and undertake the businesses of trading, hire purchase and leasing company and to finance lease/ hire purchase operations of all kinds either singly / jointly / or on a syndication/consortium/ participative / lead basis including import leasing/ hire purchase, cross border leasing / hire purchase, lease/ hire purchase funding, lease / hire management, provide venture capital, vendor plans, purchasing, selling, hiring or letting on hire, all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale or maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ship, aircraft, automobiles including two wheelers and three wheelers, tractors, tillers, threshers, dryers, motor vehicles of all kinds, engines, generators, computer software and hardware, all types and kinds of appliances, domestic or otherwise, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and / or used.

(ii) To undertake and carry on all operations and transactions in regard to business of any kind in the same way as an individual capitalist may lawfully undertake and carry out and, in particular, the financing of hire purchase contracts relating to property or assets of any description, either fixed or movable, such as houses, lands, vehicles and government bonds.

(iii) To carry on the businesses of finance, foreign exchange, investment company and an investment trust company and to invest in and / or finance and / or promote and/or establish in its own name or as a holding company or by entering into partnership with others, investment companies, finance companies and brokerage houses, borrow and raise monies to underwrite, sub-underwrite, to invest in, to acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, society, firm or person whether incorporated or established in India or elsewhere but not to do the business of banking as defined in the Banking Regulation Act, 1949.

(iv) To carry on the business of bill discounting, hundi discounting, cheque discounting and discounting of any other type of negotiable instruments and other types of instruments, to purchase, accept, assign debts

and to carry on the business of accepting, co-accepting of negotiable instruments and related activities. (v) To undertake and execute or constitute any trust and to subscribe and act as and to undertake and carry on the office or offices and duties of trustees, custodian trustees, executors, administrators, liquidators, receivers, treasurers, attorneys, nominees and agents and to manage the funds of all kinds of trusts and to render periodic advice on investments, finance, taxation and to invest these funds from time to time in various forms including shares, term loans, debentures etc., and carry on custodial services and as a custodian, to send on behalf of clients, the securities for registration of transfers, collect dividends and other returns/ incomes and to carry on all other functions as are normally carried on by custodians and to safekeep the

(vi) To give advice on or to offer, give, take, circulate and / or otherwise organise, accept or implement, any takeovers, mergers, demergers, amalgamation or acquisitions or schemes for diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership or other firm or any association of persons, whether incorporated or not, by acquisition of shares or assets and liabilities and whether as a going concern or as a part of the concern or otherwise as may be required, having regard to business exigencies, and to promote or procure the incorporation, formation or setting up of any concern or undertaking whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

(vii) To carry on the business of money changers and to deal in foreign exchange in cash, traveller's cheques or in any other form.

(viii) To undertake trading/dealing in foreign exchange in all markets both domestic and international and to conduct any other activities related to these markets.

45. (i) To carry on the business of an investment company and for that purpose to invest in, acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same whether or not fully paid-up, either conditionally or otherwise, to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to advance, deposit or lend money against securities and properties to or with any company, body corporate, firm, person or association or without security and on such terms as may be determined from time to time. (ii) To accept gift of properties movable or immovable and to deal with such properties in any manner as may

seem expedient. (iii) To act as technical advisors or consultants, investment advisors, financial consultants, management consultants, market surveyors and provide advice, services and consultancy in various fields, such as, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific,

technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, inventory control, data processing, human behavior, portfolio management, and /or to offer such services or technical know-how and / or management services to any company, body corporate, firm or person or persons and also all merchant banking activities and organising collections and repayment of public deposits to various

46. (i) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, producing, assembling, fitting up, repairing, converting, overhauling, maintaining, rendering services of all and every kind of description, buying, selling, exchanging, altering, hiring, letting on hire, leasing, improving, repairing, importing and exporting and dealing in all kinds of electronic devices including:

(a) computers of all kinds and descriptions, computer components, computer peripherals, micro processors, PCBs, relays, winchester drives, tape drives, key boards and switches, moderns and multiplexer

(b) Switch mode power supply equipment and uninterrupted power supply equipment of all kinds, electric. electronic, mechanical, hydraulic, and/or combination of any of these operations.

(c) All kinds of electronic communication, space and satellite communication apparatus and equipment and railway signalling and safety equipment and solid state relays.

(d) All kinds of electro-magnetic wave equipment for radio-telegraphic or radio telephonic communications between fixed points or between fixed and mobile points or between mobile points such as transmitters receivers, trans-receivers, oscillators, amplifiers along with their ancillary equipment or supervisory control

and regulation including micro-processor based equipment. (e) All kinds of instrumentation, micro-processor based and/or otherwise, for testing, observing maintaining electronic equipment and for recording, controlling and operating and other factors pertaining to electronic equipment and apparatus including the ancillary equipment required for installation, operation and maintenance of electronic apparatus and equipment such as masts, towers, earth systems, aerials and

aerial equipment of all kinds including all types of radio equipment. (f) All kinds of electronic and other equipment, including all types of control mechanism, automatic calculators, x-ray machines, analysers, surgical, medical and other appliances intended for electro and other therapy treatment, along with their ancillary equipment for supervisory control and regulation together with instrumentation for testing, observing, maintaining such equipment and such other equipment for recording, controlling, operating the said equipment and apparatus, either microprocessor based or otherwise.

(g) Telecommunication-both the land line and wireless communications- HF and VHF radio communication from low, low and high power transmitters for broadcasting television and communication, surface to air and air to air communication, local area communication, carbs and software, microwave associated equipment, transmission equipment, radio, navigation, telephone, telephone electronic switching systems and associated items, facsimile and associated equipment, meteorological, television, transmitters, receivers, studio equipment, electronic computers, electronic desk and other electronic calculators, nuclear electronic equipment, automatic electronics, industrial and process instruments and equipment, either micro processor based or otherwise

(h) All kinds of micro-processor based control systems and equipment for use in machine tools, laboratory and testing equipment, analysers and office automation equipment.

(i) All kinds of software packages to be used in all kinds of electronic computers; micro-processors and the like, either listed above or not.

(ii) To carry on the business of manufacture and selling of electronic components of all descriptions and types including micro-processor based items, DC motor controls, micro-processor based and thyristers based controls, inverters, resistors, condensers, coils, chokes, transformers, switches, volume controls, plugs, sockets, hoses, aerial gear, batteries, accumulators, cable, metal and other cases, peizo-electroquartz, crystals of all types and those made from synthetic materials, meters of all kinds including those for domestic

(iii) To manufacture, sell or otherwise deal with all materials or components as are akin to the above mentioned products.

47. (i) To carry on all or any of the business of manufacturers and producers, merchants, importers and exporters, buyers, sellers, exchangers, dealers, stockists, suppliers, distributors, wholesale and retail dealers, repairers of and servicemen of parts, components, subassemblies, assemblies, sub-systems and systems including but not limited to all kinds of compressors, accessories, devices, auxiliary equipment, switches, controls, timers, regulators programmable or otherwise, plugs, cables, hoses, pipes, chokes, solenoid brakes, water inlet valves, relays overloads, motors including specialised pump assembly with motors and specialised reversible motors, refrigerator compressors and other components and related hardware, micro processor controlled or otherwise, for use independently or for use in all commercial, industrial and domestic appliances, such as laundering machines, dryers, washers, cleaners, cooking systems, including ranges, ovens of all types, vacuum cleaners, refrigerators, freezers, bottle coolers, water coolers, vending machines, heat exchangers, grinders, mixers, cooking and cleaning aids, room air conditioners, room coolers, dehumidifiers operated manually or by means of any kind of power such as air, steam, gas, electricity, fuel and oil such as air, kerosene or other kinds of oils and solar energy or other forms

(ii) To carry on in India or in any part of the world, all kinds of business relating to the manufacturing, producing, assembling, repairing, exporting, importing, purchasing, selling, hiring and dealing in and generally to carry on business in the manufacture, sale and supply of complete range of appliances referred

(iii) To carry on the business of electrical contractors, chemical and heat treatment engineers, metal workers, welding engineers, iron and steel makers, press manufacturers, press shop platers, welders, refrigerators and air conditioning and environmental control engineers and to buy, sell, exchange, manufacture, repel, convert, repair, alter, install, let on hire and deal in machinery, implements, instruments, gauges, generators,

motor, fans and other appliances of all kinds. (iv) To manufacture, sell or otherwise deal with all materials or components as are allied or akin to the above

mentioned products. (v) To carry on the business of manufacture of chemicals, films, plastics, adhesives, precipitates or any articles or things that may be required for any of the above purposes.

48. To carry on the business as travel agents and contractors, and to facilitate travelling and to provide for tourists and travellers, or promote the provisions of conveniences of all kinds by way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and boarding and / or lodging accommodation and guides, safe deposits, enquiry bureau, libraries, resting rooms, baggage, transport and otherwise and to charter steamships and aeroplanes for fixed periods or for particular voyages and flights and to act as agents for various airlines, flight operators and become member of any Indian/International association for the said

49. To engage in the generation, selling and distribution of electrical energy, including thermal, solar, windmill and such other alternative and / or renewable sources of energy, either directly or in joint venture or in association with any other person, company, firms or body corporates, either for own use or for sale or distribution through electricity boards on such terms and to acquire for the said purpose land, plant and machinery and equipment either on out right purchase or on lease and to install all or any kind of machinery, apparatus or equipment required for the said purposes, in any part of India and to do such other activities incidental or ancillary to attain the said objectives.

2003 49A. Subject to the provisions of the rules and regulations framed by Securities and Exchange Board of India and any other regulatory authorities, from time to time,

i. To act as merchant bankers, portfolio managers, underwriters, sub underwriters and debenture trustees, in respect of any issue of securities made by any company / body corporate, banks and public sector companies.

ii. To act as broking house, brokers and sub brokers, and to deal in securities issued by any company, body corporate, Government / public sector companies, banks and also securities issued by any state or Central Government and to purchase and sell such securities for and behalf of the clients for remuneration; To act as market makers in the issue of any securities, to become members of stock exchanges / clearing houses and to carry on such other incidental activities for the said purpose.

iii. To act as Registrar and Share Transfer Agents for any company or body corporate and to provide services as share transfer agents and Registrars for any public issue, rights issue, bonus issue and issue of any securities whether in India or abroad.

iv. To establish and manage mutual funds and asset management companies either alone or in association with any other company or body corporate as may be deemed fit by the board of directors from time to time, and to do such other acts, that are necessary and incidental for this purpose.

v. To act as custodians of securities and depository participants, and for this purpose, become members of the depositories, and to provide all services to clients in the capacity as custodian of securities / depository participants, subject to the provisions of Depositories Act, 1995 and such other applicable laws, rules and regulations and to do such other acts, that are necessary and incidental for this purpose

49B. To act as investor advisors, consultants and manager to deposit schemes of various companies / corporate bodies.

2008 3A. To carry on the business of designers, developers, manufacturers, distributors, sellers and dealers in all types of internal combustion engines, including oil and petrol engines, diesel engines, engines operating on hybrid power, on gas, turbines, for use as stationary engines or in all kinds of automobiles, including tractors, earthmovers and all kinds of off-highway vehicles, and also for stationary applications, and to buy, sell, repair, convert, after, export, import, let on hire all types of internal combustion engines.

