



Sundaram-Clayton Limited

Registered Office :
"Jayalakshmi Estates"
29, Haddows Road,
Chennai - 600 006, Tamilnadu, India.
Telephone : +91-44-28272233
Fax : +91-44-28257121

24th May 2019

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 532343

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

Dear Sirs,

Reg : Submission of Annual Secretarial Compliance Report for the year ended 31st March 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2019 issued by Ms B Chandra, Practicing Company Secretary and Secretarial Auditor of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Sundaram-Clayton Limited


R Raja Prakash
Company Secretary

Secretarial compliance report for the year ended 31.03.2019
SUNDARAM -CLAYTON LIMITED
(CIN L35999TN1962PLC004792)

I, B Chandra, Practising Company Secretary holding Certificate of Practice No.7859 have examined:

- all the documents and records made available to us and explanation provided Sundaram - Clayton Limited (CIN L35999TN1962PLC004792)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018

B. Chandra
7859



- c. The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations 2018
- d. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- e. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Chennai
Date: 24/5/19

Signature:

Name of the Practicing Company Secretary: B CHANDRA
ACS No.: 20879 ; C P No.: 7859



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