

Sundaram Finance Holdings Limited

31st Annual Report

2024-25



SUNDARAM FINANCE HOLDINGS

Board of Directors	Harsha Viji R Venkatraman Shobhana Ramachandhran Srivats Ram Ananth Ramanujam Priyamvada Ramkumar Sriram Viji Sripriya Kumar	Chairman
Audit Committee	R. Venkatraman Shobhana Ramachandhran Sripriya Kumar	Chairman
Stakeholders Relationship Committee	R Venkatraman Srivats Ram Ananth Ramanujam	Chairman
Nomination & Remuneration Committee	R Venkatraman Harsha Viji Priyamvada Ramkumar	Chairman
Corporate Social Responsibility Committee	Harsha Viji Srivats Ram Priyamvada Ramkumar	Chairman
Investment Committee	Harsha Viji R Venkatraman Ananth Ramanujam Srivats Ram Sriram Viji	Chairman
Risk Management Committee	R Venkatraman Ananth Ramanujam Suresh I.S. (Upto 30-11-2024) C Senthilnathan (w.e.f. 01-12-2024)	Chairman
Chief Executive Officer	S. Ravi	
Chief Financial Officer	Suresh I.S. (Upto 30-11-2024) C Senthilnathan (w.e.f. 01-12-2024)	
Secretary & Compliance Officer	S Kalyanaraman	
Registered Office	21 , Patullos Road, Chennai - 600 002 Tel: 044 2888 1311, Fax: 044 2858 6641 Email: investorservices@sundaramholdings.in Website: www.sundaramholdings.in	
CIN	L65100TN1993PLC025996	
Auditors	M/s. R.G.N Price. & Co., Chartered Accountants Akshya Shanthi, 1st Floor 25 & 27, Anna Salai, Chennai - 600002	
Subsidiaries	Sundaram Business Services Limited Forge 2000 Private Limited	
Bankers	ICICI Bank Limited State Bank of India	

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SUNDARAM FINANCE HOLDINGS

Board's Report

Your directors have pleasure in presenting the 31st Annual Report together with audited accounts for the year ended 31st March 2025. The summarised financial results of the Company are presented hereunder:

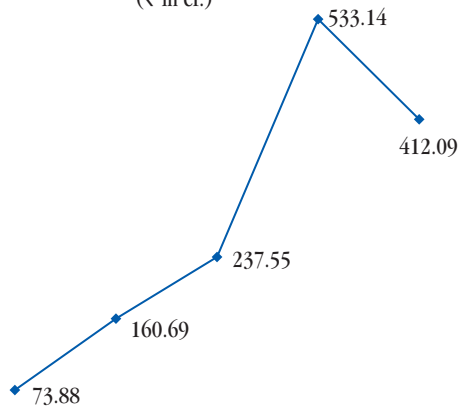
OPERATING AND FINANCIAL PERFORMANCE:

(₹ in cr.)

Particulars		Year ended 31 March 2025	Year ended 31 March 2024
i	Dividend from minority holdings	28.69	17.69
	Operating Revenue (Others)	125.90	273.63
	Other Income	5.44	5.85
	Total Revenue	160.03	297.17
	Less: Total Expenses	42.91	52.52
ii	Profit before tax	117.12	244.65
iii	Profit after Tax	77.15	192.14
iv	Share of Profit from Associates (after tax)	334.94	341.00
v	Consolidated Profit after Tax (iii+iv)	412.09	533.14
vi	Standalone Profit after Tax	236.01	321.57

Consolidated PAT

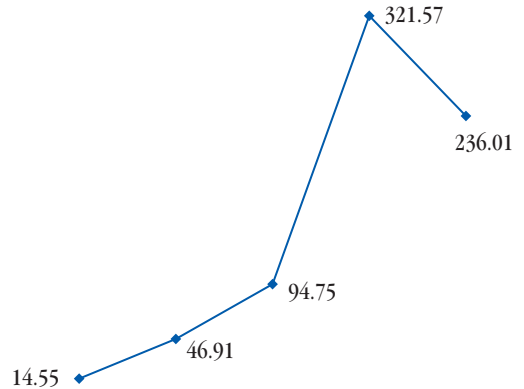
(₹ in cr.)



FY	2020-21	2021-22	2022-23	2023-24	2024-25
EPS (₹)	4.89	7.72	10.70	24.00	18.55

Standalone PAT

(₹ in cr.)



FY	2020-21	2021-22	2022-23	2023-24	2024-25
EPS (₹)	0.96	2.25	4.27	14.48	10.63

Your Company has registered a consolidated net profit of ₹412.09 crores for the year ended 31st March 2025, and standalone net profit of ₹236.01 crores as compared to ₹533.14 crores and ₹321.57 crores respectively registered in the previous financial year. The profit before tax of the previous year includes ₹175.67 crores representing a one time receipt on redemption of non-convertible redeemable preference shares of TVS Holdings Limited. Excluding this one time receipt, the consolidated net profit for the year ended 31st March 2025 has gone up by 15.28%.

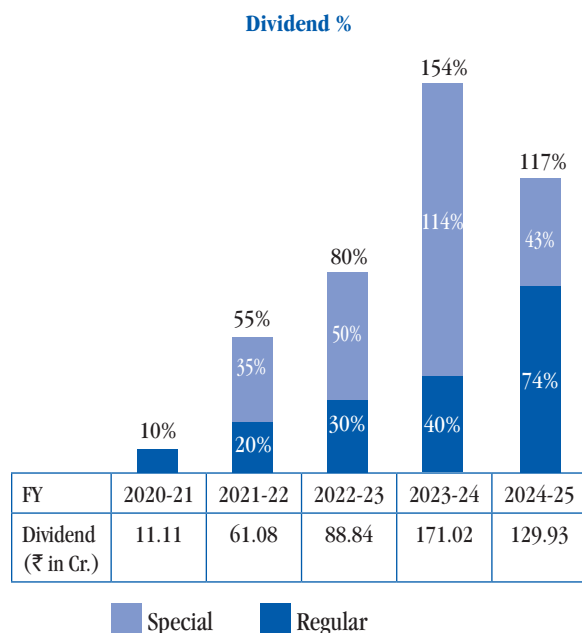
DIVIDEND

Your Company paid an interim dividend of ₹3.70/- per share (74%) on 20th February 2025 and declared a second Interim dividend of ₹0.60/- per share (12%) on 22nd May, 2025, payable in the month of June 2025.

In addition, your directors are pleased to recommend a final dividend of ₹1.55/- per share (31% on the face value of ₹5/-), which together with the interim dividend of ₹3.70/- per share paid during February 2025 and ₹0.60 per share payable in June 2025 would aggregate to a total Dividend of ₹5.85/- per share (117% on the face value of ₹5/-) for the Financial Year 2024-25.

The Dividend Distribution Policy, formulated in accordance with the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available in the company's website <https://sundaramholdings.in/wp-content/uploads/2023/12/10-SFHL-Distribution-of-Dividends-Policy-2.pdf>

Indian Economy



FY 24 - 25 saw broad macro economic variables holding up with continued strength in e-way bills, domestic tractor sales and GST collections. However, passenger car sales remained muted as also commercial vehicles. While general elections led to muted capex spending, the decline in capex continued for most part of the year, leading to a contraction in manufacturing GDP growth. However, with a gradual uptick in capex by December 2024, manufacturing growth picked up. Domestic liquidity deficit was a key highlight during the year and was caused by heavy dollar selling by the RBI towards containing the exchange rate. However, the RBI's continued liquidity measures through OMO purchases and FX swaps, helped turn a sharp liquidity deficit into a comfortable surplus. On spending patterns,

the government's household consumption expenditure survey showed a narrowing urban-rural gap.

Into FY 25 - 26, the centre projects a continued fiscal consolidation, taking India's fiscal deficit to 4.4%. GDP growth is expected to be in the range of 6.0-6.5% given elevated uncertainty around US tariff policy and resultant global growth. India's trade deficit continued to remain elevated, but rising software exports and remittances are likely to continue, helping keep India's current account deficit in check, hovering around 1% of GDP. Inflation is expected to be around 4%, given the expectation of a normal monsoon in 2025, thereby supportive of benign rates and liquidity. The Union budget also delivered a welcome and unexpected boost for consumption, through changes to Income Tax slab rates. Income tax slabs under the new tax regime were widened, alongside better progression in tax rates. This is expected to give a boost to discretionary consumption across various segments in FY 25 - 26.

Automotive Sector Outlook

Your Company generates a significant portion of its income from dividend flows from group companies that are engaged in the automotive sector.

The Indian automotive industry concluded FY 24 - 25 on a stable note, with 7% growth in industry volumes. Growth rates were divergent within segments, with 8% growth in two-wheelers, 7% in three-wheelers, 7% in tractors, 2% growth in passenger vehicles and flat performance in commercial vehicles. Notable trends during the year include continued premiumization within passenger vehicles and the rising electrification trends within two-wheelers. Within two-wheelers, electric two-wheelers account for 5.8% of overall volumes and approximately 18% of scooters. Passenger vehicles, which grew overall by 2%, was a tale of two-segments. Small cars continued to remain weak, reporting a decline of 12%, while UV volumes continued to be firm (11% growth) due to strong customer demand and model launches, accounting for 65% of Passenger vehicle volumes.