2009 7, a) To generate, develop, accumulate, produce, manufacture, purchase, process, transform, distribute, transmit, sale, supply and / or otherwise import, export, deal in any kind of power of electrical energy using coal, lignite, petroleum products or any other substances, wind energy, solar energy, wave energy, tidal energy, hydro energy, nuclear energy, bio energy or any other form of energy and any products or byproducts derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, wind farms, solar energy systems or any other facility to generate power and to produce, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including companies, government and semi-government bodies for these purpose and to deal with all places including cities, towns, villages, districts, docks, markets, theatres, building, industries, offices or any other place and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid

 b) To generate, acquire by purchase in bulk, accumulate, distribute and supply electricity to cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.

 To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional / renewable sources, tie-lines, substations and transmission lines on build, own and operate (800) and / or build, own and transfer (80T) and / or build, own, lease and transfer (BOLT) and / or build, own, operate and transfer (BOOT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the government or governments or other public authorities and for any or all of the aforesaid purposes, to do all the necessary or ancillary activities, as may be considered necessary or beneficial or

 d) To carry on the business of generating, harnessing, developing, accumulating, producing, manufacturing, purchasing, transforming, processing, distributing, transmitting, trading and supplying of electricity by setting up power plants by use of liquid, gaseous or solid fuels or any other matters / substances or through renewable energy sources such as solar photo voltaic, solar thermal, windmill or deploying hybrid systems utilising two or more of technologies that are renewable or even conventional and or any other means and transmission, distribution, supply and sell such power either directly or through transmission lines and facilities of central / state governments, or, central / state run establishments or private companies or electricity boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power.

 e) To carry on the business of generation of electrical power by conventional, non-conventional, renewable methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geohydel, wind and tidal waves and also to carry on the business of supply of electricity for the purpose of light, heat, motive power or otherwise and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity (including in the term electricity, solar energy, tidal power or any other natural resources), galvanism, magnetism or

f) To carry on the business of construction and establishment, operation, management of power stations, boiler houses, steam turbines, switch yards, transformer yards, sub-stations, transmission lines, accumulators, workshops and all such works necessary for generating, accumulating, distributing and supply of electricity, and for this purpose, to construct, lay down, establish, fix, erect, equip and maintain power generating machineries and all other types of plant and machinery, electrical equipment and cables, computer and control equipments, transmission lines, accumulators, fittings and apparatus in the capacity of principals, contractors or otherwise and to undertake the business of consultants and contractors in setting up all types of plants for production of electricity, electronics and other allied fields.

g) To carry on the business of promoting, owning, acquiring, erecting, constructing, establishing, maintaining, improving, managing, operating, altering, controlling, taking on hire/lease power plants, cogeneration power plants, energy conservation projects, power houses, transmission and distribution systems of generation, distribution, transmission and supply of electrical energy and buying, selling, supplying, exchanging, marketing, functioning as a licencee and dealing in electrical power, energy to the State Electricity Board, State Government, appropriate authorities, licencees, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any state Act concerning generation, supply and distribution of electricity and any statutory modifications or re-enactment thereof and rules made thereunder.

 To establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements, to establish systems that are capable of providing heat and thermal energy that either substitute or lead to saving of electrical energy and energy efficiency and to undertake manufacture of energy efficiency systems and to invest in the equity of the special purpose vehicles or companies set up for power generation through fossil fuels and/or renewable energy sources, and transmission, distribution, supply, distribution and wheel the power generated for captive consumption and or sell such power either directly or through transmission lines and facilities of central / state governments or central / state run establishments or private companies or Electricity Boards to industries and to central / state governments, other consumers of electricity including captive consumption for any industrial projects promoted by this company or companies promoted by the promoters of this company and generally to develop, generate, accumulative power at any other place or places and to transmit, distribute, sell and supply such power.

Canital structure - are and post Schome

Particulars	Pre-Scheme	Post-Scheme
Authorised Share Capital	8	1
5,00,00,000 Equity Shares of face value of ₹ 5 each	25,00,00,000	25,00,00,000
250,00,00,000 Cumulative Non-Convertible Redeemable Preference Shares of face value of ₹ 10 each	W 25%	25,00,00,00,000
Total Authorised Share Capital	25,00,00,000	25,25,00,00,000
Issued, Subscribed and paid-up share capital 2,02,32,085 Equity Shares of face value of ₹ 5 each	10,11,60,425	10,11,60,425
234,69,21,860 Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each	\$	23,46,92,18,60
Total Issued, Subscribed and paid-up share capital	10,11,60,425	23,57,03,79,02

(i) Shareholding pattern and debt structure pre and post Scheme:

Details of pre and post Scheme EQUITY shareholding pattern of the Company based on shareholding of the Company as on March 24, 2023 i.e., Record Date 1 as per the Scheme are provided below.

Sr. No.	Description	Pre-Sche	me	Post-Scheme		
8550		Number of equity shares	%	Number of equity shares	%	
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
a	Promoter	1,30,94,460	64.72	1,30,94,460	64.72	
b	Promoter Group	19,70,833	9.74	19,70,833	9.74	
2	Foreign	7/20	1025	29	72	
: 177	Total shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	1,50,65,293	74.46	1,50,65,293	74.46	
(B)	Public shareholding	1105/05/20055	060000	2800 assures		
1	Institutions	27,27,828	13.48	27,27,828	13.48	
2	Non-Institutions	24,38,964	12.05	24,38,964	12.05	
	Total (B)=B(1) + B(2)	51,66,792	25.54	51,66,792	25.54	
(C)	Shares held by custodians and against which DRs have been issued	100		2000 - 30	0.000	
	Grand Total (A) + (B) + (C)	2,02,32,085	100.00	2,02,32,085	100.00	

(ii) Details of pre and post Scheme PREFERENCE shareholding pattern of the Company based on shareholding of the Company as on March 25, 2023 (considering March 24, 2023 as the Record Date 1 as per the Scheme) are provided below.

Sr. No.	Description	Pre-Scheme		Post-Scheme		
		Number of preference shares	%	Number of preference shares	%	
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
A	Promoter		4	1,51,89,57,360	64.72	
В	Promoter Group	180	685	22,86,16,628	9.74	
2	Foreign	100	1140	- 4		
	Total shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)	78	7/*	1,74,75,73,988	74.40	
(B)	Public shareholding			0000002200200000000	00003-01	
1	Institutions	(2)	((6))	31,64,28,048	13,48	
2	Non-Institutions		4	28,29,19,824	12.05	
	Total (B)= B(1) + B(2)	(36)	1	59,93,47,872	25.54	
(C)	Shares held by custodians and against which DRs have been issued	(38)	(S#3)			
	Grand Total (A) + (B) + (C)			2,34,69,21,860	100.00	

Grand Total (A) + (B) + (C)			2,34,69,21,860 100.0	
Details of debt structure pre-and post schen	ne based on debt structu	re ar	e provided below:	
Particulars of Debt Securities	Pre-Scheme (amo outstanding in t cro			
Non-Convertible Debentures (NCDs)	100	0	10	
Face value:10,00,000				
Coupon rate: 7.65%				
Allotment Date: August 18,2020				
Tenure: 5 years				
Number of NCDs:1000				
Cumulative Non-Convertible Redeemable Preference Shares (NCRPS)	(1)	#):	2,346.9	
Face value: ₹ 10				
Coupon rate: 9% p.a.				
Allotment Date: March 25, 2023				
Tenure: 12 Months				
Number of NCRPSs: 234,69,21,860				
Total	100	0	2,446.9	

Names of ten largest shareholders of the Company- number and percentage of shares held by each

Sr. No.	Name of the Shareholder (M/s.)	Number of Equity Shares	% of total equity holding	Number of Preference Shares	% of total Preference holding
1.	TVS Holdings Private Limited	1,30,94,460	64.72	1,51,89,57,360	64.72
2.	Sundaram Finance Holdings Limited	15,14,378	7.49	17,56,67,848	7.49
3.	Aditya Birla Sun Life Trustee Private Limited	7,20,565	3.56	8,35,84,380	3.56
4.	Venu Srinivasan, as Trustee of Srinivasan Trust	4,55,222	2.25	5,28,05,752	2.25
5.	ICICI Prudential Life Insurance Company Limited	3,28,506	1.62	3,81,06,696	1.62
6.	Nippon Life India Trustee Limited	2,99,548	1.48	3,47,47,568	1.48
7.	SBI Long Term Equity Fund	2,90,017	1.43	3,36,41,972	1.43
8.	ICICI Prudential Flexicap Fund	2,27,053	1.12	2,63,38,148	1.12
9.	Sundaram Mutual Fund	2,18,552	1.08	2,53,52,032	1.08
10.	ICICI Prudential Value Discovery Fund	2,05,494	1.02	2,38,37,304	1.02

Name and details of Promoters - educational qualifications, experience, address.

Sr. No.	Name of Promoters	Address	Experience	Educational Qualifications
1.	TVS Holdings Private Limited	"Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennal - 600006, Tamii Nadu.	Not Applicable	Not Applicable
2.	T.V. Sundram lyengar & Sons Private Limited	TVS Building, West Veli Street, Madurai – 625001, Tamil Nadu.	Not Applicable	Not Applicable

Name and details of Board of Directors (experience including current/past position held in other firms): 1) Mr R Gopalan, Non-Executive Chairman, DIN: 01624555

Experience:

Mr. R Gopalan, served till April 2016, as a Member of Public Enterprises Selection Board (PESB) under the control of the Prime Minister of India. This body selects chief managing directors, managing directors, and directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 officers. Served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India till July 31, 2012 before retirement.

He was handling matters relating to capital markets, infrastructure finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), budget preparation, public private partnership (PPP), Directorate of Currency and other related matters pertaining to the economy. He also represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. He has

brought about a number of changes in the functioning of the capital markets and initiated new policy measures in infrastructure sector. He has also initiated number of measures to enhance financing for infrastructure sector. Further he has represented Government of India on the board of the Reserve Bank of India (RBI). He also chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India and was the cadre controlling authority for officers belonging to the Indian Economic

During his time as the Secretary in the Department of Financial Services, Ministry of Finance, he was overall in charge of banking, insurance and pension reforms. The function included: (i) supervision of policy support to public sector banks (PSBs), insurance companies and development financial institutions (DFIs) through policy guidelines, legislative and other administrative changes; (ii) monitoring their performance; (iii) policy formulation in respect of NBFCs, private banks and foreign banks; (iv) support to regulatory authorities i.e. RBI, IRDA, PFRDA, NHB and NABARD; (v) administration of the all laws relating to banks, DFIs and insurance companies; (vi) framing rules and regulations, wage settlement in banking and insurance industry; (vii) coordination between industry, banks and financial institutions.

He was also responsible for selection of chairman and executive directors of PSBs, managing director of SIDBI, chairman of NABARD, Deputy Governor of RBI, Chairman and MDS of SBI, and Chairman of SEBI. He was responsible for introduction of "Swavalamban"- an insurance scheme for unorganized sector and 'Swabhiman'- a scheme for financial inclusion through business correspondents model.

He has served at the following positions and roles: (i) Special Secretary in the Department of Commerce, Ministry of Commerce & Industry; (ii) Director General in anti-dumping and anti-subsidy investigations; (iii) director on the boards of MMTC, STC and PEC Limited. During his long and varied career in various departments of Government of India, he held several key assignments, like: (i) Joint Secretary, National Manufacturing Competitiveness Council (NMCC); (ii) Joint Secretary in Commerce Department in charge of WTO and FTA negotiations; (iii) Joint Secretary in charge of export promotion division in the Commerce Ministry; and (iv) CMD, Tamil Nadu Industrial Development Corporation (TIDCO).

