



# Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

31<sup>st</sup> January 2025

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
**Scrip Code: 544066**

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

Dear Sir(s)/Madam,

**Sub: Disclosure required under Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December 2024**

With reference to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Monitoring Agency Report issued by CRISIL Ratings Limited towards the utilization of the proceeds of Qualified Institutional Placement for the quarter ended 31<sup>st</sup> December, 2024.

Thanking you,

Yours faithfully,  
For **Sundaram-Clayton Limited**

**P D Dev Kishan**  
**Company Secretary**

**Encl.: a/a**

**Monitoring Agency Report**  
**for**  
**Sundaram-Clayton Limited**  
**for the quarter ended**  
**December 31, 2024**

CRL/MAR/SUCLDL/2024-25/1272

January 31, 2025

To

**Sundaram-Clayton Limited**

Chaitanya, No. 12, Khader Nawaz Khan Road,  
Nungambakkam, Chennai - 600 006,  
Tamil Nadu, India

Dear Sir,

**Final Monitoring Agency Report for the quarter ended December 31, 2024 - in relation to the Qualified Institutional Placement ("QIP") of Sundaram-Clayton Limited ("the Company")**

Pursuant to Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and Monitoring Agency Agreement dated September 29, 2024, enclosed herewith the Final Monitoring Agency Report, issued by Crisil Ratings Limited, Monitoring Agency, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP for the quarter ended December 31, 2024.

Request you to kindly take the same on records.

Thanking you,

**For and on behalf of Crisil Ratings Limited**



**Sushant Sarode**

**Director, Ratings (LCG)**

## Final Report of the Monitoring Agency (MA)

**Name of the issuer:** Sundaram-Clayton Limited

**For quarter ended:** December 31, 2024

**Name of the Monitoring Agency:** Crisil Ratings Limited

(a) Deviation from the objects: Not applicable

(b) Range of Deviation: Not applicable

### **Declaration:**

*We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.*

*The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.*

*We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.*

**Signature:** 

**Name and designation of the Authorized Signatory:** Sushant Sarode

**Designation of Authorized person/Signing Authority:** Director, Ratings (LCG)

## 1) Issuer Details:

<b>Name of the issuer:</b>	Sundaram-Clayton Limited
<b>Names of the promoter:</b>	Mr. Venu Srinivasan, T V Sundram Iyengar & Sons Private Ltd, VS Trust (Mr Venu Srinivasan, Trustee)
<b>Industry/sector to which it belongs:</b>	Auto Components & Equipment

## 2) Issue Details

<b>Issue Period:</b>	October 03, 2024, to October 08, 2024
<b>Type of issue (public/rights):</b>	Qualified Institutional Placement (QIP)
<b>Type of specified securities:</b>	Equity Shares
<b>QIP Grading, if any:</b>	NA
<b>Issue size:</b>	Rs 400.00 crore

*\*Note:*

Particulars	Amount (Rs in crore)
Gross proceeds of the Fresh Issue	400.00 <sup>#</sup>
Less: Issue Expenses	17.00 <sup>\$</sup>
Net Proceeds	383.00 <sup>**</sup>

*#Crisil Ratings shall be monitoring the gross proceeds amount.*

*\*\*Net proceeds have been revised from Rs 381.00 crore to Rs 383.00 crore, on account of actual issue expenses being lower than estimated as disclosed in the Placement document, by Rs 2.00 crore and the same has been adjusted with GCP.*

*\$Out of the issue expenses of Rs 17.00 crore, the Company has spent entire amount as at the quarter ended December 31, 2024.*

*The aforementioned disclosure is based on management undertaking and certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.*

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information/certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Statutory Auditor Certificate <sup>^</sup> , Final Offer Document, Bank Statements	No Comments	No Comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management Undertaking, Statutory Auditor Certificate	No Comments	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	No		No Comments	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	NA		No Comments	No Comments
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	NA		No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	NA		No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	NA		No Comments	No Comments

NA represents Not Applicable

<sup>^</sup>Certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

4) Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in crore)	Revised Cost (Rs in crore)	Comment of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by the Company	Management undertaking, Statutory Auditor Certificate <sup>^</sup> , Final offer document	380.00	380.00	No revision	No Comments	No Comments	No Comments
2	General corporate purposes <sup>#</sup>		1.00	3.00	Refer note	No Comments	No Comments	No Comments
<b>Total</b>		-	<b>381.00</b>	<b>383.00</b>	-	-	-	-

<sup>^</sup>Certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

<sup>#</sup>The amount utilised for general corporate purposes does not exceed 25% of the Gross Proceeds (amounting to Rs 100.00 crore) from the Fresh Issue.