Going ahead, the Commercial Vehicle (CV) segment is expected to witness a modest improvement, supported by rising fleet utilization, recovery in replacement demand, continued spending on infrastructure, government mandates promoting e-Buses, improved liquidity and interest rate conditions and sustained truck operator economics. Rise of warehousing activities in Tier 2/3 markets could support LCV growth, which account for 60% of overall CV volumes. Tractor volumes, which posted a strong recovery into second half of last fiscal are expected to find further growth support from healthy water reservoir levels and Government support on crop pricing.

Overall, we expect an automobile market growth (excluding two wheelers) of 4-6% in unit terms at best.

EXEMPTED CORE INVESTMENT COMPANY

As at the date of the audited balance sheet for the financial year ended 31st March 2025, the Company has fulfilled the requisite criteria for being categorised as an exempted CIC under the Core Investment Companies (Reserve Bank) Directions, 2016.

BUSINESS PERFORMANCE

The performance of key portfolio Companies during 2024-25 was strong, which resulted in your Company receiving higher dividend income of ₹ 209.52 Cr for the year ended 31.03.2025 as against ₹160.40 Cr received during the Financial year 2023-24.

The Company holds investments in 12 group companies as at 31.03.2025. The performance of the key portfolio companies during 2024-25 was as follows:

In ₹ Cr							
Sl No	Portfolio Company	Holding Cost	Holding (%)	Networth	Share of Networth	PAT	Share of PAT
INVESTMENT IN GROUP COMPANIES: ASSOCIATES							
1	Brakes India Pvt Ltd	403.85	23.57	3584.23	844.75	642.38	151.40
2	Turbo Energy Pvt Ltd	1.88	32.00	1901.12	608.36	275.35	88.11
3	Axles India Ltd	10.16	38.81	307.61	119.37	68.70	26.66
4	Wheels India Ltd	149.98	23.96	922.00	220.88	110.90	26.57
5	The Dunes Oman FZC (LLC)	13.80	43.69	251.99	110.09	58.00	25.34
6	India Motor Parts & Accessories Limited	19.61	20.00	2245.98	449.20	83.67	16.73
7	Sundaram Dynacast Private Limited	1.17	26.00	88.26	22.95	18.49	4.81
8	Transenergy Private Ltd	8.09	42.41	52.70	22.35	6.88	2.92
9	Sundaram Composite Structures Private Ltd	39.00	39.00	62.05	24.20	(19.49)	(7.60)
Subtotal		647.54		9,415.94	2,422.15	1,244.88	334.94

Sl No	Portfolio Company	Holding Cost	Holding (%)	Networth	Share of Networth	PAT	Share of PAT
INVESTMENT IN GROUP COMPANIES: MINORITY STAKE							
10	TVS Holdings Limited	8.83	6.49	1611.14	104.56	-	-
11	Sundaram Clayton Limited	0.00	7.49	1424.08	106.66	-	-
12	Lucas-TVS Limited	0.27	6.62	1423.56	94.24	-	-
	Subtotal	9.10	-	4458.78	305.46	-	-
	Total	656.64		13,874.72	2,727.61	1,244.88	334.94

Note: The figures relating to the company mentioned under Sl. No. 12 is based on the audited financial results for the year ended 31st March 2024. The figures relating to the companies mentioned under Sl. Nos. 1 to 11 are based on the audited financial results for the year ended 31 Mar 2025.

Performance of our core investments are as given below

Brakes India Private Limited

Brakes India Private Limited is the market leader in braking systems for cars and commercial vehicles in the country. Your Company's stake in Brakes India is 23.57% and has been categorised as one of the promoters of that company. Trichur Sundaram Santhanam and Family Private Limited is the other promoter of the company. The revenue earned by the company for the year ended 31st March 2025 stood at ₹7,240.74 cr. as against ₹7,275.44 cr in the previous year. The profit after tax for the year was ₹626.74 cr. as against ₹687.20 cr. in the previous year. Your Company received a total dividend of ₹49.39 cr. from Brakes India Private Limited during the financial year 2024-25.

Turbo Energy Private Limited

Turbo Energy Private Limited is the leading manufacturer of turbo chargers and turbo charger parts in the country. Your Company holds a 32% stake in Turbo Energy Private Limited and has been categorised as one of the promoters of that company. BorgWarner Turbo Systems (Germany) and Brakes India Private

Limited are the other promoters of the company. During the year, the revenue earned by the company stood at ₹3,034.02 cr as against ₹3,054.18 cr.in the previous year. The profit after tax for the year was ₹273.46 cr as against ₹262.80 cr. in the previous year. Your Company received a total dividend of ₹ 68.86 cr. from Turbo Energy Private Limited during the financial year 2024-25.

Axles India Limited

Axles India Limited is a leading manufacturer of axle housings for medium and heavy commercial vehicles in the country. Your Company holds a 38.81% stake in Axles India Limited and has been categorised as one of the promoters of that company. During the year, the revenue earned by the company stood at ₹846.78 cr. as against ₹855.10 cr. in the previous year. The profit after tax for the year was ₹68.70 cr. as against ₹ 86.27 cr. in the previous year. Your Company received a total dividend of ₹ 13.85 cr. from Axles India Limited during the financial year 2024-25.

Further Acquisition of Axles India shares

During April 2025, Your Company along with its wholly-owned subsidiary Forge 2000 Private Limited acquired the entire

shareholdings of 1,23,16,415 offered by Dana Global Products Inc (USA) in Axles India Limited, in equal proportion. Your Company acquired 61,58,208 shares. With this acquisition your Company's shareholding in Axles India Limited increased from 98,91,754 equity shares of ₹10/- each (38.81%) to 1,60,49,962 equity shares of ₹10/- each, constituting 62.98% in the paid-up equity share capital of Axles India Limited. Consequent to this acquisition, Axles India Limited had become a subsidiary of Your Company effective 25th April, 2025.

Wheels India Limited

Wheels India Limited is the leading manufacturer of wheels and air suspension components for cars and commercial vehicles in the country. Your Company is one of the promoters of Wheels India Limited. Trichur Sundaram Santhanam and Family Private Limited, and India Motor Parts & Accessories Limited are the other promoters of the company. During the year, the revenue earned by the company stood at ₹4,424.86 cr. as against ₹4,619.03 cr. in the previous year. The profit after tax for the year was ₹105.85 cr. as against ₹67.87 cr. in the previous year. The market capitalisation of the company as on 31st March 2025 was ₹1415.89 cr. The value of your Company's holding on that basis, was ₹339.20 cr., as on 31st March 2025. Your Company received a total dividend of ₹6.96 cr. from Wheels India Limited during the financial year 2024-25.

Dunes Oman LLC (FZC)

Dunes Oman LLC (FZC), operating in Salalah, Sultanate of Oman, is engaged in the manufacture of iron castings for the automotive industry. Your Company holds a 43.69% stake in Dunes Oman LLC (FZC) and has been categorised as one of the promoters of that company. Dunes Oman was co-promoted with Brakes India Private Limited. The company's revenue for the year stood at ₹423.57 cr. as against ₹359.30 cr. in the previous year, while the

profit after tax for the year was ₹58.00 cr. as against ₹56.01 cr. in the previous year.

India Motor Parts and Accessories Limited

India Motor Parts and Accessories Limited is the largest distributor of automotive spare parts and equipment in the country. Your Company holds 20% stake in India Motor Parts and Accessories Limited. For the year ended 31st Mar 2025, the revenue earned by the company stood at ₹835.98 cr., as against ₹776.47 cr. in the previous year. The profit after tax for the year stood at ₹83.67 cr. as against ₹73.92 cr. for the corresponding period in the previous year. The market capitalisation of the company as on 31st March 2025 was ₹1210.62 cr. The value of your Company's holding on that basis, was ₹242.13 cr., as on 31st March 2025. Your Company received a total dividend of ₹6.99 cr. from India Motor Parts & Accessories Limited during the financial year 2024-25.

Sundaram Dynacast Private Limited

Sundaram Dynacast is a leading manufacturer of precision Zinc and Aluminium die-cast parts. Your Company holds a 26% stake in Sundaram Dynacast. The revenue earned by the company for the year ended 31st March 2025 stood at ₹166.28 cr. as against ₹157.13 cr. in the previous year. The profit after tax for the year ended 31st March 2025 was ₹18.49 cr. as against ₹20.11 cr. in the previous year. Your Company received a total dividend of ₹3.28 cr. from Sundaram Dynacast during the financial year 2024-25.

Sundaram Business Services Limited

Sundaram Business Services Limited (SBSL) a wholly-owned subsidiary of your Company, is a global outsourcing company offering a wide range of services to overseas clients. The service offerings of SBSL include best in class outsourcing to clients

predominantly in Australia. During the year, SBSL earned a revenue of ₹59.78 cr. and reported a profit after tax of ₹22.05 cr.