He has participated actively in ministerial meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong, and assisted the Commerce Minister at the G-6, G-20 and G-10 meetings. He also participated in intergovernmental negotiations for free trade agreements in the areas of agriculture, services and environmental goods and had represented India in the trade negotiations at World Trade Organization.

As Chairman of TIDEL Park Limited, he helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major software technology park at Chennai. He completed the project estimated to cost ₹ 340 crore within ₹ 297 crore. Helped the State Government in formulation of policies on IT and biotechnology.

He managed the establishment of auto ancillary park, hi-tech park for manufacturing hardware components, cal park, floriculture infrastructure park for expo

Mr. Gopalan holds a master's degree in economics from Boston University and a master's degree in public administration and management from the John F. Kennedy School of Government, Harvard University.

He is currently the Chairman of Sundaram-Clayton Limited and Zee Entertainment Enterprises Limited and director of TVS Motor Company Limited, TVS Credit Services Limited, Sundaram-Clayton DCD Limited, ANA ARC Private Limited, MB Power (Madhya Pradesh) Limited, New Delhi Centre for Sight Limited, Play Games24x7 Private Limited and U Games Private Limited.

Directorships: Current Directorships:

Indian Companies: (1) TVS Motor Company Limited; (2) ZEE Entertainment Enterprises Limited; (3) TVS Credit Services Limited; (4)Sundaram - Clayfon DCD Limited; (5)New Delhi Centre For Sight Limited; (6) MB Power (Madhya Pradesh) Limited; (7) ANA ARC Private Limited; (8) Play Games 24x7 Private Limited; (9)U Games Private Limited.

Foreign Companies: Nil

Reserve Bank of India.

Past Directorships: (1) Veritas (India) Limited (2) MMTC Limited (3) The New India Assurance Company Limited (4) The State Trading Corporation of India Limited (5) Hindustan Power Projects Private Limited (6) Optiwell Investments Private Limited.

Mr Venu Srinivasan, Chairman Emeritus and Managing Director, DIN: 00051523 Experience:

Mr. Venu Srinivasan is the Chairman Emeritus and Managing Director of Sundaram-Clayton Limited, a leading manufacturer of automotive components in India and TVS Motor Company, one of the largest two-wheele manufacturers in the world. He is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group. He is a director on the Central Board of

He holds an engineering degree from the College of Engineering, Chennai, India and a master's in management from Purdue University, USA. Mr. Srinivasan has held various important positions in the Indian industries, such as the President, Confederation of Indian Industry and the President, Society of Indian He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award

of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations. He has been conferred with various awards, namely, Deming Distinguished Service Award for Dissemination

and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); and the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002. His commitment of competitiveness and quality of our economy is manifested through his company's market

presence in more than 80 countries across the globe. Mr. Srinivasan's dedication to transformation of rural India by empowering women in the rural areas can be

seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2,500 villages across the country in the last 26 years.

Directorships: Current Directorships:

Directorships:

Current Directorships

Indian Companies:(1) TVS Motor Company Limited; (2) Sundaram Auto Components Limited; (3) TATA Sons Private Limited; (4) TVS Credit Services Limited; (5) TVS Electric Mobility Limited; (6) T.V. Sundram (vengar & Sons Private Limited; (7) LV Trustee Private Limited; (8) S. Venu trustee private limited; (9) VS Trustee Private Limited; (10) Sundaram - Clayton DCD Limited; (11) TVS Housing Finance Private Limited; (12) Cheema Educational Foundation; (13) Venu Srinivasan Trustee Private Limited; (14) Namma School Foundation.

Foreign Companies: (1) TVS Digital Pte. Ltd., Singapore; (2) TVS Motor (Singapore) Pte Limited, Singapore;

(3) Sundaram Holding USA Inc., USA; (4) The Norton Motorcycle Co. Limited, U.K; (5) Swiss E-Mobility Group (Holding) AG; (6) Swiss E-Mobility Group (Schweiz) AG Past Directorships: (1) TATA Coffee Limited (2) Cummins India Limited (3) TVS Electronics Limited (4) ZF Commercial Vehicle Control Systems India Limited (5) Sundram Fasteners Limited (6) Oriental Hotels Limited (7) The Indian Hotels Company Limited (8) Emerald Haven Estates Limited (9) Sundaram Textiles Private

Limited (10) HNTI Limited (11) Lucas TVS Limited (12) Sundram Non-Conventional Energy Systems Limited (13) Green Infra BTV Limited (14) TVS Capital Funds Private Limited (15) Chennai Business Consulting Services Private Limited (16) TVS Motor Harita Employees Welfare Foundation Private Limited (17) Aga Khan Rural Support Programme (India) (18) Southern Roadways Private Limited (19) TVS Investments Private

3) Dr Lakshmi Venu, Managing Director, DIN: 02702020

Dr. Lakshmi Venuis a graduate from Yale University andholds a Doctorate in Engineering Management from the University of Warwick. She is also non-executive director of TVS Motor Company Limited, the subsidiary of She underwent her initial training in Sundaram Auto Components Limited, a subsidiary of our Company,

Thereafter, she underwent an extensive in-depth induction in our Company, wherein she has worked in the areas of business strategy, corporate affairs, product design and sales & marketing. She has been the lead architect in establishing our Company's global footprint. Her decision to set up a foundry in U.S.A in 2019 in Dorchester, South Carolina was almost prescient, as most U.S.A based customers were

looking for on-shore foundry units to reduce supply chain risks and curtail carbon footprint. Dr. Lakshmi Venu is also the Deputy Managing Director of TAFE Motors and Tractors Limited. She holds

directorships in ZF Commercial Vehicle Control Systems India Limited, Tractors and Farm Equipment Limited and various other companies.

Indian Companies: (1) TVS Motor Company Limited; (2) TAFE Motors and Tractors Limited; (3) Tractors and Farm Equipment Limited; (4) Sundaram - Clayton DCD Limited; (5) ZF Commercial Vehicle Control Systems India Limited; (6) Sundaram Auto Components Limited; (7) LV Trustee Private Limited; (8) Sundram Non-Conventional Energy Systems Limited; (9) Sivasailam Chamraj Hospital Foundation; (10) Sivasailam Chamraj Education Foundation; (11) TAFE Foundation.

Foreign Companies: (1) Sundaram-Clayton (USA) Limited; (2) Sundaram Holding (USA) Inc. Past Directorships: Nil

4) Mr Sudarshan Venu, Non-Executive Director, DIN: 03601690

Mr. Sudarshan Venu holds a graduate degree with honors in the 'Jerome Fisher Program' in Management and Technology from the University of Pennsylvania, USA. He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School. He has also completed M.Sc. in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

Sudarshan Venu, being an automotive enthusiast, grew up amidst the roar of engines in India's oldest factory racing team. Driven by passion, he has motorbiked in five continents. These experiences suit him well, as he charts the future of one of India's leading two-wheeler manufacturers. TVS Motor Company, With Sudarshan's active intervention, TVS Motor has already seen a turnaround in its market share and has been the most awarded two - wheeler company. It is a testimony to Sudarshan's focus, that TVS Motor has been voted number 1 in customer satisfaction for four years in a row by the prestigious J. D. Power Awards.

Under Sudarshan's leadership TVS Motor Company has acquired the iconic British brand Norton in Year 2020 with the vision of regaining Norton brand to its full glory in the international motorcycle landscape. He has been instrumental in steering the company with the broader sustainability agenda through electrification of its products, iQube - the first electric scooter launched in January 2020 and in building a strategic personal emobility eco-system through acquisition of Ego Movement- a Swiss tech company providing e-mobility solutions. Sudarshan has also played a pivotal role in TVS Motor company's growth through expansion to new geographies in Africa, ASEAN and LATAM.

He also has been instrumental in setting up and in the success of Emerald Haven Realty Limited, TVS Credit Services - a non-deposit Non-Banking Finance Company and TVS Digital, a subsidiary of TVSM incorporated in Singapore, focused on providing technology solutions for digital transformation.

In addition to his role as Non-Executive Director, he is also a managing director of TVS Motor Company Limited, and a non-executive director in, TVS Credit Services Limited, TVS Electric Mobility Limited, TVS Motor Singapore Pte Limited, TVS Digital Pte Limited, Swiss E-Mobility Group (Holding) AG (SEMG). He is also an independent director in Coromandel International Limited, the flagship company of the Murugappa Group.

Directorships: Current Directorships

Indian Companies:(1) TVS Motor Company Limited; (2) Coromandel International Limited; (3) TVS Credit Services Limited; (4) TVS Electric Mobility Limited; (5) TVS Housing Finance Private Limited; (6) S Venu Trustee Private Limited; (7) VEEYES Charities Foundation; (8) Cheema Educational Foundation; (9) Jupiter Cultural and Heritage Foundation

Foreign Companies; (1) The Norton Motorcycle Co. Limited; (2) Swiss E-Mobility Group (Holding) AG; (3) Swiss E-Mobility Group (Schweiz) AG; (4) TVS Motor (Singapore) Pte Limited, Singapore; (5) TVS Digital Pte. Ltd.,

Past Directorships: (1) VS Trustee Private Limited

(Contd...

5) Mr K Gopala Desikan, Director and Group Chief Financial Officer, DIN: 00067107 Experience:

Mr. K Gopala Desikan has rich experience and expertise in finance, taxation, merger and amalgamation and corporate matters and serving the group for over three decades. He has been with the Company group for the last 33 years and has handled various functions which include direct taxation, treasury and risk management M&A activities, corporate finance & accounts and various accounting functions at the plant level. He is a

qualified chartered accountant and also holds an MBA from Open University Business School, UK. He is also the chief financial officer of TVS Motor Company Limited, the listed subsidiary engaged in the business of manufacturing two and three-wheeler and also oversees the finance function of the group's business relating to NBFC and realty. He is also involved in the strategic initiatives of the group's international business and long-range planning. He has represented the industry associations in various expert committee and attended various leadership programs both within and outside India.

Current Directorships:

Indian Companies:(1) TVS Holdings Private Limited; (2) TVS Investment and Consultancy Services Private Limited; (3) Sundaram Clayton Employees Welfare Foundation Private Limited; (4) Emerald Haven Estates Limited; (5) Emerald Haven Town and Country Private Limited; (6) S. Venu Trustee Private Limited; (7) LV Trustee Private Limited; (8) VS Trustee Private Limited; (9) Venu Srinivasan Trustee Private Limited; (10) Srinivasan Trading Private Limited; (11) VEE ESS Trading Private Limited; (12) VEEYES Charities Foundation; (13) Sundram Services Limited; (14) Jupiter Cultural and Heritage Foundation Foreign Companies: (1) The GO Corporation

Past Directorships: (1) TVS Organics Private Limited (2) Harita Fehrer Limited (3) Harita Greentech Power Limited (4) Emerald Haven Development Limited (5) Emerald Haven Realty Limited (6) Emerald Haven Property Development Limited (7) VS Investments Private Limited (8) Premier Jet Services Limited (9) TVS Housing Finance Private Limited (10) Emerald Haven Towers Limited (11) Emerald Haven Realty Developers(Paraniputhur) Private Limited (12) Harita Housing Constructions Limited (13) Happiness Harmony Property Developers Private Limited (14) Harita Prema Private Limited (15) TVS Motor Harita Employees Welfare Foundation Private Limited (16) Harita Rubber Products Limited (17) Sundaram Plastics Limited (18) Horticultural & Constructions Engineers (India) Private Limited (19) TVS Power Limited (20) Harita Cheema Private Limited (21) Goodwill Financial Services Private Limited (22) Harita Investment Holdings Private Limited (23) Harita Limited

6) Mr C R Dua, Independent Director, DIN: 00036080

Mr. Dua founded Dua Associates over thirty-five years ago, and is currently Chairman of the firm and engage in providing strategic advice and direction for its further growth and development. He engages with the partners of the firm, its executive committee and sub-committees towards ensuring that the firm continues to retain its recognised leadership position in the uncertain and challenging environment nationally and internationally.