Note: Net proceeds have been revised from Rs 381.00 crore to Rs 383.00 crore, on account of actual issue expenses being lower than estimated as disclosed in the Placement document, by Rs 2.00 crore and the same has been adjusted with GCP.

ii. Progress in the object(s):

Sr. No.	Item Head#	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in crore)	Amount utilized (Rs in crore)			Total unutilized amount (Rs in crore)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by the Company	Management undertaking, Statutory Auditor Certificate ^, Final Offer Document, Bank Statements	380.00	Nil	380.00	380.00	Nil	Proceeds are utilized as per the details mentioned in the Final offer document	No Comments	No Comments
2	General corporate purposes		3.00	Nil	3.00	3.00	Nil	Refer note 1	No Comments	No Comments
<b>Total</b>			<b>383.00</b>	<b>Nil</b>	<b>383.00</b>	<b>383.00</b>	<b>Nil</b>		-	-

^Certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

Note:

- The Company has transferred Rs 3.00 crore from its Monitoring account to its current accounts maintained with SBI bank and HDFC bank, for utilization towards GCP, for operational ease. The transferred proceeds were fully utilized towards the aforementioned object of the issue.
- As on December 31, 2024, both the QIP Escrow account balance and monitoring account balance stands Nil. Hence, this is the final Monitoring Agency report being issued by Crisil Ratings for the proceeds raised through the QIP of Sundaram-Clayton Limited.



**#Brief description of objects:**

Object of the Issue	Description of objects as per the offer document filed by the issuer
Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by the Company	The Company has entered into various borrowing arrangements from time to time, with banks and financial institutions. The borrowing arrangements entered into by the Company include, inter alia, term loans, working capital facilities, non-convertible debentures and letters of credit. The Company proposes to utilise a portion of the Net Proceeds aggregating to Rs 380.00 crores for repayment and / or pre-payment, in full or in part, of certain outstanding borrowings availed by the Company.
General corporate purposes	General corporate purposes may include, but are not restricted to meeting fund requirements which the Company may face in the ordinary course of business, any capital expenditure, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in the Subsidiaries, business development activities, meeting exigencies and expenses and any other expenses incurred by The Company, and any other purpose as may be approved by The Board or a duly appointed committee from time to time, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.  The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by the Board of Directors of the Company, based on the business requirements and other relevant considerations, from time to time.

**iii. Deployment of unutilised proceeds:**

S. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earnings as on December 31, 2024	Return on Investment (%)	Market value as at the end of quarter (if the market value is not feasible, provide NAV/NRV/Book value of the same)
Not applicable <sup>^</sup>						

<sup>^</sup>On the basis of management undertaking and certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

**iv. Delay in implementation of the object(s):**

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of delay	Proposed course of action
Not applicable^					

^On the basis of management undertaking and certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

**5) Details of utilization of proceeds stated as General Corporate Purpose amount in the offer document ^:**

Item heads	Amount (Rs in crore)	Remarks
Meeting fund requirement which the Company may face in the ordinary course of business	3.00*	General business operations (vendor payment) totalling Rs 0.95 crore, along with TDS and RCM-related expenses (excluding issue expenses) amounting to Rs 1.53 crore, and trainee salaries amounting to Rs 0.52 crore.  The funds utilised towards GCP are approved by the Board of Directors of the Company vide resolution dated January 31, 2025

^On the basis of management undertaking and certificate dated January 20, 2025, issued by M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants (Firm Registration Number: 007761S), Statutory Auditors of the Company.

## Disclaimers:

- a) *This Report is prepared by Crisil Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.*
- b) *This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like Independent Chartered Accountants (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.*
- c) *Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.*
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