Forge 2000 Private Limited (Forge)

During the year, your Company had acquired 20,00,000 equity shares of ₹ 10/- each constituting 100% stake in Forge 2000 Private Limited, thereby making it a wholly-owned subsidiary of your Company.

Forge 2000 Private Limited is engaged in the business of manufacturing of forge components for automobile industry. The major activity of FORGE is manufacturing, and is primarily engaged in forging, pressing, stamping and roll forming of metal powder metallurgy and undertakes job work for the automotive industry. During the year, Forge 2000 Private Limited earned a revenue of ₹24.96 cr. and reported a profit after tax of ₹0.58 cr.

DISINVESTMENTS

As a part of the Company's strategy to exit from non-crore investments, the Company exited from the following investments:

DELPHI-TVS TECHNOLOGIES LIMITED

During the Financial year the Company divested entire stake of 2,52,896 equity shares of ₹10/- each constituting 3.19% in the total paid-up equity share capital of M/s Delphi TVS Technologies Limited for consideration of ₹40.00 Cr, the carrying cost of the investment in our books as on 31st March 2024 is ₹19.48 crs.

D2C CONSULTING SERVICES PRIVATE LIMITED

Disinvestment of 100 equity shares of ₹10/- each and 17,014 Compulsorily Convertible Participating Preference Shares of ₹100/- each held by the Company in D2C Consultancy Services Private Limited to the existing promoter of the investee company, at a price of ₹2,250/- per equity share and ₹2,250/- per Compulsorily Convertible Participating Preference Share for total consideration of ₹3.85 Cr.

CORPORATE GOVERNANCE

A detailed report on corporate governance, together with a certificate from the Secretarial Auditor, in compliance with the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, is attached as part of this report, vide Annexure I.

Compliance reports in respect of all laws applicable to the Company have been reviewed by the Board of Directors.

RELATED PARTY TRANSACTIONS

All transactions entered into by the Company with related parties were in the ordinary course of business and on an arm's length basis.

Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, is attached as part of this report, vide Annexure II (i). Further, the Company's policy on Related Party Transactions is attached as part of this report, vide Annexure II (ii), as required under Reg. 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the related party transactions, have been provided under Note 28— Related Party Transactions, forming part of the notes to the accounts.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has contributed towards education in consonance with its CSR policy.

The Annual Report on CSR Activities undertaken by the Company for the Financial Year 2024-25 is annexed with this report, vide Annexure III.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

A Business Responsibility & Sustainability Report as required under Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, is available in the website of the Company. The link for the copy of the Business Responsibility & Sustainability Report is

<https://sundaramholdings.in/wp-content/uploads/2025/06/SFHL-BRSR-2024-25.pdf>

DISCLOSURE UNDER THE 'PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE POLICY'

The Company has in place a Policy for prevention of Sexual Harassment, in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the financial year. None was pending unresolved as on 31st March 2025.

SECRETARIAL AUDIT

The Secretarial Audit Reports of the Company and the subsidiary, viz., Sundaram Business Services Limited, are annexed to this Report, vide Annexures IV(i) and IV (ii) as provided by Mr. A. Kalyana Subramaniam, Practising Company Secretary.

Pursuant to Regulation 24 A of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Board has recommended the appointment of Sri A Kalyana Subramaniam, Practising Company Secretary as the Secretarial Auditor of the Company for a consecutive period of 5 years effective from 1st April 2025 to 31st March 2030, subject to approval of the shareholders at the ensuing Annual General Meeting.

REMUNERATION TO DIRECTORS / KEY MANAGEMENT PERSONNEL

Disclosure pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed, vide Annexure V.

ANNUAL RETURN

As required under Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, extract of the Annual Return is available in the website of the Company. The link for the copy of the annual return in E-form MGT-7 is <https://sundaramholdings.in/wp-content/uploads/2025/06/Annual-Return-2024-25-1.pdf>

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators, courts, or tribunals against the Company, impacting its going concern status or its future operations.

INFORMATION AS PER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

Your Company has no activity relating to conservation of energy or technology absorption..

INTERNAL FINANCIAL CONTROLS

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Appropriate controls are in place to ensure: (a) the orderly and efficient conduct of business, including adherence to policies (b) safeguarding of assets (c) prevention and detection of frauds / errors (d) accuracy and completeness

of the accounting records and (e) timely preparation of reliable financial information.

RISK MANAGEMENT

Your Company has taken effective steps to build a robust risk management framework. Engaged, as it is, in the business of making investments and in business process outsourcing services, the Company is required to manage various risks, including investment related risk, business and market risk, operational risk and technology related risk. The Risk Management Committee has established systems and procedures to ensure that these risks are identified, measured, and managed effectively.

Operational risks arising from inadequate or failed internal processes, people and systems or from external events are adequately addressed by the internal control systems. These systems are continuously reviewed, monitored, and modified, as necessary. A stable and experienced management team provides much needed continuity and expertise in managing the dynamic changes in the market environment. Process improvements and quality control are on-going imperatives and are built into the employees' training modules, as well. The Company has well documented Standard Operating Procedures for all processes to ensure better control over transaction processing and regulatory compliance.

INTERNAL AUDIT

As part of the efforts to evaluate the effectiveness of the internal control systems, your Company has employed the services of the Internal Audit Department (IAD) of Sundaram Finance Limited (SFL) to independently evaluate the adequacy of control measures on a periodic basis and recommend improvements, wherever appropriate. The Internal Audit team plays a vital role in continuously monitoring the effectiveness of the Standard Operating Procedures, as a part of risk mitigation.

The IAD of SFL is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures.

HUMAN RESOURCES

During the year pursuant to the business call taken by our clients to withdraw their non-voice BPO process, the employees functioning in that process were absorbed by the respective clients.

INFORMATION TECHNOLOGY

Your Company's operations are supported by a full-fledged Data Centre catering not only to its own needs, but also those of its subsidiary, with over 99.5% uptime. Your company has a formulated Business Continuity Plan for all critical applications with near real-time data replication.

The delivery centres meet the Information Security Management System and CIA (Confidentiality, Integrity and Availability) Standards. To cater to the ever-changing customer needs, the IT infrastructure is being constantly upgraded with new / enhanced features to facilitate smooth functioning of operations and deliver customer satisfaction.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129 (3) of the Companies Act, 2013, the Consolidated Financial Statements, drawn up in accordance with the applicable Accounting Standards, form part of the Annual Report. A separate statement containing the salient features of the financial statements of your Company's Subsidiaries and Associates in Form AOC-I forms part of the Annual Report.

The annual report of the subsidiaries, M/s.Sundaram Business Services Limited and M/s.Forge 2000 Private Limited have been

posted on your Company's website – www.sundaramholdings.in. Detailed information, including the annual accounts of the Subsidiary Companies will be available for inspection by the members, at the registered office of the Company and will also be made available to the members upon request.

BOARD AND AUDIT COMMITTEE

The details regarding number of Board Meetings held during the financial year and composition of Audit Committee are furnished in the Corporate Governance Report.

DIRECTORS

Sri Ananth Ramanujam, Director, retires by rotation and being eligible, offers himself for re-election.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149 (6).

ANNUAL EVALUATION BY THE BOARD

The Board has made a formal evaluation of its own performance and that of its committees and individual directors as required under Section 134(3)(p) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Your directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Company has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company

at the end of the financial year and of the profit of the company for that period;

3. Proper and sufficient care has been exercised for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis ;
5. Adequate internal financial controls have been put in place and they are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

M/s R.G.N. Price & Co., Chartered Accountants, Chennai, have been appointed as Statutory Auditors of your Company, to hold office for a term of five (5) consecutive years from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

ACKNOWLEDGEMENT

Your directors gratefully acknowledge the support and co-operation extended to your Company by the stakeholders.

Your directors also place on record their special appreciation of the employees of the Company for their dedication and commitment.

For and on behalf of the Board

Chennai 600 002
22.05.2025

Harsha Viji
Chairman

Report on Corporate Governance

Sundaram Finance Holdings Limited has been following robust governance practices since its inception. The strong edifice of the Company has been built on the foundations of high standards of integrity, dedicated customer service, fair business practices, efficient, safe and trusted financial policies of the Sundaram Finance Group. Your Company would strive to maintain the highest standards of integrity and transparency in operations, excellence in service to all stakeholders and strong Corporate Governance standards.

I. BOARD OF DIRECTORS

All the members of the Board are eminent persons with considerable expertise and experience in general management spanning the automobile, engineering, banking, finance, accounts and audit, information technology, consulting and road transport sectors. The Company is immensely benefited by the range of experience and skills that the Directors bring to the Board.

The Composition of the Board is in conformity with the listing requirements as on 31st March 2025.