Mr. Dua's experience covers a broad range of areas relating to corporate and commercial matters, corporate

finance, securities, infrastructure and aspects of public policy and administration, governance and ethics. He sits on the boards of Indian companies both listed and private, including Indian subsidiaries of many major multinational corporations primarily representing the interests of foreign collaborators and investors. He is also the Chairman and an independent director of the board of Procter & Gamble Hygiene and Health Care Limited He is a founding member of the American Chamber of Commerce in India and an invitee to its national executive board. He has been an invitee to the national executive board of the Federation of Indian Chambers

of Commerce & Industry (FICCI). He is one of the Senior Vice Presidents of the Society of Indian Law Firms (SILF) and among the Chairpersons of the Legal Reforms Committee. He is also a member of the National Committee on Legal Services (2022-23) of Confederation of Indian Industry (CII).

He is an avid tennis player and his interest in promoting sports are pursued as a special invitee to the executive committee of the International Lawn Tennis Club of India and vice president and co-chairman of Sports Committee of the Delhi Lawn Tennis Association.

An honour's graduate of St. Stephen's College, Mr. Dua also holds a Master's degree in Economics from the Delhi School of Economics.

Directorships: Current Directorships:

Indian Companies: (1) TVS Motor Company Limited; (2) Procter & Gamble Hygiene and Health Care Limited; (3) Gillette India Limited; (4) Pearl Global Industries Limited; (5) Cabot India Limited; (6) Wirnco Limited; (7) Linde Engineering India Private Limited; (8) Sundaram-Clayton DCD Limited; (9) Mccann-Erickson India Private Limited; (10) Amit Investments Private Limited; (11) Sella Synergy India Private Limited; (12) Associated Corporate Consultants India Private Limited; (13) Result Services Private Limited; (14) Inapex Private Limited

Foreign Companies: Nil

Past Directorships: (1) Timex Group India Limited (2) Fila Sport India Private Limited (3) Westrock Packaging Systems India Private Limited (4) Tupperware India Private Limited (5) Noske-Kaeser India Private Limited (6) Tractors and Farm Equipment Limited (7) LAF Fire Safety Systems India Pvt Ltd (8) Stmicro electronics Private Limited (9) Baxter India Private Limited (10) Chevrolet Sales India Private Limited (11) Stanley Works (India) Private Limited (12) Allison Transmission India Private Limited (13) Emerson Process Management Power and water Solutions India Private Limited (14) Universal Weather and Aviation India Private Limited (15) Van Softech Solutions One Private Limited (16) Singtel Global (India) Private Limited (17) Arconic Of India Private Limited (18) UI India Private Limited (19) Mcdonald's India Private Limited (20) Lexsphere Private Limited (21) Becton Dickinson India Private Limited (22) Connaught Plaza Restaurants Private Limited (23) Van Films Remake Three India Private Limited (24) Van Films Remake One India Private Limited (25) ELCA Cosmetics Private Limited (26) Land Minerals Exploration Private Limited (27) CCRI Exploration Private Limited (28) Newfound Exploration Private Limited (29) Norling Private Limited (30) Vodafone India Limited (31) PBE India Private Limited

7) Mr Rajesh Narasimhan, Non-Executive Director, DIN: 07824276

Mr. Rajesh Narasimhan, a Singaporean is an alumnus of the Indian Institute of Management - Ahmedabad and also holds a Master's in Computer Applications and a Bachelor's Degree in Statistics. He currently serves as the director and chief executive officer of TVS Digital, headquartered in Singapore that is being leveraged to operationalise a digital technology start-up focused on the automotive and fintech industries with portfolios & offerings that will deliver high quality solutions and platforms to help address real life business challenges by harnessing the power of exponential technologies including analytics, artificial intelligence (AI), augmented reality (AR), internet of things (IoT), machine learning (ML) and virtual reality (VR).

He is currently a Non-Executive and Non-Independent Director on the boards of Sundaram Clayton Limited and TVS Motors Singapore. He also serves as the nominee director in a non-executive capacity on the board of several digital start-ups in which TVS Motor Company and TVS Digital have invested including Altizon Systems, Fabric IoT, Intellicar Telematics, Predictronics Corp., Scienaptic AI and Tagbox. He has also served as a non-executive independent director and as a non - executive non-independent director on the board of TVS Motor Company between May 2017 - March 2021 in addition to serving as a non-executive director on the board of Parrot Solutions Pte. Limited, a Singapore incorporated digital start-up between May 2017 – January

He is an innovative and highly adaptable leader with more than three and a half decades of experience in both start-up and mature organizations across multiple industries including information technology, consumer durables & consumer electronics and brings extensive experience in general management, executive & technology leadership, business & digital transformation and leadership & talent development.

He has a successful and credible career track record at various TVS companies, CSC / Covansys (public listed, US headquartered and a CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations. He held several senior executive positions at Hewlett Packard where he successfully led multiple business transformations and turnarounds last leading the delivery of their multi-billion USD enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President & General Manager of the enterprise services business in Asia and as Vice President of Hewlett Packard's multibillion USD applications services business for Asia Pacific & Japan.

Mr. Narasimhan has advised several Fortune 500 clients on their business transformation through digital and technology innovation leveraging automation, cloud, cyber-security, data analytics and management, mobility & social and is currently helping our Company and TVS Motor Company Limited group companies with their digital transformation and cyber security initiatives. He is very passionate and highly focused on human capital management including leadership and talent development and has an established track record in acquiring, developing and retaining talent and in building high performance teams.

Prior to joining Hewlett Packard in June 2010, Mr. Narasimhan had a 15+ year tenure with CSC / Covansys during which he lived and worked in France, the Middle East & Singapore, establishing and expanding its business and presence in the Asia Pacific, Japan and the Middle East geography, while last serving as their Senior Vice President and Head for the geography. Prior to joining CSC / Covansys in January 1994, he held several executive positions with TVS companies in India including our Company, TVS Whirlpool and TVS Electronics.

Directorships: Current Directorships:

Indian Companies: (1) Sundaram-Clayton DCD Limited; (2) Intellicar Telematics Private Limited;

(3) Altizon Systems Private Limited; (4) Tagbox Solutions Private Limited; (5) Fabric IOT Private Limited Foreign Companies: (1) TVS Motor (Singapore) Pte Limited; (2) TVS Digital Pte Limited; (3) Altizon Inc (USA); (4) Predictronics Corporation USA; (5) Scienaptic Al USA; (6) Tagbox Pte Limited, Singapore; (7) Intellicar Singapore Pte Limited, Singapore

Past Directorships: (1) TVS Motor Company Limited 8) Ms. Sasikala Varadachari, Independent Director, DIN: 07132398

Ms. Sasikala Varadachari is a retired banker with over 37 years of experience in the fields of banking operations

She worked as Chief General Manager of State Bank of India (SBI), spearheading the strategic training unit, SBI, corporate center Mumbai, having profound knowledge in credit and merchant banking.

She was the first CEO of SBI in Israel and was responsible for setting up SBI's commercial operations there. She is presently on the board of Tube Investments of India Limited, Cholamandalam Securities Limited and CG Power & Industrial Solutions Limited.

Directorships:

Indian Companies: (1) Cholamandalam Securities Limited; (2) CG Power and Industrial Solutions Limited; (3) Tube Investments of India Limited; (4) TVS Motor Services Limited; (5) Sundaram - Clayton DCD Limited

Past Directorships: (1) Cholamandalam Home Finance Limited (2) TVS Credit Services Limited (3) Easyaccess Financial Services Limited (4) Aadhar Housing Finance Limited (5) Harita Seating Systems

9) Mr. Anuj Shah, Independent Director, DIN: 05323410

Mr. Anul Shah is an LLB from ILS Law College, Pune and a Diploma in Securities Law, Government Law College, Mumbai. He is also a member of the Bar Council of Maharashtra and Goa. He regularly represents corporations, financial institutions, private equity sponsors and sovereign wealth funds in a broad range of corporate matters and M&A transactions and also acts as a 'trusted advisor' to several Indian promoters on a wide range of corporate matters.

Mr. Anuj Shah, as a part of a secondment programme, has also worked in the London and New York office of a

He has published numerous articles on diverse corporate law issues and is regularly ranked as a "recommended lawyer", "notable practitioner" by publications such as Legal 500, RSG and IFLR. He had represented various reputed Corporates viz., American Family Ventures and MassMutual Ventures,

Swiss Re, Medi Assist Insurance TPA, Go Daddy, Toshiba Tech, Japan etc. in the matters of insurance related

deals, acquisitions, mergers & investments. He does not hold any share in the Company and is not related to any Directors of the Company. He has also been appointed as a member of Nomination and Remuneration Committee of the Company. He has not ed in any of the listed entities during the last three years before the expiry of his tenure. He curre serves on the board of Shah Mehta Holding Private Limited.

Directorships:

Current Directorships: Indian Companies: (1) Shah Mehta Holding Private Limited

Foreign Companies: Nil

Past Directorships: (1) Solenis Chemicals India Private Limited (2) SFS Group India Private Limite (3) Toshiba Global Commerce Solutions(India) Private Limited (4) Sener India Engineering And Systems Private Limited

(5) Sahtech Distributor Private Limited Business Model / Business Overview and Strategy:

Sundaram-Clayton Limited is part of the TVS Group and is one of the renowned automotive component manufacturing companies in India. The Company's automotive components business comprise a diverse product offering catering to the two-wheeler, passenger vehicle, light commercial vehicle ("LCV") and heavy commercial vehicle ("HCV") markets, both in India and internationally. The Company is also engaged in business of precision aluminium cast products and production of high-pressure, low-pressure and gravity diecastings for two-wheelers, passenger vehicles, LCVs and HCVs. Our manufacturing facilities have equipment for production, testing and quality assurance to produce a wide variety of aluminium castings using high pressure, low pressure and gravity die casting technologies. The Company's facilities can produce castings ranging in weight from 250g to 24 kg for gravity die casting ("GDC"), from 250g to 25 kg for pressure die casting ("PDC") and from 2.5 kg to 18 kgs for low pressure die casting ("LPDC"). This has been made possible with infrastructure that includes in-house alloying, 97 PDC machines (of locking force ranging from 250 tonnes to 3200 tonnes), 72 GDC stations, 23 LPDC machines and 554 machining centres. The Company supplies a variety of machined castings to leading domestic and global vehicle OEMs and Tier 1 customers, who are leading manufacturers of engines, and light and heavy vehicles. The Company's customers use our castings primarily in commercial vehicles, passenger vehicles and two-wheelers, which are sold both in India and internationally. Our Company deliver our automotive component products to customers in more than seven countries including the United States, Brazil, Sweden, Germany, France, UK and Japan amongst others. Our Company has four manufacturing plants. The Company is headquartered at Chennai. The Company has won several awards including the platinum award for manufacturing excellence in the Auto Ancillary Sector

-Medium Category from Frost & Sullivan-Economic Times for the year 2011. Reason for the Scheme:

1. The Company has built up substantial surplus reserves, over the years from its retained profits. The surplus reserves are well above our Company's current and likely future business needs. Further, barring unforeseen circumstances, our Company is confident of generating incremental cash over the next few years. Overall reserves position is expected to improve further even after considering cash requirements for our Company's capex programme and working capital requirements.