The details of directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships / memberships held by the Directors during the year are as follows:

Name of the Director	DIN	Attendance Particulars		Directorships in other public limited companies				Committees in which Chairman/Member of other public limited companies*		Directorship in other listed company	
		Board Meetings	AGM	Chairman		Director					
				Listed	Unlisted	Listed	Unlisted	Chairman	Member	Name of the Company	Category of Directorship
Promoter Directors											
Sri Harsha Viji Non-executive Chairman	00602484	4	Yes	-	2	1	2	-	1	Sundaram Finance Limited	Executive Director
Sri Srivats Ram, Non-executive Director	00063415	4	Yes	-	1	3	1	-	1	Wheels India Limited	Executive Director
										India Motor Parts & Accessories Limited	Non-Executive Director
										Sundaram Finance Limited	
Sri Ananth Ramanujam Non-executive Director	00061970	5	Yes	-	-	1	-	-	1	India Motor Parts & Accessories Limited	Non-Executive Director
Sri Sriram Viji Non-executive Director	03630636	4	Yes	-	-	1	-	-	-	Carborundum Universal Limited	Independent Director
Independent Directors											
Sri R. Venkatraman	07119686	5	Yes	-	-	1	1	1	1	Sundaram Finance Limited	Independent Director
Ms Shobhana Ramachandhran	00273837	4	Yes	-	-	3	2	-	1	TVS Srichakra Limited	Executive Director
										Sundaram Brake Linings Limited	Non-Executive Director
										TVS Supply Chain Solutions Limited	Independent Director
Ms.Priyamvada Ramkumar	07878808	4	Yes	-	-	-	-	-	-	Nil	-
Ms.Sripriya Kumar	03319979	5	Yes	-	-	-	-	-	-	Nil	-

* Audit Committee and Stakeholders' Relationship Committee considered

The expertise/skills/competencies identified by the Board and available with the Directors are detailed below:

Category	Expertise	Skills / Competencies
Non-Executive Non-Independent Directors 1. Sri Harsha Viji 2. Sri Srivats Ram 3. Sri Ananth Ramanujam 4. Sri Sriram Viji	<ul style="list-style-type: none"> • In-depth Industry Knowledge • Wealth Management • Business Policies • Capital Markets • Audit and Financial Management • Legal and Regulatory Framework • Risk Assessment and Management • Strategic Management • Automotive Components Industry 	<ul style="list-style-type: none"> • Entrepreneurial • Governance • Leadership • Technical • Analytical • Organisational • Technological • Planning • Resource Management and Utilisation • People Management • Communication • Behavioural
Independent Directors 1. Sri R. Venkatraman 2. Ms. Shobhana Ramachandhran 3. Ms. Priyamvada Ramkumar 4. Ms. Sripriya Kumar	<ul style="list-style-type: none"> • In-depth Industry Knowledge • Audit and Financial Management • Legal and Regulatory Framework • Risk Assessment and Management • Business Policies • Capital Markets 	<ul style="list-style-type: none"> • Technical/Professional • Analytical • Technological • Behavioural

II. BOARD MEETINGS

The Board of Directors formulates the broad business and operational policies, periodically reviews the performance and engages itself with strategic issues concerning the Company.

During the year under review, 5 meetings of the Board of Directors were held.

21.05.2024	29.01.2025
01.08.2024	21.02.2025
05.11.2024	

All the Directors and Chief Executive Officer have re-affirmed compliance with the Code of Conduct approved and adopted by the Board of Directors.

In our opinion, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

A Certificate issued by Sri A. Kalyana Subramaniam, Practicing Company Secretary, under Sch. V Para C.10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as part of this report vide Annexure I (i).

The Chief Executive Officer, on behalf of the Board, has periodically reviewed compliance reports pertaining to all laws applicable to the Company and submitted his consolidated report indicating therein that the Company was fully compliant with all applicable laws.

III. AUDIT COMMITTEE

The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors, internal auditors. Key Managerial Personnel and other functional heads are invitees to the committee meetings. Besides, the terms of reference of the Audit Committee inter alia include the review of audit plans, interim and annual financial results, management discussion and analysis of financial condition and results of operations, related party transactions, observations of the management and internal / external auditors on internal control and follow-up reports of the management.

Composition of the Audit Committee and attendance of the members at Committee meetings are as follows:

Name of the Member		No. of Meetings Attended	Meeting dates
Sri R. Venkatraman	Chairman	5	21.05.2024
Ms.Shobhana Ramachandhran	Member	4	01.08.2024 05.11.2024
Ms. Sripriya Kumar	Member	5	29.01.2025 21.02.2025

The Company Secretary is the Secretary to the Committee.

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee.

- approves and monitors transfers, transmission, splits and consolidation of securities of the Company,
- reviews the redressal of grievances / complaints from shareholders on matters relating to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc., and
- reviews the compliances with various statutory and regulatory requirements.

Composition of the Stakeholders Relationship Committee and attendance of the members at Committee meeting is as follows:

Name of the Member		No. of Meetings attended	Meeting dates
Sri R. Venkatraman	Chairman	1	26.03.2025
Sri Srivats Ram	Member	1	
Sri Ananth Ramanujam	Member	1	

Besides, the Committee also approved resolutions passed in circulation, on 11 occasions.

Sri S Kalyanaraman, Secretary, is the Compliance Officer. One (1) Investor complaint was received and resolved during the financial year.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has formulated a Corporate Social Responsibility Policy indicating the CSR activities to be undertaken by the company in accordance with Schedule VII to the Companies Act, 2013. The terms of reference of the CSR Committee include recommending to the Board the amount of expenditure to be incurred on the CSR activities and monitoring

the implementation of the CSR Policy from time to time. The CSR Policy of the Company, as approved and adopted by the Board, has been posted on the website.

Composition of the Corporate Social Responsibility Committee and attendance of the members at Committee Meeting are as follows:

Name of the Member		No. of Meetings Attended	Meeting dates
Sri Harsha Viji	Chairman	1	21.05.2024
Sri Srivats Ram	Member	1	
Ms.Priyamvada Ramkumar	Member	1	

The Company Secretary is the Secretary to the Committee.

VI. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has formulated criteria for evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors. Further, the Committee has recommended a policy relating to the remuneration of the directors, key managerial personnel, senior management and other employees, which, inter alia, includes the principles for identification of persons who are qualified to become directors.

The criteria laid down for evaluation of the directors and the remuneration policy, as approved and adopted by the Board, are attached as part of this report vide Annexures I (ii) and (iii) respectively.

Composition of the Nomination & Remuneration Committee and attendance of the members at Committee Meetings are as follows:

Name of the Member		No. of Meetings attended	Meeting dates
Sri R. Venkatraman	Chairman	2	21.05.2024
Sri Harsha Viji	Member	2	
Ms Priyamvada Ramkumar	Member	1	05.11.2024

The Company Secretary is the Secretary to the Committee.

VII. INVESTMENT COMMITTEE

The Investment Committee takes appropriate investment decisions based on the authority delegated by the Board. The Committee also evaluates various investment opportunities from time to time and submits its recommendations to the Board. The terms of reference of the Investment Committee inter alia include:

1. Evaluation of investment opportunities that meet the criteria set by the Committee in various sectors, including, auto ancillaries, financial services, Fintech and such other sectors as deemed appropriate by the Committee and investments in start-up entities.
2. Recommending to the Board, various investment proposals which fall outside the investment limits of the Committee, after completing a thorough due-diligence of the same.
3. Reviewing the performance of the portfolio investments on a periodic basis and submitting a performance report to the Board.

Composition of the Investment Committee and attendance of the members at Committee Meetings are as follows:

Name of the Member		No. of Meetings attended	Meeting dates
Sri Harsha Viji	Chairman	2	01.08.2024
Sri R. Venkatraman	Member	3	
Sri Srivats Ram	Member	2	05.11.2024
Sri Ananth Ramanujam	Member	3	21.02.2025
Sri Sriram Viji	Member	2	

VIII. RISK MANAGEMENT COMMITTEE

The Risk Management Committee (RMC) formed in accordance with the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The RMC formulates policies and strategies for identification, measurement and reporting on market risks, credit risks and operational risks.

The terms of reference of the Risk Management Committee inter-alia include:

1. Formulation of a detailed risk management policy for identification of internal and external risks, risk mitigation measures and business continuity plan.
2. Ensuring availability of appropriate methodology, processes and systems to monitor and evaluate risks associated with the business of the Company; and
3. Monitoring and overseeing the implementation of the risk management policy, including evaluating the adequacy of risk management systems.