2. Further, upon taking into consideration our Company's capability to generate strong cash flow and the surplus reserves being more than what is needed to fund our Company's future growth, therefore our Company is of the view that these excess funds can be optimally utilized to reward its shareholders in such difficult and unprecedented times by way of distribution.

3. At the same time, in keeping with our Company's tradition of conventional cash management and being mindful of the challenging business environment, our Company is of the view that it would be prudent to retain liquidity as well. Accordingly, our Company has proposed, inter alia, to distribute such funds amongst its shareholders by issuing fully paid up NCRPS by way of bonus in terms of the Scheme and this Information

4. NCRPS, while giving near-cash (traded, encashable) instrument in the hands of shareholders, give increased flexibility to our Company in managing its liquidity through options like buy back, redemptions, etc. 5. In view of the aforesaid factors, our Company has concluded that it can optimally utilize its surplus reserves by distributing a considerable portion of the same to the equity shareholders. In order to maintain high level of corporate governance and transparency, our Company has proposed issuance of NCRPS by way of bonus under Section 230 of the Act which will be subject to necessary statutory, regulatory and corporate approvals. As part of the wider restructuring exercise, it is proposed to consolidate all the resources of the Transferor Companies with the Transferee Company. The said amalgamation will result in the following benefits:

(a) Streamline the promoter holding structure;

(b) Optimal utilisation of resources and better corporate governance; and

(c) Reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances. 7. Given diversified business our Company, it has become imperative for the Demerged Company to reorient and reorganize itself in a manner that allows imparting greater focus on each of its businesses. With this repositioning, the Demerged Company is desirous of enhancing its operational efficiency.

8. The Scheme proposes to reorganise, segregate and demerge the Demerged Undertaking comprising of manufacturing non-ferrous gravity and pressure die castings from Demerged Company into the Resulting Company and the Demerged Company will be left with group management services' business, trading business and manufacturing of two & three wheeler vehicles through TVS Motor Company Limited.

The proposed demerger pursuant to the Scheme is expected, inter alia, to result in following benefits: (a) segregation and unbundling of the businesses of the Demerged Company into the Resulting Company, which will enable enhanced focus on the Demerged Company and Resulting Company for exploiting

opportunities of each of the said companies; (b) unlocking of value for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;

(c) logistics alignment leading to economies of scale for the Resulting Company and creation of sectoral efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and (d) enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and

technologies of the Resulting Company and the Demerged Company thereby significantly contributing to

future growth and maximizing shareholders' value. The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies.

Restated Audited Financials for the previous three financial years prior to the date of listing: In terms of Schedule I Part A Clause 2.2.8 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021 ("NCS Regulations"), the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The audited financial statements of the Company for the last 3 financial years, i.e., FYs 2023-2022, 2022-2021, 2021-2020 are available on the website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

As at

The columnar representation of audited financial statement for the last 3 years is given below:

Standalone financial statements

BALANCE SHEET

Amount (in ₹ crore)

As at

As at

BALANCE SHEET	March 31, 2023	March 31, 2022	March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	621.88	670.54	713.00
Capital work in progress	57.13	8.93	11.61
Other intangible assets	0.73	0.62	0.35
Financial assets	0.0000	VCSS96	500000000
i. Investments	819.90	404.32	385.61
ii. Other financial assets	10.32	13.41	16.39
Deferred Tax Assets (Net)	× × × × × ×	200,000	
Other non-current assets	44.31	18.77	17.35
Total non-current assets	1,554.27	1,116.59	1,144.31
Current assets	025/5560000	A*SA1963000	50,000,000,000
Inventories	348.05	371.35	301.07
Financial assets	2270200	28/36/4/36	ACTIVITIES N
i. Trade receivables	279.83	288.30	228.96
II. Cash and cash equivalents	2,028.40	2,308.15	25.20
iii. Bank balances other than (ii) above	1.37	90.29	23.65
iv. Investments	11.64	100	*
iv. Other financial assets	20.63	16.85	49.46
Current tax assets (Net)	6.73	11.29	9.88
Other current assets	24.41	24.90	25.84
Total current assets	2,721.06	3,111.13	664.06
Total Assets	4,275.33	4,227.72	1,808.37
EQUITY AND LIABILITIES	20	Co.	
Equity	yes	10-22	8850460
Equity share capital	10.12	10.12	10.12
Other equity	700.43	2,890.24	705.76
Total equity	710.55	2,900.36	715.88
Liabilities	133023022	3-03070000	DV-bost vib
Non-current liabilities			
Financial liabilities	7/15/24/2005	7/15/20/5/190	2004/54200
i. Borrowings	428.91	434.86	354.61
ii. Lease liability	5.24	18.44	28.72
iii. Other financial liabilities	2000000	0.71	5.18
Provisions	29.82	27.96	19.65
Deferred tax liabilities (Net)	18.15	23.64	23.39
Total non-current liabilities	482.12	505.61	431.55
Current liabilities			
Financial liabilities	56555555	1900000	9/20/70/20
i. Borrowings	2,587.62	297.78	276.62
ii. Lease liability	15.29	14.26	14.17
iii. Trade payables	389.74	356,10	272.89
iv. Other financial liabilities	57.18	116.51	53.58
Other current liabilities	20.88	16.72	23.74
Provisions	9.85	20.38	19.94
Current tax liabilities (Net)	2.10		
Total current liabilities	3,082.66	821.75	660.94
Total liabilities	3,564.78	1,327.36	1,092.49
Total equity and liabilities	4,275.33	4,227.72	1,808.37

STATEMENT OF PROFIT AND LOSS	Year ended	Year ended	Year ended
STATEMENT OF PROFIT AND LOSS		March 31, 2022	
ncome	5-3393393	201924005	0.651435
Revenue from operations	2,073.96	1,743.27	1,176.91
Other income	132.76	93.59	111.17
Total income	2,206.72	1,836.86	1,288.08
Expenses	0.0000000000000000000000000000000000000	25 250000000	Industrial 2
Cost of materials consumed	1,101.60	942.43	573.37
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	15.33	(76.51)	(22.57
Employee benefit expenses	234.63	206.13	189.68
Finance costs	45.82	44.91	47.63
Depreciation and amortisation expense	99.94	101.74	77.9
Other expenses	473.43	440.27	285.9
Total expenses	1,970.75	1,658.97	1,151.9
Profit before exceptional items and tax (I-II)	235.97	177.89	136.1
Exceptional items - income / (expense)	90.72	2122.60	(13.00
Profit before tax (III +IV)	326.69	2,300.49	123.1
ncome tax expense		- 8	
Current tax	60.21	22.51	7.7
Deferred tax charge/(credit)	(6.63)	1.29	39.5
Profit for the year (V-VI)	273.11	2,276.69	75.8
Other comprehensive income			
tems that will not be reclassified to profit and loss			
Remeasurement of post employment benefit obligations	(0.26)	(12.25)	(5.82
Change in fair value of equity instruments	3,25	3.32	101.2
income tax relating to these items	(0.76)	3.57	(0.69
tems that will be reclassified to profit and loss	\$200E0	0400	15500
Transactions relating to Derivative instruments	1.53	4.78	7.5
income tax relating to these items	(0.39)	(2.54)	(4.10
Other comprehensive income for the year, net of tax	3.37	(3.12)	98.20
Total comprehensive income for the year (VII+VIII) Earnings per equity share	276.48	2,273.57	174.0
Basic & Diluted earnings per share	134.99	1,125.29	37.4

	STATEMENT OF CASH FLOWS	Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 202	
A.	CASH FLOW FROM OPERATING ACTIVITIES Net profit before tax		326.69		2,300.49		123.10
	Add: Depreciation and amortisation for the year	99.94	020,00	101.74	2,000,40	77.90	160.10
	Loss on sale/scrapping of property, plant and equipment	33.34		3.89		0.72	
	Profit on sale of property, plant and equipment	(0.30)		(0.12)		(0.30)	
	Unrealised exchange (gain) / loss	(1.19)		1.14		(8.89)	
	Dividend income	(120.27)		(89.89)	1 3	(96.80)	
	Interest income	(113.51)		(49.08)	8 1	(3.15)	
	Fair value of financial assets & financial liabilities			0.40		(1.28)	
	Interest expense	49.87		44.91		47.62	
	Profit on sale of investments	(1.66)	(87.12)	(2,094.43)	(2,081.44)	-	15.82
	Operating profit before working capital changes	1753.5-5000	239.57	***************************************	219.05		138.92
	Adjustments for:		0.001.040000		-174700000	î l	
	Inventories	23.30		(70.28)	0 9	(29.75)	
	Trade Receivables	10.27		(58.79)) i	(72.51)	
	Other financial assets	86.70		(69.07)). I	(18.71)	
	Other non-current assets	(25.54)		(1.42)		2.35	
	Other current assets	0.36		0.94		10.14	
	Trade Payables	33.41		83.11		92.81	
	Provisions	(8.93)		(3.50)	8 8	(19.73)	
	Other financial liabilities (excluding current maturities of debt)	29.96		(3.28)		29.48	
	Other current liabilities	4.16	153.69	(7.02)	(129.31)	0.12	(5.80)
	Cash generated from operations	10000000	393,26	00000000	89.74	2000	133.12
	Direct taxes paid		(53.56)		(24.26)		(8.40)
	Net cash from operating activities (A)		339.70		65.48	8 I	124.72