Composition of the Risk Management Committee and attendance of the members at committee meetings are as follows:

Name of the Member		No. of Meetings attended	Meeting dates
Sri R. Venkatraman	Chairman	2	06.06.2024
Sri Ananth Ramanujam	Member	2	
Sri Suresh I S, CFO (upto 30.11.2024)	Member	1	04.12.2024
Sri C Senthilnathan (w.e.f 01.12.2024)	Member	1	

IX. SEPARATE MEETING OF INDEPENDENT DIRECTORS

A Separate Meeting of Independent Directors was held on 12th December 2024 without the attendance of non-independent directors and members of management. All the Independent Directors attended the meeting and:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairman of the company, taking into account the views of the non-executive directors;

- (iii) assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

X. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has familiarised the Independent Directors with their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model etc. through familiarisation programs. Details of the familiarisation programmes have been disclosed on the company's website under the following web link: <https://sundaramholdings.in/wp-content/uploads/2025/04/Familiarisation-Programme-2024-25.pdf>

XI. REMUNERATION OF DIRECTORS

The sitting fee payable to Independent Directors of the Company for attending the meetings of the Board and various Committees are as under:

Meeting	Sitting Fee
Board	₹25,000/- for each meeting
Audit Committee	
Nomination and Remuneration Committee	
Investment Committee	
Risk Management Committee	
Stakeholders Relationship Committee	₹10,000/- for each meeting
Corporate Social Responsibility Committee	
Separate Meeting of Independent Directors	

The Directors will be remunerated by way of commission for each financial year as decided by the Board of Directors within the ceiling of 1% of the net profits of the Company approved by the shareholders.

The details of remuneration recommended to the Directors and number of shares held by them are as follows:

Name of the Director	Sitting Fee (₹ in lakhs)	Commission (₹ in lakhs)	Number of Shares held individually (as on 31.03.2025)	Relationship with other Directors
Sri Harsha Viji	-	-	26,44,138 ⁽¹⁾	Brother of Sri Sriram Viji
Sri R. Venkatraman	4.35	13.00	-	-
Ms Shobhana Ramachandhran	2.10	10.00	3,70,227	-
Sri Srivats Ram	-	-	34,71,708 ⁽²⁾	-
Sri Ananth Ramanujam	-	-	6,70,940	-
Sri Sriram Viji	-	-	19,52,525 ⁽³⁾	Brother of Sri Harsha Viji
Ms Priyamvada Ramkumar	1.45	10.00	-	-
Ms Sripriya Kumar	2.60	10.00	-	-

Note:

- Number of shares held jointly with others: ⁽¹⁾ 4,637 ⁽³⁾ 4,637
- Number of shares held as Karta of HUF: ⁽²⁾ 1,23,370

XII. PARTICULARS OF SENIOR MANAGEMENT AND CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

Name of Senior Management Personnel ("SMP")	Designation	Changes if any, since the previous financial year (Yes / No)	Nature of change and effective date
Sri Suresh I S	CFO	Yes	Resigned on 30.11.2024
Sri C Senthilnathan	CFO	Yes	Appointed on 01.12.2024
Sri V. Narasimhan	Sr. GM	Yes	Retired on 30.06.2024

XIII. GENERAL BODY MEETINGS

Details relating to last three Annual General Meetings:

Year	Date	Time	Location	No. of Special Resolutions Passed
2024	18 th July 2024	10.00 A.M	Through video conferencing mode	Nil
2023	14 th July 2023	10.00 A.M	Through video conferencing mode	Nil
2022	14 th July 2022	10.00 A.M	Through video conferencing mode	Nil

Details of special resolution passed through Postal Ballot during FY2024-25:

Nil.

No special resolution is proposed to be passed through postal ballot.

XIV. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established necessary vigil mechanism and adopted a Whistle Blower Policy for Directors and Employees to report concerns about unethical behavior. The mechanism provides for adequate safeguards against victimisation. Further, no person has been denied access to the Audit Committee.

The Whistle Blower Policy is available under the following web link:

<https://sundaramholdings.in/wp-content/uploads/2023/12/02.-Whistle-Blower-Policy.pdf>

XV. DISCLOSURES

- There were no materially significant related party transactions having potential conflict with the interests of the company at large.
- The Company has complied with the requirements of the Stock Exchanges/SEBI and statutory authority on all matters related to capital markets during the last three years. No penalties, strictures were imposed on the Company by the Stock Exchange/SEBI or any other statutory authority in respect of the same.
- The Company will continue to adopt other non-mandatory requirements as appropriate.
- The Company has a record of unqualified financial statements since inception.

XVI. POLICIES ON MATERIAL SUBSIDIARIES AND RELATED PARTY TRANSACTIONS

The Company's policies on Material Subsidiaries and Related Party Transactions are available on the website under the following web link:

<https://sundaramholdings.in/wp-content/uploads/2025/04/Policy-on-Material-Subsidiaries-1.pdf>.

<https://sundaramholdings.in/wp-content/uploads/2025/04/Policy-on-Related-Party-Transactions-1.pdf>

XVII. MEANS OF COMMUNICATION

- The un-audited financial results for first three quarters of the financial year 2024-25 and the audited financial results for the year ended 31st March 2025 have been published in "Financial Express" (English) and "Makkal Kural" (Tamil).
- The results have been displayed on the Company's website at <https://sundaramholdings.in/>
- Shareholders have been provided with an opportunity to provide their email id for receiving correspondence and annual report in electronic form.
- The Notice of the 31st Annual General Meeting, together with the Annual Report for the financial year 2024-25, has been sent only in electronic form, in accordance with the relaxation granted by the SEBI vide Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October 2024, to those shareholders who have registered their email id with the Company/Depositories.

XVIII. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date	Time	Venue/Mode
24.07.2025	10.00 AM	Video Conference / Other Audio Visual Means

- Financial Year – 01st April 2024 to 31st March 2025
- Dates of payment of dividend

Interim Dividend	20th February 2025	₹3.70 per share (74%)
2nd Interim Dividend	18th June 2025	₹0.60 per share (12%)
Final Dividend	25th July 2025	₹1.55 per share (31%)

- The company's shares are listed on:
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051
- The Company has paid the listing fee for the financial years 2025-26 to the National stock exchange of India Limited.
- ISIN : INE202Z01029
- Details of outstanding shares in Sundaram Finance Holdings Unclaimed Suspense Account

Particulars	Aggregate Number of shareholders	Outstanding shares lying in Sundaram Finance Holdings Unclaimed Suspense Account
Opening Balance	81	16,646
Less: Claim	1	200
Balance as on 31 st March 2025	80	16,446

- Status of unclaimed shares transferred to 'SFHL Rights Allotment Suspense Demat Account', as detailed below:

Particulars	Total no. of shareholders	No. of outstanding shares lying in unclaimed shares suspense account
Opening Balance	4	83
Less: Claims	-	Nil
Balance as on 31 st March 2025	4	83

- Following dividends are transferable to the Investor Education and Protection Fund (IEPF), as under, in accordance with the provisions of Section 124 (5) of the Companies Act, 2013.

Nature of Dividend	Transferable to IEPF on
Dividend 2017-18	20 th August 2025
Dividend 2018-19	17 th August 2026
Interim Dividend 2019-20	09 th April 2027
Final Dividend 2019-20	17 th August 2027
Final Dividend 2020-21	16 th August 2028
Special Dividend 2021-22	08 th March 2029
Final & Special Dividend 2021-22	16 th August 2029
Interim Dividend 2022-23	08 th March 2030
Final & Special Dividend 2022-23	16 th August 2030
Interim Dividend 2023-24	04 th March 2031
2nd Interim Dividend 2023-24	24 th June 2031
Final Dividend 2023-24	25 th July 2031
Interim Dividend 2024-25	25 th February 2032

- For the financial year 2024-25, the aggregate amount paid/payable to the Statutory Auditors, M/s. R.G.N. Price & Co., Chartered Accountants, towards fees for all services rendered by them to the Company (excluding taxes and out of pocket expenses) is ₹22.54 lakhs. No fee has been paid by the subsidiary companies to M/s. R.G.N. Price & Co.
- Disclosure in relation to Prevention of Sexual Harassment at Workplace forms part of the Board's Report.
- There are no Loans and advances made to firms/companies in which directors of Sundaram Finance Holdings Limited and Sundaram Business Services Limited and Forge 2000 Pvt. Ltd. are interested.