В	CASH FLOW FROM INVESTING ACTIVITIES			0	1	-	
	Additions to property, plant and equipment (including Capital work in progress)		(100.16)		(59.69)	8	(55.41)
	Sale of property, plant and equipment		0.86	1	0.49		0.90
	Purchase of investments		(427.54)	1	(182.34)		(52.06)
	Sale of investments		2.13	1	2261.01		(02.00)
1	Investment in Term deposits		2.10	1	(2,303.08)		79
1	Closure of Term deposits		283.21		(8,000,00)		
1	Interest received		113.51	1	49.08		3.15
1	Dividend received		120.27	1	128.07		58.62
	Net Cash from/(used in) investing activities (B)		(7.72)	1	(106.46)		(44.80)
С	CASH FLOW FROM FINANCING ACTIVITIES		(c.ce)	1	Lingston		(44.00)
-	Net Borrowings:			1			
1	Term loans availed/(repaid)		(28.82)	1	57.35		91.38
	Short term borrowings availed/ (repaid)		(34.58)	1	42.31	â l	(107.78)
	Interest paid		(45.35)	1	(41.92)		(43.90)
1	Dividend and dividend tax paid		(208.24)	1	(22.26)		(30.35)
1	Repayment of lease liabilities		(11.53)		(14.63)		(14.85)
1	Net cash inflow / (outflow) from financing		(11,00)	1	(14.00)		(14.00)
	activities (C)		(328.52)	1	20.85		(105.50)
D	NET INCREASE/(DECREASE) IN		51 m		05000000		Service D.
1	CASH AND CASH (A+B+C)		3.46		(20.13)	A .	(25.58)
	EQUIVALENTS			1			
	Cash and cash equivalents at the beginning of the year						
	Cash and Bank balances	5.07		25.20		50.78	
1	Cash credit balance	835	5.07	-	25.20		50.78
	Cash and cash equivalents at the end of the year			100000			THE COLUMN
1	Cash and Bank balances	8.53		5.07		25.20	
	Cash credit balance		8.53	-	5.07	- 15	25.20

ii) Consolidated Financial Statements

BALANCE SHEET	As at	As at	As at	
Section Section	March 31, 2023	March 31, 2022	March 31, 20	
ASSETS				
Non-current assets				
Property, plant and equipment	5,649.30	5,040.12	4,071.2	
Capital work in progress	393.63	329.11	883.3	
nvestment Properties	137.70	137.71	137.7	
Goodwill	307.82	290.59	112.6	
Other intangible assets	836.61	870.91	528.7	
ntangible Assets under development	427.64	231.35	166.8	
Financial assets	1620/0500		1 = 500000	
i. Investments	405.50	143.09	371.6	
ii. Loans (Receivable from financing activity)	10,321,42	6,716.45	5,361.9	
iii. Others	203.25	137.55	30.0	
nvestments accounted using equity method	413.10	370.83	301.2	
Deferred Tax Assets	305.73	217.88	127.6	
Non-Current tax assets (Net)	27.60	49.60	39.7	
Other non-current assets	155.52	134.20	199.1	
Total non-current assets	19,584.82	14,669.39	12,332.0	
Current assets	19,004,02	14,000.00	12,002.0	
riventories	2,332.08	2,013.42	1,668.3	
Financial assets	2,332,00	2,010.42	1,000.3	
	1 101 01	4 567 64	4 500 5	
i. Trade receivables	1,464.64	1,367.01	1,206.5	
ii. Loans (Receivable from financing activity)	10,225.16	7,299.24	5,794.2	
iii. Cash and cash equivalents	3,899.36	3,753.95	1,599.0	
iv. Investments	203.56	130,23		
v. Bank balances other than (iii) above	29.29	180.22	106.7	
vi. Others	245.07	134.82	96.9	
Current tax assets (Net)	11.29	12.71	14.7	
Other current assets	1354.28	990.90	617.7	
Total current assets	19,764.73	15,882.50	11,104.2	
Total Assets	39,349.55	30,551.89	23,436.2	
Equity and liabilities	59750900000990		ADOLGO MADA	
Equity				
Equity share capital	10.12	10.12	10.1	
Other equity	3,230.87	5,069.12	2,894.4	
Equity attributable to owners	3,240.99	5,079.24	2,904.5	
Non controlling interest	2,804.16	2,202.63	1,758.7	
Total equity	6,045.15	7,281.87	4,663.3	
Liabilities	3,000	- Committee		
Non-current liabilities				
Financial liabilities				
i. Borrowings	9,863.23	7,740.63	6,634.8	
ii. Lease Liabilities	572.29	421.49	213.4	
	(2.75)(30)	N. P. O. P. C. C.	25-233000	
iii. Others	47.82	55.44	31.2	
Provisions	261.08	224.20	179.0	
Deferred tax liabilities	226.25	231.20	242.2	
Total non-current liabilities	10,970.67	8,672.96	7,301.0	
Current liabilities				
Financial liabilities	202020000000	(<u>0.1922</u> 01000016	1589599100	
i. Borrowings	15,149.77	8,289.29	5,927.1	
ii. Trade payables	5,474.27	4,909.62	4,535.7	
iii. Lease liabilities	203.90	141.14	77.8	
iv. Other financial liabilities	413.42	424.38	303.5	
Other current liabilities	948,63	704.83	522.4	
Provisions	125.59	127.80	105.2	
Current tax liabilities (Net)	18.15			
2014 - Carlotte 1 (1971 - Carlot	22,333.73	14,597.06	11,471.9	
Total current liabilities	- majordani a			
Total liabilities	33,304.40	23,270.02	18,772.9	

STATEMENT OF PROFIT AND LOSS	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Income			
Revenue from operations	33,564.21	25,590.65	20,298.73
Other income	126.12	34.50	62.95
Total income	33,690.33	25,625.15	20,361.68
Expenses	SHIRM	HILPSTINSES	
Cost of material consumed	20,779.47	16,429.60	13,028.33
Purchase of stock in trade	894.62	579.04	224.92
Changes in inventories of finished goods, stock-in-trade and work-in-process	(151.76)	(333.71)	(25.96)
Employee benefit expenses	3,168.98	2,330.16	1,879.05
Finance costs	1,424.49	985.13	929.11
Depreciation and amortisation expense	985.82	844.58	642.74
Other expenses	4,624.51	3,597.65	2,803.99
Total expenses	31,726.13	24,432.45	19,482.18
Profit before exceptional items, share of net profit of investment and tax (I-II)	1,964.20	1,192.70	879.50
Share of net profit from associates using equity method	(39.73)	3.45	(2.88)
Profit before exceptional items and tax (III+IV)	1,924.47	1,196,15	876.62
Exceptional items	88.85	(11.95)	(22.36)
Profit before tax (V+VI)	2,013.32	1,184.20	854.26
Tax expense		NAME OF	18357732
Current tax	763.67	387.06	257.46
Deferred tax	(83.52)	(27.35)	4.71
Profit for the year (VII-VIII)	1,333.17	824.49	592.09
(Profit) / Loss attributable to Non-controlling Interest	(683.52)	(383.75)	(268.41)
Profit for the year attributable to owners (IX+X)	649.65	440.74	323.68
Other comprehensive income			
(A) Items that will not be reclassified to profit and loss	100000000000000000000000000000000000000	200000000	
Remeasurements of post employment benefit obligations	(27.88)	(97.58)	(0.74)
Change in fair value of equity instruments	(10.24)	4.04	162.95
Share of other comprehensive income from associates using equity method	(2.69)	(0.25)	(0.01)
Income tax relating to these items	9.90	22.07	(9.26)
(B) Items that will be reclassified to profit and loss	Managara Managara	140000	1,100,000,000
Fair value changes on cash flow hedges	18.38	48.07	70.89
Change in fair value of debt instruments		85	
Foreign currency translation adjustments	83.76	36.87	11.16
Share of other comprehensive income from associates using equity method	VOIENT-AC	SEARCOS.	5F.547/6:
Income tax relating to these items	(5.37)	(13.41)	(21.08)
Other comprehensive income for the year, net of tax	65.85	(0.19)	213.93
Other Comprehensive income attributable to			
non-controlling interest (profit) / loss	(13.57)	1.25	(51.05)
Total comprehensive income attributable to owners (XI+XII+XIII)	701.93	441.80	486.56
de COUNT AND	UTD000000000000000000000000000000000000	C116-11-01-01-01-01-01-01-01-01-01-01-01-01-	7878000

Amount (in ₹ crore)								
STATEMENT OF CASH FLOWS	Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 202			
A. CASH FLOW FROM OPERATING ACTIVITIES Net profit before tax Adjustments for: Depreciation and amortisation for the year Loss on sale/scrapping of property, plant and equipment Profit on sale of property, plant and equipment Dividend income Interest income Unrealised exchange (gain) / Loss Increase in fair value of financial assets Loss on sale of investment Share of losses from associates Profit on sale of investment	985.82 (2.95) (0.02) (124.50) (8.89) (84.66)	2,013.32	844.58 3.89 (2.59) (4.16) (57.24) (4.51) (0.57)	1,184.20	642.74 2.68 (0.30) (1.56) (36.03) 8.81 (1.32)	854.26		

321.10

217.84

159.98

Earnings per equity share

Basic & Diluted earnings per share

(Contd..

epaper. inamani.com

7.21

Interest expense (excluding relatable to financial enterprise)	256.49	1,061.02	203.00	982.17	199.67	814.64
Operating profit before working capital	5757433	91 1420 ACCUS	3,775,000	0 000000000	1 10 20020	07/02/76
changes		3,074.34		2,166.37		1,668.90
Adjustments for:		AUSTRAL SERVICE		10/11/0/4/01/03		
Inventories	(318.66)		(345.12)	8	(208.83)	
Trade Receivables	(97.63)		(169.03)) I	356.34	
Other financial assets	(128.63)		(140.31)	8	111.91	
Other Bank balances	150.93		(73.48)	8	(77.19)	
Other non-current assets	(21.32)		64.94	8	(22.89)	
Other current assets	(363.38)		(373.17)	8	(31.74)	
Loans (Receivable from financing activity)	(6,530.89)		(2,859.49)	3 3	(1,700.87)	
Provisions	(2.21)		(29.95)	3 3	14.88	
Trade Payables	564,65		373.92	8	1,201.96	
Other Financial liabilties	40.76		49.80	0	66.59	
Other current liabilities	19/2/07/2000/09	(6,462.58)	100000000000000000000000000000000000000	(3,319.55)	94.90	(194.94
Cash generated from operations	20000	(3388.24)	250000000000000000000000000000000000000	(1,153,18)	2303	1,473.90
Direct taxes paid		(722.40)	1 1	(394.94)		(259.35
Net cash from operating activities		(4,110.64)		(1,548.12)		1,214.6
CASH FLOW FROM INVESTING ACTIVITIES				*		
Additions to property, plant and equipment (including				V-0-0-0-0-0		
Capital work in progress)	1 8	(1,485.24)	1	(1,036.32)		(980.29
Sale of fixed assets		21.94		16.24		4.1
Investment accounted using equity method		(87.17)		(75.00)		(52.56
Purchase of investments		(297.84)		(151.02)		(4.87
Sale of investments		1.25		2349.85		16.7
Investment in Term deposits		283.21		(2,303.08)		-
Contribution from non controlling interest Consideration paid towards business		10000000	ĺ	50.00		
combination				(617.15)		
Interest received		124.50		57.24		36.0
Dividend received		0.02		4.16		1.5
Net Cash from/(used in) investing activities	1 3	(1,439.33)		(1,705.08)		(979.25
CASH FLOW FROM FINANCING ACTIVITIES	l °					
Net Borrowings:				10010000		
Term loans availed / (repaid)		5,555.00		2,789.86		1,391.9
Short term borrowings availed / (repaid)		1,086.49		673.45		(791.67
Interest paid		(244.49)		(166.01)		(199.67
Dividend paid		(271.66)		(84.94)		(72.85
Repayment of Lease Liabilities		(146.75)		(96.57)		(67.09
Net cash from financing activities NET INCREASE/(DECREASE) IN CASH		5,978.59		3,115.79		260.6
AND CASH EQUIVALENTS - (A+B+C)		428.62		(137.41)		496.0
Cash and cash equivalents at the beginning of the year	8					
Cash and Bank balances	1,450.87		1,599.08	8	1,130.58	
Cash credit balance		1,450.87	1797/00/00/00/09	0.14539999999999	0 0.00000000000000000000000000000000000	1092.2
Cash and cash equivalents at the end of the year	-	VLIVERSON S	- N		New York	100000000000000000000000000000000000000
Cash and Bank balances	1,879,49		1,450.87	8	1,599.08	
Cash credit balance		1,879.49	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1,450.87	(10.80)	1588.2

In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The audited financial statements for FY 2022-2023 along with notes to accounts and audit qualifications any, are available on website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Change in accounting policies in the last three years and their effect on profits and reserves: There is no change in the accounting policies in the last three years which has effect on the profits and reserves m. Summary table of contingent liabilities as disclosed in the restated financial statements:

In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial years). The details of contingent liabilities are as follows:

Details	31-Mar-23	31-Mar-22	31-Mar-21
i) Claims against the Company not acknowledged as debt	- 4	01	(i)
- Income tax	7.94	4.35	4.35
- Service tax/Excise		0.58	0.61
- Value Added Tax	0.19	0.19	0.22
- Goods and Service Tax	59.94	35	
ii) Guarantees excluding Financial Guarantees		0.59	0.59
iii) Other money for which the Company is contingently liable	4.47	6.03	11.50
Total	72.54	11.74	17.27

 Summary table of related party transactions in last 3 years as disclosed in the restated financial statements: In terms of Schedule I Part A Clause 2.2.8 of NCS Regulations, the Company is required to include a columnar representation of audited financials (on consolidated and standalone basis for last three completed financial

years). The details of the related party transactions in last 3 years as disclosed in the financial statements, are available on website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf Details of its other group companies including their capital structure and financial statements: In terms of NCS Regulations the term "group companies" includes (i) such companies, other than promoter(s) subsidiary/subsidiaries, with which there were related party transactions, during the period for which financial

information is disclosed in the offer documents, as covered under the applicable accounting standards and (ii)

other companies as considered material by the board of the issuer. Accordingly, all such companies which our Company had related party transactions as per the last three years audited financial statements have been considered group companies in terms of NCS Regulations.

Based on the above following companies have been identified as our group companies: Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai

Corporate Information

Emerald Haven Realty Developers (Paraniputhur) Private Limited, Chennai was incorporated on April 12, 2017 as a private limited company under the Companies Act 2013, at RoC - Chennai, bearing CIN U70109TN2017PTC116039. The company is engaged in business of real estate activities with own or leased property.

Financial Information The financial information derived from the last three years audited financial statements of the company:

eserves and Surplus (excluding revaluation reserves) evenue from operation rofit after tax amings per share (EPS)- Basic & Diluted	For the year ended March 31,			
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	8.96	8.96	8.96	
Reserves and Surplus (excluding revaluation reserves)	(11.16)	(4.61)	(8.02)	
Revenue from operation	3.79	91.74		
Profit after tax	(6.55)	3.41	(1.67)	
Earnings per share (EPS)- Basic & Diluted	(7.31)	3.80	(1.86)	
Net Asset Value per equity share	(2.45)	4.85	1.05	

₹ in crore Aggregate value a Nominal Value Particulars **Authorized Share Capital** Equity Shares of ₹ 10/- each 10.00 Optionally Convertible Redeemable Preference Shares of ₹10/-each 12.00 22.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹10/- each 8.96 Optionally Convertible Redeemable Preference Shares of ₹ 10/- each 11.84 Total 20.80

Emerald Haven Town and Country Private Limited, Chennai Corporate Information

Emerald Haven Town and Country Private Limited, Chennai was incorporated on August 22, 2017 as a private limited company under the Companies Act 2013, at RoC-Chennal, bearing CIN - U45309TN2017PTC118212. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

For the year ended March 31,			
2023	2022	2021	
8.04	8.04	8.04	
(21.03)	(12.47)	(7.57)	
40.76	57.56		
(8.56)	(4.90)	(5.38)	
(10.64)	(6.10)	(6.69)	
(16.16)	(5.52)	0.58	
	8.04 (21.03) 40.76 (8.56) (10.64)	8.04 8.04 (21.03) (12.47) 40.76 57.56 (8.56) (4.90) (10.64) (6.10)	

Authorized Share Capital	
프리트 시간 10년 전에 가장 이번 그는 그들은 사람이 되었다.	
Equity Shares of ₹ 10/- each	8.10
Preference shares of ₹ 10/-each	32.50
Total	40.60
ssued, Subscribed and Paid-up Share Capital	gees
Equity Shares of ₹ 10/- each	8.04
Optionally Convertible Redeemable Preference Shares of ₹ 10/- each	32.15
Total	40.18
1	Fotal ssued, Subscribed and Paid-up Share Capital Equity Shares of ₹ 10/- each Optionally Convertible Redeemable Preference Shares of ₹ 10/- each

Emerald Haven Life Spaces (Radial Road) Limited, Chennal

Corporate Information Emerald Haven Life Spaces (Radial Road) Limited, Chennal was incorporated on June 20, 2016 as a public limited company under the Companies Act 2013, at RoC-Chennai, bearing CIN - U70200TN2016PLC110981. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company:

			₹ in crore	
Particulars	For the y	ear ended l	led March 31,	
A STATE OF THE STA	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	55.70	55.70	55.70	
Reserves and Surplus (excluding revaluation reserves)	(37.09)	(31.63)	(3.71)	
Revenue from operation	2.78	106.93		
Profit after tax	(5.46)	2.08	0.04	
Earnings per share (EPS)- Basic & Diluted	(0.98)	0.37	0.01	
Net Asset Value per equity share	3.34	4.32	9.33	

Capital Structure

Particulars Aggregate value a Nominal Value **Authorized Share Capital** Equity Shares of ₹10/-each 60.00 60.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹10/-each 55.70 Total 55.70

Sundram Non-conventional Energy systems Limited, Chennai

Corporate Information Sundram Non-conventional Energy systems Limited, Chennai was incorporated on November 4, 1994 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CtN -U40108TN1994PLC029132. The company is engaged in business of electric power generation using other non-conventional sources. Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

Particulars	For the year ended March 31			
-001-0-7011-001-0-1014/00-000	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	0,50	0.50	0.50	
Reserves and Surplus (excluding revaluation reserves).	3.47	3.63	3.13	
Revenue from operation	2.81	2.61	2.61	
Profit after tax	3.59	2.0	1.57	
Earnings per share (EPS)- Basic & Diluted	71.89	39.97	31.33	
Net Asset Value per equity share	79.48	82.60	72.62	

	0 W ====================================	₹ in cror
Г	Particulars	Aggregate value a Nominal Value
Г	Authorized Share Capital	n situate
100	Equity Shares of ₹ 10/- each	3.50
	Total	3.50
H	Issued, Subscribed and Paid-up Share Capital	159507
	Equity Shares of ₹ 10/- each	0.50
Н	Total	0.50

5. Emerald Haven Realty Limited, Chennal Corporate Information

Particulars

Emerald Haven Realty Limited, Chennal was incorporated on June 2, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN - U45200TN2010PLC075953. The company is engaged in business of real estate activities with own or leased property. Financial Information

The financial information derived from the last three years audited financial statements of the company: € in crore

55.44 12.50) 22.60	228 4.85 168.48	21.81
22.60	100-5465-500-0	25/2000
777777	168.48	54.70
2.000	3,96,963,71,965	14.70
31.07)	(16.38)	(15.48
(1.34)	(0.72)	(0.68
9.51	10.21	10.96
71	1734	

Particulars Aggregate value a Nominal Value Authorized Share Capital Equity Shares of ₹ 10/- each 265.00 265.00 Issued, Subscribed and Paid-up Share Capital 255.44 Equity Shares of ₹ 10/- each 255,44

6. TVS Training and Services Limited, Chennai Corporate Information TVS Training and Services Limited, Chennai was incorporated on March 22, 2010 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN U74990TN2010PLC075028. The company is engaged in business of providing, establishing, maintaining, running, developing and managing or to take over and administer schools, colleges or other bodies or institutions of all descriptions to impart higher education,

Financial Information The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31			
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	9.05	9.05	9.05	
Reserves and Surplus (excluding revaluation reserves)	8.19	7.48	5.75	
Revenue from operation	43.04	23.10	9.86	
Profit after tax	0.72	1.61	(1.68)	
Earnings per share (EPS)- Basic & Diluted	0.79	1.77	(1.86)	
Net Asset Value per equity share	19.05	18.26	16.35	

and an	Particulars	Aggregate value a Nominal Value
IA	uthorized Share Capital	
E	quity Shares of ₹ 10/- each	12.50
T	otal	12.50
H Is	sued, Subscribed and Paid-up Share Capital	00000
E	quity Shares of ₹10/- each	9.05
T	otal	9.05

ragbox solutions Private Limited, Bengaluru Corporate Information

technical & vocational education.

Tagbox Solutions Private Limited, Bengaluru was incorporated on November 24, 2016 as a private limited company under the Companies Act 2013, at RoC - Bangalore, bearing CIN - U72900KA2016PTC097344. The company is a start-up company which provides an IoT based monitoring solution to predict and prevent unfavourable events, optimize reefer fleet and routes and manage inventory. Financial Information

The financial information derived from the last three years audited financial statements of the company: ₹ in crore

Particulars	For the ye	ear ended f	March 31
10-21/00/2017 (PAGE)	2023	2022	2021
Paid up Equity Share Capital of ₹ 1/- each	0.13	0.13	0.13
Reserves and Surplus (excluding revaluation reserves)	(0.85)	3.57	3.76
Revenue from operation	5.54	6.97	6.01
Profit after tax	(4.05)	(0.21)	0.68
Earnings per share (EPS)- Basic Diluted	(31.33) (23.59)	(1.64) (1.23)	5.24 3.95
Net Asset Value per equity share	(0.63)	25.12	26.24

	Particulars	Aggregate value a Nominal Value
i	Authorized Share Capital	1000 0000
	Equity shares of par value of Re. 1 each with voting rights	0.16
	Compulsory Convertible Preference shares of Rs 16 each	0.61
	Total	0.77
	Issued, Subscribed and Paid-up Share Capital	277400
H	Equity shares of par value of Re. 1 each with voting rights	0.13
	Compulsory Convertible Preference shares of Rs 16 each	0.61
	Total	0.74

Altizon Systems Private Limited, Pune

₹ in crore

₹ in crore

₹ in crore

Corporate Information Altizon Systems Private Limited, Pune was incorporated on April 17, 2013 as a private limited company under the Companies Act 1956, at RoC - Pune, bearing CIN - U72900PN2013PTC146972. The company is start-up. company which provides industrial IoT solutions and helps enterprises use machine data to drive business decisions

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31,			
	2023	2022	2021	
Paid up Equity Share Capital of ₹ 10/- each	0.09	0.09	0.09	
Reserves and Surplus (excluding revaluation reserves)	0.03	1.27	2.10	
Revenue from operation	5.42	8.63	6.39	
Profit after tax	(1.99)	(0.84)	(1.94)	
Earnings per share (EPS)- Basic & Diluted	(232.41)	(98.28)	(226.92)	
Net Asset Value per equity share	11.99	94.31	149.10	

Particulars	Aggregate value a Nominal Value
Authorized Share Capital	Se Service source
Equity Shares of ₹ 10/- each	0.10
Convertible Non-Cumulative Preference share of ₹10/- each	0.07
Redeemable Non-Convertible Cumulative Preference shares	VBG/39/25
of ₹ 10/- each	0.00
Total	0.17
Issued, Subscribed and Paid-up Share Capital	VA.000 PRO
Equity Shares of ₹ 10/-each	0.09
Convertible Non-Cumulative Preference share of ₹ 10/- each	0.06
Redeemable Non-Convertible Cumulative Preference shares	00000
of ₹ 10/- each	0.00
Total	0,15

Capital Structure

HNTI Limited, Chennai was incorporated on April 22, 1999 as a public limited company under the Companies Act 1956, at RoC - Chennal, bearing CIN - U24293TN1999PLC042327. HNTI is an ISO9001:2015 certified company with in-house R&D (recognised by DSIR, Ministry of Science & Technology, Govt of India) and laboratory to serve our customers as per their needs,

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31,		
	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	9.30	9.30	9.30
Reserves and Surplus (excluding revaluation reserves)	11.00	8.83	12.53
Revenue from operation	82.16	70.15	49.74
Profit after tax	4.03	7.92	7.61
Earnings per share (EPS)- Basic & Diluted	4.33	8.52	8.18
Net Asset Value per equity share	21.82	19.49	23.48

₹ in crore **Particulars** Aggregate value a Nominal Value **Authorized Share Capital** Equity Shares of ₹10/- each 10.00 Total 10.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹ 10/- each 9.30 Total 9.30

10. Emerald Haven Estates Limited, Chennai Corporate Information

Emerald Haven Estates Limited, Chennai was incorporated on September 13, 2006 as a public limited company under the Companies Act 1956, at RoC-Chennai, bearing CIN - U01132TN2006PLC061095. The company is engaged in business of production of agriculture, forestry, fishing products.