- Details of material subsidiaries:

Name of the Company	Date of incorporation	Place of incorporation	Name and date of appointment of Auditor
SUNDARAM BUSINESS SERVICES LIMITED	12/08/2005	Chennai	M/s. Sundaram & Srinivasan, Dt:17.06.2022
FORGE 2000 PRIVATE LIMITED	20/03/2000	Chennai	M/s. SPVR and Associates, Dt: 23.08.2024

- Dematerialisation requests have been confirmed within the specified time limit.
- M/s Cameo Corporate Services Ltd, Registrars and Share Transfer Agents of the company have attended to the share transfer formalities regularly. The Registrar and Share Transfer Agents can be contacted by the investors at the following address:

M/s Cameo Corporate Services Ltd. 'Subramanian Building', No 1 Club House Road, Chennai 600 002	
Phone	044 4002 0700
Website	www.cameoindia.com
Online Investor Portal	https://wisdom.cameoindia.com
Contact Persons	Mr. R.D. Ramasamy, Director Mr. Nagaraj, Manager

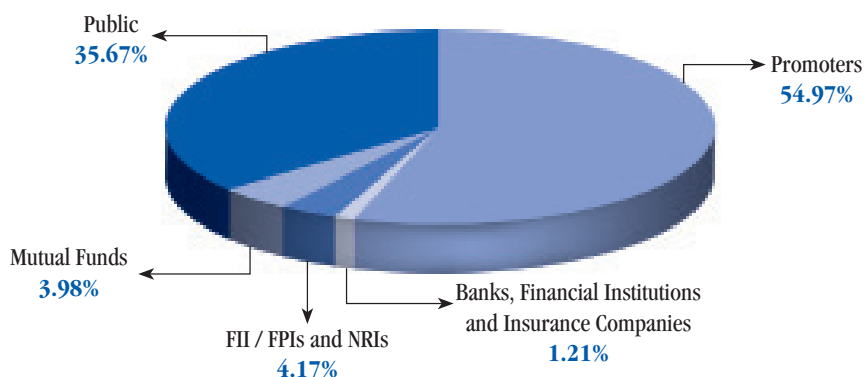
DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2025

No. of Equity Shares Held	Total Shareholders	Total Shares	Total % to Capital
Upto 250	28,437	16,44,864	0.74
251 to 500	3,952	15,25,263	10.69
501 to 1000	2,907	22,69,477	1.02
1001 to 5000	3,768	89,43,874	4.03
5001 to 10000	743	54,51,294	2.45
10001 to 50000	687	1,48,14,866	6.67
50001 to 100000	114	82,60,487	3.72
100001 and above	238	17,91,93,735	80.68
Total	40,846	22,21,03,860	100.00

Total shares held in dematerialised form 99.32%

Public shareholding in dematerialised form 98.50%

SHAREHOLDING PATTERN AS ON 31.03.2025



For your queries / grievances / complaints, please contact:

Sri S. Kalyanaraman

Secretary & Compliance Officer

Sundaram Finance Holdings Limited

21 Patullos Road, Chennai 600 002

Ph: 044-2888 1311

E mail : investorservices@sundaramholdings.in

Sri S. Ravi
Chief Executive Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Sundaram Finance Holdings Limited
CIN-L65100TN1993PLC025996
21, Patullos Road,
Chennai – 600002.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sundaram Finance Holdings Limited having CIN L65100TN1993PLC025996 and having registered office at 21 Patullos Road, Chennai - 600 002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Harsha Viji	00602484	25/01/2017
2	Ramachandran Venkatraman	07119686	16/02/2017
3	Shobhana Ramachandhran	00273837	16/02/2017
4	Srivats Ram	00063415	27/08/2018
5	Ananth Ramanujam	00061970	03/08/2022
6	Sriram Viji	03630636	01/04/2023
7	Priyamvada Ramkumar	07878808	01/04/2023
8	Sripriya Kumar	03319979	11/01/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Name : A Kalyana Subramaniam
Practicing Company Secretary

Membership No : 11142

CP No : 16345

UDIN : F011142G000403897

Place: Chennai

Date : 22nd May 2025

CRITERIA FOR EVALUATION

(as amended on 29th March 2019)

Criteria for evaluation of the Board and non-independent directors at a separate meeting of Independent Directors:

- 1. Composition of the Board and availability of multi-disciplinary skills.**
Whether the Board comprises of Directors with sufficient qualifications and experience in diverse fields to make SFHL a versatile institution.
- 2. Commitment to good Corporate Governance Practices**
 - a) Whether the company practises high ethical and moral standards.
 - b) Whether the company is fair and transparent in all its dealings with the stake holders.
- 3. Adherence to Regulatory Compliance**
Whether the company adheres to the various Government regulations.....Local, State and Central, in time.
- 4. Track record of financial performance**
Whether the Company has been consistently recording satisfactory and profitable financial performance year on year adding to shareholder value.
Whether the Company is transparent in all its disclosures on financial data.
- 5. Grievance redressal mechanism**
Whether a proper system is in place to attend to the complaints / grievances from the shareholders, depositors, customers, employees and others quickly and fairly.
- 6. Existence of integrated Risk Management System**
Whether the Company has an integrated risk management system to cover the business risks.
- 7. Use of Modern technology**
Whether the Company has an Integrated IT strategy and whether there is any system for periodical technology upgradation covering both hardware and software.
- 8. Commitment to CSR**
Whether the Company is committed to social causes and CSR and whether there is a system to identify, finance and monitor such social activities.

Criteria for evaluation of Chairman at separate meeting of Independent Directors:

1. Leadership qualities
2. Standard of Integrity
3. Understanding of Macro economic trends and Micro industry trends.
4. Public Relations
5. Future Vision and Innovation

Criteria for evaluation of Independent Directors by the entire Board:

1. Qualifications & Experience
2. Standard of Integrity
3. Attendance in Board Meetings/AGM
4. Understanding of Company's business
5. Value addition in Board Meetings
6. Fulfillment of Independence Criteria

Criteria for evaluation of Committees by the Board with reference to the respective terms of reference:

1. Qualification & Experience of members
2. Depth of review of various matters, including financial performance
3. Review of regulatory compliance

SUNDARAM FINANCE HOLDINGS LIMITED
REMUNERATION POLICY
 (as amended on 29th March 2019)

Sundaram Finance Holdings Limited (hereinafter referred to as 'the Company') has, since inception, formulated performance based remuneration structures for its employees at all levels, so as to provide ample opportunity for inclusive growth, supported with adequate learning. Accordingly, the remuneration structure is based on the qualification and skill levels at the time of joining the organisation and reviewed on a yearly basis by way of an assessment of their actual performance, through a robust "Performance Management System".

The components forming part of the compensation structure for each grade are designed to reward performance as well as to mitigate some of the location based hardships faced by the employees.

Section 178 (2), (3) and (4) of the Companies Act, 2013 read with the applicable rules thereto provide that the Nomination and Remuneration Committee (NRC) shall identify persons who are qualified to become Directors and shall also recommend to the Board a policy, relating to the remuneration for Directors, Key Managerial Personnel, Senior Management and other employees.

Accordingly, the NRC recommends the following Remuneration Policy of the Company so as to ensure that:

- a) the level and composition of remuneration to non-executive directors is reasonable and appropriate to attract the right talent.
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The following policy shall be hereinafter referred to as "Remuneration Policy of Sundaram Finance Holdings Limited".

I Definitions

- a) "Remuneration" means any monetary benefit or its equivalent extended to any person for services rendered by him/her and includes perquisites as defined under the Income-tax Act, 1961.
- b) "Key Managerial Personnel" means,
 - i) Managing Director, Chief Executive Officer or Manager;
 - ii) Whole-time Director;
 - iii) Chief Financial Officer;
 - iv) Company Secretary.
- c) "Senior Management" means all executives one level below the Chief Executive Officer, and shall include the Chief Financial Officer and Company Secretary.
- d) "Employee" will mean an employee who has been appointed on the rolls of Sundaram Finance Holdings Limited (hereinafter referred to as 'the Company') and has been issued an appointment order by the Company.

II Board Diversity

It will be the endeavour of the Company to attract people to be on the Board of our Company as Directors from variety of backgrounds which are appropriate to the business interests of the Company. To this end, our Directors over the past decades have come from backgrounds as varied as automobile and allied industry, banking and other financial services including insurance and accounting.

III Remuneration Pattern

The NRC lays down the following remuneration pattern for Non-executive Directors and Independent Directors, Key Managerial Personnel, Senior Management and other employees under the Remuneration Policy:

1. The remuneration payable to Non-Executive Directors and Independent Directors shall consist of:
 - (a) Sitting fees for attending the meetings of the Board and sub-committees of the Board, within the limit prescribed under the Companies Act, 2013;
 - (b) Commission for each financial year, within the limits specified under the Companies Act, 2013, as may be decided by the Board of Directors;
 - (c) Reimbursement of expenses for attending meetings of the Board and sub-committees of the Board.
2. The remuneration payable to Whole-time Directors, who may be appointed based on Shareholders' approval, shall consist of:
 - (a) Salary, allowances, commission and perquisites;
 - (b) Commission for each financial year, as may be decided by the Board of Directors, based on the recommendations of the NRC;
 - (c) Minimum Remuneration in any financial year, when the Company has no profits or its profits are inadequate, by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II. Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The overall remuneration payable to Directors, including Executive Directors, shall be within the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V.

The remuneration payable to Key Managerial Personnel, Senior Management and other employees of the company shall consist of salary, allowances, perquisites and variable components reflecting the short and long term performance objectives appropriate to the working of the Company, which are aligned to industry standards.

IV Implementation of the Remuneration Policy

The remuneration payable to Non-executive Directors and Independent Directors shall be determined by the Board of Directors, after taking into account their performance and contribution.

The Remuneration payable to Key Managerial Personnel and Senior Management shall be determined by the NRC and recommended to the Board, after taking into account their experience, qualification, responsibilities, contributions, performance and industry standards.

The implementation of the Remuneration Policy of the Company, in respect of all other employees shall be the responsibility of the Chief Executive Officer.

The NRC shall take suitable steps to issue guidelines, procedures and such other steps as may be considered appropriate from time to time, for effective implementation of the Remuneration Policy.

Auditor's Certificate on Corporate Governance

The Members of SUNDARAM FINANCE HOLDINGS LIMITED, Chennai.

I have examined the compliance of the conditions of Corporate Governance by Sundaram Finance Holdings Limited, Chennai for the year ended on 31st March, 2025, as stipulated in Regulations 17 to 27 of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of Corporate Governance stipulated in the above mentioned Listing Regulations and the above SEBI Regulations.

I state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: 22nd May 2025

A Kalyana Subramaniam

Practicing Company Secretary

FCS No. 11142

CP No. 16345

UDIN : F011142G000403921

Annexure - II (i)

Form No. AOC-2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis
All transactions entered into by the Company during the year with related parties were on an arm's length basis.
2. Details of material contracts or arrangement or transactions at arm's length basis
The transaction entered into by the Company during the year on an arm's length basis with Cheema TVS Industrial Ventures Private Limited, aggregating to ₹40.00 cr., were material in nature in accordance with the definition as provided under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Approval of the shareholders was obtained for the said transaction vide ordinary resolution dated 15th December 2024.
The transactions entered into by the Company during the year on an arm's length basis with related parties were not material in nature.

Chennai
22.05.2025

Harsha Viji
Chairman

Annexure - II (ii)

SFHL Policy on Related Party Transactions

(as per Regulations 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
(as amended on 29th January 2025)

The SFHL Policy on Related Party Transactions (the Policy) shall come into effect from the date it is approved by the Board of Directors. The Policy is being framed in compliance with the requirement stipulated under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Company shall enter into transactions with related parties only on an arm's length basis within the limits approved by the Audit Committee under 'estimated values' and material modification, and supported by appropriate documentation. Deviations, if any, will be subject to necessary compliances under Companies Act, 2013 and / or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

For this purpose, transaction(s) with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

However, transaction(s) involving payment(s) made to a related party with respect to brand usage or royalty, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

"Material Modification" means any modification, either individually or taken together with any previous modification(s) made to the estimated values originally approved by the Audit Committee, which has the effect of a variation in the approved limits by 25% or more or ₹2 crore, whichever is higher.

Remuneration and sitting fees paid by the Company or its subsidiaries to its director(s), key managerial personnel or senior management, who is part of promoter or promoter group, shall require approval of the audit committee.

Remuneration and sitting fees paid by the Company or its subsidiaries to its director(s), key managerial personnel or senior management, not forming part of promoter or promoter group, shall require approval of the audit committee, *if the amount payable exceeds the materiality threshold limit.*

The Company may grant omnibus approval for Related Party Transactions to be entered by its Subsidiaries.

Annual Report on CSR Activities for The Financial Year 2024-25

1. A brief outline of the company's CSR policy:

CSR Policy of the Company is available in our website under the following link:

<https://sundaramholdings.in/wp-content/uploads/2023/12/03.-SFHL-CSR-Policy.pdf>

2. The Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Sri Harsha Viji	Chairperson Non Executive Director	1	1
2	Sri Srivats Ram	Member, Non Executive Director	1	1
3	Ms.Priyamvada Ramkumar	Member – Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

<https://sundaramholdings.in/wp-content/uploads/2023/12/03.-SFHL-CSR-Policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

S. No	Particulars	₹ in lakhs
a.	Average net profit of the company as per section 135(5)	6,186.44
b.	Two percent of average net profit of the company as per sub-section (5) of section 135	123.73
c.	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	-
d.	Amount required to be set-off for the financial year, if any	-
e.	Total CSR obligation for the financial year [(b)+(c)-(d)]	123.73

S. No	Particulars	₹ in lakhs
a.	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	10.00
b.	Amount spent in Administrative Overheads.	6.19
c.	Amount spent on Impact Assessment, if applicable.	-
d.	Total amount spent for the Financial Year [(a)+(b)+(c)].	16.19

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in lakhs.)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount. (₹ in lakhs.)	Date of Transfer	Name of the Fund	Amount. (₹ in lakhs.)	Date of Transfer
16.19	108.00	29.04.2025	-	-	-

(f) Excess amount for set-off, if any:

S. No	Particulars	₹ in lakhs
(i)	Two percent of average net profit of the company as per section 135(5)	123.73
(ii)	Total amount spent for the Financial Year	16.19
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

S. No	Preceding Financial	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in lakhs)	Amount Spent in the Financial Year (in lakhs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in lakhs)	Deficiency, if any
					Amount (In Lakhs)	Date of Transfer		
1.	FY-1	Nil	-	-	-	-	-	-
2.	FY-2	Nil	-	-	-	-	-	-
3.	FY-3	Nil	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☐ Yes ☒ No

If yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NOT APPLICABLE							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.

Not Applicable

Sri S. Ravi
Chief Executive Officer

Sri Harsha Viji
Chairman - CSR Committee

Date : 22.05.2025

Place : Chennai

Annexure IV (i)

Form No. MR-3**Secretarial Audit Report For the Financial Year Ended 31.03.2025**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Sundaram Finance Holdings Limited

CIN-L65100TN1993PLC025996

21, Patullos Road, Chennai – 600002.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sundaram Finance Holdings Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. I have conducted online and offline verification & examination of records, as facilitated by the Company for the purpose of issuing this Report.

Based on my verification of M/s. Sundaram Finance Holdings Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Sundaram Finance Holdings Limited for the period ended on 31.03.2025 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made thereunder and the Applicable provisions of the Companies Act, 1956;
 - II. The Companies (Amendment) Act, 2017;
 - III. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - V. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - VI. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (share based employee benefits, sweat equity Regulations 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - VII. The Memorandum and Articles of Association of the company.

2. I have also examined compliance with the applicable clauses of the following:

- i. Listing Agreements entered into by the Company with the National Stock Exchange of India Limited as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended till date; and
- ii. Secretarial Standards issued by The Institute of Company Secretaries of India.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above and there are no other specific observations requiring any qualification on non-compliances.

3. I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. While majority decision is carried out, there are no dissenting directors / members' views as part of the minutes.
- iv. The Company has obtained all necessary approvals under the various provisions of the Act; and
- v. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- vi. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- vii. During February 2018, pursuant to the sanctioning of the Composite Scheme of Arrangement and Amalgamation, the Company had allotted 26,564 equity shares to IEPFA. However the Company has not been able to submit the break-up of this allotment in Form IEPF 4, due to non-availability of the relevant option in the E-form IEPF 4 on the MCA portal. As a result, the Company will not be in a position to verify the claims, if any, filed by the shareholders. The Company has been making representations in this regard with the relevant authorities and a suitable solution is awaited.

4. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

I further report that:

- a. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

A Kalyana Subramaniam
Practicing Company Secretary
(FCS No.11142)
(C.P No. 16345)
UDIN: **F011142G000403886**

Place: Chennai
Date: 22 May 2025

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE
(QUALIFIED/NON-QUALIFIED)**

To,
The Members
Sundaram Finance Holdings Limited
CIN-L65100TN1993PLC025996
21, Patullos Road,
Chennai – 600002.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for the opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date: 22 May 2025

A Kalyana Subramaniam
Practicing Company Secretary
(FCS No.11142)
(C.P No. 16345)
UDIN: **F011142G000403886**

Form No. MR-3**Secretarial Audit Report For the Financial Year Ended 31.03.2025**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

Sundaram Business Services Limited

CIN-U74140TN2005PLC057179

21, Patullos Road,

Chennai – 600002.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Sundaram Business Services Limited (hereinafter called the Company) with CIN-U74140TN2005PLC057179. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. I have conducted online and offline verification & examination of records, as facilitated by the Company for the purpose of issuing this Report.

Based on my verification of M/s. Sundaram Business Services Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

2. I have examined:

The books, papers, minute books, forms and returns filed and other records maintained by M/s. Sundaram Business Services Limited for the period ended on 31.03.2024 according to the provisions (to the extent applicable to the Company) of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the Companies Act, 1956;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and
 - c. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following:

Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above and there are no other specific observations requiring any qualification on non-compliances.