Financial Information The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31		
V.025638420033	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	7.21	7.21	7.21
Reserves and Surplus (excluding revaluation reserves)	2.71	2.67	2.52
Revenue from operation	3.46	2.77	2.81
Profit after tax	0.08	0.15	(0.09)
Earnings per share (EPS)- Basic & Diluted	0.12	0.22	(0.13)
Net Asset Value per equity share	13.76	13.71	13.49

C	apital Structure	t in cror
	Particulars	Aggregate value a Nominal Value
Γ	Authorized Share Capital	
	Equity Shares of ₹ 10/- each	10.00
	Total	10.00
11	Issued, Subscribed and Paid-up Share Capital	
1	Equity Shares of ₹ 10/- each	7.21

Total 11. Sundram Services Limited, Chennai

Corporate Information

Sundram Services Limited, Chennai was incorporated on July 7, 2011 as a public limited company under the Companies Act 1956, at RoC - Chennai, bearing CIN -U74999TN2011PLC081397. The company is engaged in business of providing professional, scientific and technical consultancy activities. Financial Information

The financial information derived from the last three years audited financial statements of the company:

Particulars	For the year ended March 31		
	2023	2022	2021
Paid up Equity Share Capital of ₹ 10/- each	1.00	1.00	1.00
Reserves and Surplus (excluding revaluation reserves)	(1.00)	1.37	12.07
Revenue from operation	*		Paramana d
Profit after tax		2.30	(0.24
Earnings per share (EPS)- Basic & Diluted		23.01	(2.40)
Net Asset Value per equity share		23.70	130.70

₹ in crore **Particulars** Aggregate value a Nominal Value **Authorized Share Capital** Equity Shares of ₹ 10/- each 1.00 1.00 Issued, Subscribed and Paid-up Share Capital Equity Shares of ₹ 10/- each 1.00 Total

p. Internal Risk Factors:

For the year ended March 31,

2022 2022 2024

₹ in crore

Our Company may not be successful in implementing its strategies, such as to be a total solutions provider, expand customer base and expand the product portfolio, which could adversely affect our business, results of operations and future prospects.

The success of our business depends largely on our ability to effectively implement our business strategies Successful execution of our business strategies in the past may not be of assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customer. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal efficiencies. Our inability to effectively manage our business and strategies could have an adverse effect on our business, financial condition, profitability and future prospects. In order to achieve future growth, we need to effectively manage our product portfolio and customer base, accurately assess new markets, attract new customers, obtain sufficient financing for our expected capital expenditures, contain our input cost and fixed costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We may not be able to achieve growth in revenues and profits or maintain such rate of growth in the future. If we are unable to execute our strategies effectively, our business and financial results will be adversely affected.

Our Company does not have firm commitment purchase agreements with our customers. If our customers choose not to source their requirements from us, our business and results of operations may be adversely

Consistent with the automotive component industry practice, we rely on purchase orders/EDI (Electronic Data Interchange) to govern the volume and other terms of our sales of products. However, purchase orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Further, in cases where we have contracts with customers, such contracts do not bind our customers to provide us with a specific volume of business and can be terminated by our customers with or without cause and without compensation. Consequently, there is no commitment on the part of the customer to continue to pass on new purchase orders to us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences. Additionally, our customers have set high standards for product quality as well as delivery schedules. Any failure to meet our customers' expectation could result in the cancellation or nonrenewal of contracts. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves, change their outsourcing strategy by moving more work inhouse, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

The discontinuation of, the loss of business with respect to, or a lack of commercial success of, a particular customer programs for which we are a significant supplier could affect our business, results of operations and financial conditions.

Our Company has purchase orders from all of our customers. These purchase orders generally provide for supply of customer's requirements, for a particular customer program. Therefore, the discontinuation of or loss of business with respect to, or a lack of commercial success of, a particular customer program for which we are a significant supplier could reduce our sales and affect our estimates of anticipated sales, which could have an adverse effect on our business, results of operations and financial conditions.

Our Company has experienced significant growth in the past few years and if the Company is unable to sustain or manage our growth, our business, results of operations and financial condition may be adversely affected. For the year ended March 31, 2023, our Company had \$33,690.33 crore of consolidated revenue, as compared to ₹25,625.15 crore for the year ended March 31, 2022. However, our Company may not be able to sustain past growth, due to a variety of reasons including a decline in the demand in automobile industry, increased price competition, non-availability or scarcity of raw materials, lack of management and/or labour availability or a general slowdown in the economy. A failure to sustain our growth may have an adverse effect on our business, results of operations and financial condition. Our Company is looking forward to optimally utilize its surplus reserves by distributing a considerable portion of the same to the equity shareholders. Further as part of the wider restructuring exercise, it is consolidating all the resources to streamline promoter holding structure, reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances. Further our Company will be demerging it's manufacturing business of non-ferrous gravity and pressure die casting with Sundaram-Clayton DCD Limited. If we are unable to increase our production capacity, we may not be able to successfully execute our growth

strategy. Further, as we scale-up and diversify our operations, we may not be able to execute our operations efficiently, which may result in delays, increased costs and lower quality products. We cannot assure you that our future performance or growth strategy will be successful. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations, financial condition, profitability and future Our Subsidiaries have and may incur losses which may have adversely affect our reputation or business as a

result of such losses. There is no assurance that our Subsidiaries shall not incur losses in the present or future periods or that there will not be an adverse effect on the Company's reputation or business as a result of such Any loss in market share, lack of growth in the segments in which our Subsidiaries operate primarily due to

weak macroeconomic growth that may not propel sales, increased competition, pressure on margins and loss of key personnel amongst other things may adversely affect our consolidated financial results of operations. The Company has a number of competitors, some of which have greater financial resources than the Company which may impact our share of business and may have adverse effect on our business, results of operations

and financial condition. Our Company believes that transfer and vesting of the Die Cast Division from our Company into Sundaram-Clayton DCD Limited pursuant to the Scheme, will leave with group management services' business, trading business and manufacturing of two & three wheeler vehicles by our Company through TVS Motor Company Limited. However, all our business verticals faces increased competition which may put pressure on pricing or affect the share of business having adverse effect on our business or business of our Subsidiaries, and resultantly may impact our overall results of operations and financial condition.

The original equipment manufacturer ("OEM") customers across the world are continuing their pressure on price reduction from their suppliers and our Company also has to give annual price reductions. Further, though the customers' purchase agreements with the Company provide for periodic price adjustments indexed to the international prices of aluminium, our Company cannot guarantee that this will not impact our sales, profitability, business, results of operations and financial condition.

research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer demands. Accordingly, the Company may not be able to compete effectively with our competitors, which may have an adverse impact on our business, results of operations, financial condition and future prospects. Our Company has significant energy requirements and any disruption to these power sources could increase

Some of our competitors may have certain advantages, including greater financial resources, technology,

our production costs and adversely affect our results of operations. Our Company is a continuous process industry requiring substantial electricity for our manufacturing facilities,

and energy costs represent a significant portion of the production costs for our operations. Our Company sources our energy requirements for our manufacturing facilities from Tamil Nadu Electricity Board (TNEB). third party, wind mills, energy exchanges and self-generation. If supply is not available for any reason, the Company will need to rely on alternative sources, which may not be able to consistently meet our requirements. The cost of electricity purchased / generated in-house from alternative sources could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available, the Company may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline.

Our failure to compete effectively in the highly competitive aluminium die casting industry could result in the loss of customers, which could have an adverse effect on our business, results of operations, financial condition and future prospects. Our Company competes with global competitors to retain our existing business as well as winning new business for the new and redesigned existing vehicle platforms of our customers.

Our failure to obtain new business or to retain or increase our existing business could adversely affect our financial results. In addition, the Company may incur significant expense in preparing to meet anticipated customer requirements which may not be recovered. Our Company faces increased competition across our product portfolio and competition from well-established, international producers of aluminium die casting manufacturers. There is no assurance that the Company will remain competitive with respect to technology, design and quality. Some of our competitors may have certain advantages, including greater financial resources, technology, research and development capability, greater market penetration and operations in diversified geographies and product portfolios, which may allow our competitors to better respond to customer demands. Accordingly, the Company may not be able to compete effectively with our competitors, which may have an adverse impact on our business, results of operations, financial condition and future prospects.

Outstanding litigations and defaults of the transferee entity, promoters, directors or any of the group companies:

The details of the outstanding litigations and defaults of the Company, Promoters, Directors or any of the group companies, are available in the Information Memorandum under the head 'Section VI-Legal and Other Information', which is uploaded on website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf

Regulatory Action, if any - disciplinary action taken by SEBI or Stock Exchanges against the Promoters

s. Brief details of outstanding criminal proceedings against the Promoters:

Particulars of high, low and average prices of the shares of the listed transferor entity during the preceding three years:

Pursuant to implementation of Part II of the Scheme there is no listed transferor entity involved, since Sundaram-Clayton Limited has allotted 116 NCRPS of face value of ₹ 10 each for every one equity share of face value of ₹ 5 each of the Company held as on Record Date 1, i.e., March 24, 2023 by way of bonus issue. Nevertheless, below are the details of high, low and average prices of EQUITY shares of Sundaram-Clayton Limited in preceding three years:

Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)
2023	5,800.00	3,500.00	4,644.30
2022	5,097.70	2,830.45	3,778.60
2021	3,906.10	1,294.95	2,260.86
10.0001800		BSF	
Period	High (in ₹)	Low (in ₹)	Weighted Average Price (in ₹)
	2023 2022 2021	2023 5,800.00 2022 5,097.70 2021 3,906.10	2023 5,800.00 3,500.00 2022 5,097.70 2,830.45 2021 3,906.10 1,294.95 BSE

2023 5,799.3 3,410.55 4,842.07 2022 5,123.55 2,821.15 4,030.97 2021 3,899.70 1,320.00 1,806.05 u. Any material development after the date of the balance sheet.

In the opinion of the board of directors of the Company there is no material development or change having implications on the financials/credit quality of the Company after the date of the last audited financial statements, i.e., March 31, 2023.

v. Such other information as may be specified by the Board from time to time:

For further details on issue of NCRPS by the Company pursuant to the Scheme, please refer to Information Memorandum (as updated) available on the website of the Company at https://www.sundaramclayton.com/Investor/Information%20Memorandum%20-%20Issue%20of%20Preference%20Shares.pdf Capitalized terms not defined herein shall have the meaning as prescribed in the Information Memorandum.

For and on behalf of Sundaram-Clayton Limited Date : 08.06.2023 R Raja Prakash Place : Chennai Company Secretary and Compliance Officer