3. I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - c. Majority decision is carried through and there are no dissenting directors / members view as part of the minutes.
 - d. The Company has obtained all necessary approvals under the various provisions of the Act; and
 - e. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
 - f. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
4. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

I further report that:

- a. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

A Kalyana Subramaniam
Practicing Company Secretary
(FCS No.11142)
(C.P No. 16345)
UDIN: F011142G000371491

Place: Chennai

Date: 19 May 2025

**ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE
(QUALIFIED/NON-QUALIFIED)**

To,

The Members

Sundaram Business Services Limited

CIN-U74140TN2005PLC057179

21, Patullos Road,

Chennai – 600002.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for the opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

A Kalyana Subramaniam

Practicing Company Secretary

Membership Number : 11142

Certificate of Practice Number: 16345

UDIN: F011142F000371491

Date: 19 May 2025

Place: Chennai

**Disclosure pursuant to Rule 5 of Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) & (ii) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Names of the Directors	Ratio to Median Remuneration (times)	Inc(+)/Dec (-) in Remuneration
Harsha Viji, Chairman	NA	NA
R. Venkatraman	2.40	5.47
Shobhana Ramachandhran	1.67	16.91
Srivats Ram	NA	NA
Ananth Ramanujam	NA	NA
Sri Sriram Viji	NA	NA
Ms.Priyamvada Ramkumar	1.58	43.13
Ms.Sripriya Kumar (Appointed on 11.01.2024)	1.74	NA
S. Ravi, Chief Executive Officer	7.68	-39.60
Suresh I.S., Chief Financial Officer (upto 30.11.2024)	6.19	-17.93
C. Senthilnathan, Chief Financial Officer (w.e.f. 01.12.2024)	1.10	NA
S Kalyanaraman, Secretary & Compliance Officer	4.99	22.31

- (iii) The percentage Increase in the median remuneration of employees in the financial year: 14.78%
- (iv) The number of permanent employees on the rolls of the Company: 16
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- The average increase in salaries of employees other than managerial personnel in 2024-25 was 14.78%. Percentage increase in the managerial remuneration for the year was -18%.
- (vi) Affirmation that the remuneration is as per the remuneration policy of the company.
- The Company affirms that remuneration is as per the remuneration policy of the Company.
- (vii) The Company does not have any employee who has been in receipt of annual remuneration of not less than ₹ 1.02 cr. for the year or monthly remuneration of ₹ 8.50 lakhs.

(viii) The top ten employees in terms of remuneration drawn were appointed by the Company/transferred from the demerged company during the year. The details are as follows:

Sl. No.	Name of the Employee	Designation	Remuneration (₹ in lakhs)	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last employment	Relative of any director
1	Ravi S	Chief Executive Officer	55.53	Contractual	B.COM Has over 3 decades of experience in banking and financial services industry.	1/4/2020	63	Sundaram Fund Services	Nil
2	Suresh I S., (upto 30.11.2024)	Chief Financial Officer	44.78	Others	M. Com., ACA, Has over 18 years of post-qualification experience in finance, accounts, operations and related areas.	1/3/2022	46	Sundaram Business Services Limited	Nil
3	C Senthilnathan (Appointed on 01.12.2024)	Chief Financial Officer	7.92	Others	B.Com, ACA , Has been associated with the group for 20 years, heading the operations of finance and accounting verticals in Sundaram Business Services Limited.	1/12/2024	48	Sundaram Business Services Limited	Nil
4	S Kalyanaraman	Secretary & Compliance Officer	36.07	Others	B.Com., ACS, Has an overall experience of 40 years, had been associated with the Sundaram Finance Group for 30 years, which included 23 years in the Secretarial Function and 7 years in the Internal Audit Function.	1/6/2022	59	India Motor Parts & Accessories Limited	Nil
5	Narasimhan V (upto 30.06.2024)	Sr. General Manager	27.92	Others	B.A.. (Eco) & Msc (Physics) Has over 3 decades experience in marketing and learning & development.	18/1/2018	64	Sundaram Finance Limited	Nil
6	Ramasamy R	Manager	14.21	Others	B.Com, Has over 29 years of experience.	1/10/1996	54	Sundaram Finance Ltd	Nil
7	Syamala Sri Nandini	Deputy Manager	9.62	Others	ACA	6/5/2024	27	Nil	Nil
8	Selvaraj Thangaraj	Assistant Manager	7.94	Others	B.Com.,Has over 14 years of experience in Secretarial.	9/9/2022	35	MRF Limited	Nil
9	Gokulnath P	Specialist-Finance	6.93	Others	B.Com.,Has over 13 years of experience in Accounts.	1/9/2023	35	Sundaram Business Services Limited	Nil
10	S. Surya	Assistant Manager	5.08	Others	B.Com., MBA Has over 5 years of experience in Secretarial	1/12/2019	26	Nil	Nil

*Standalone Financial
Statements
2024-25*

R.G.N. PRICE & CO.

CHARTERED ACCOUNTANTS

Akshya Shanthi, 1st Floor 25 & 27, Anna Salai, Chennai - 600002

Phone: 044-4787 3795 / 2841 3633 Email: price@rgnprice.com

22nd May 2025

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Standalone Financial Statements

To the Members of Sundaram Finance Holdings Limited

Opinion

We have audited the accompanying standalone financial statements of Sundaram Finance Holdings Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under Section 133 of the Act (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matter to be communicated in our report.

Key Audit Matter	Our audit procedures with regards to key audit matter
<p>Refer Note 2.2 “Fair value measurement” and Note 2.4 “Financial Assets” for relevant accounting policies and significant accounting estimates used by the Company.</p> <p>The investment portfolio is valued at ₹ 7,337.57 crores which represents almost 99.51% of the total assets, where unquoted equity investments fair valued through OCI amount to ₹3,917.34 crores (“Investment”) covering about 53.4% of investment value as at 31st March’25.</p> <p>As the above investments are not traded in the active market, fair value of these investments involved significant management judgments and estimate and were valued based on valuation recommendation provided by a Valuation Expert.</p> <p>Determination of Fair Value includes the following approach :</p> <ul style="list-style-type: none"> Market approach according to which the earnings and book value-based market multiples of peer companies in the same sectors have been considered after adjusting for illiquidity discount, if any; Fair value based on agreements to buy/ sell an asset between the market participants; Fair value determined as per discounted cash flow method based on projections of the investee Companies. <p>The above valuations are categorized as Level 2 or Level 3 type of valuation, as the case may be, in accordance with Ind AS 113 Fair Value Measurement based on the available observable/unobservable inputs. Accordingly, the valuation of unquoted investment was considered to be a Key Audit Matter; due to significant judgments associated with determining the fair value of investment and its materiality in the financial statements.</p>	<p>(i) Reviewed the Accounting Policies used by the Company for accounting and disclosing Investments for compliance with the accounting framework.</p> <p>(ii) Evaluating valuation methodology recommended by Valuation Expert.</p> <p>(iii) Verified the correctness of market inputs used and mathematical accuracy of the valuation analysis.</p> <p>(iv) Assessed the adequacy of internal controls, evaluated the design and tested the operating effectiveness of such controls for initial recognition, subsequent measurement and disclosure of investments as on the reporting date as per applicable regulations.</p> <p>(v) Our team was supported by our in-house valuation specialist, especially in determining whether such valuation methodology is consistent with the market practice.</p> <p>(vi) We also assessed whether the disclosures in relation to investments are compliant with the relevant Indian accounting requirements and appropriately present the sensitivities in the valuations based on alternative outcome.</p>

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis; Board’s Report including Annexure and Corporate Governance Report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. Their responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or had no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub section (11) of Section 143 of the Act, we give in the **ANNEXURE "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - i) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books except for the matter stated in the paragraph (viii) (f) below on reporting under Rule 11(g)

- iii) The Balance Sheet, the Statement of Profit and Loss Account (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with in this report are in agreement with the books of account.
- iv) In our opinion, the financial statements comply with the Ind AS specified under section 133 of the Act.
- v) On the basis of the written representations received from the directors taken on records by the Board of Directors, none of the directors is disqualified from being appointed as a director under sub-section (2) of section 164 of the Act.
- vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate report in **ANNEXURE "B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with provisions of Section 197 of the Act.
- viii) With respect to other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - a. The Company has disclosed the pending litigations which would impact its financial position Refer Note 31(c);

- b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds have been advanced or loaned or invested (either from share premium or any other sources or kind of funds) by the Company or to in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiary”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiary;
- (ii) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on our audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) as mentioned above, contain any material mis-statement.
- e. The interim and final dividend for the FY 2023-24 and interim dividend for the FY 2024-25 declared and paid by the Company are in compliance with Section 123 of the Act.
- As stated in Note 31b to the Financial Statements, the Board of Directors of the Company has declared a second interim dividend and recommend final dividend for the FY 2024-25 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended 31st March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year except in case of outsourced payroll processing application for which audit trail feature at the database level was enabled during the year.
- Further, for the applications where audit trail (edit log) facility was operated throughout, we did not come across any instance of the audit trail (edit log) being tampered with. Additionally, the audit trail (edit log) has been preserved by the Company as per statutory requirements for record retention.

Place: Chennai
Date: 22nd May 2025

For **R.G.N. Price & Co.**
Chartered Accountants
FR No. 002785S

Vinay M Kothari
Partner
M No.234371
UDIN:25234371BMNTAF8526

Annexure – “A” referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our audit report of even date to the members of Sundaram Finance Holdings Limited (“the Company”) on the financial statements of the Company for the year ended 31st March, 2025

I	a.	i) The Company is maintaining proper records for its property plant and equipment (PPE) showing full particulars including quantitative details and situation of those property plant and equipment. ii) The Company is maintaining proper records for its intangible assets showing full particulars including appropriate classification.
	b.	The Company is having a policy of physical verification of PPE on regular interval of once in two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. The Company has not conducted physical verification of PPE during the year
	c.	The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
	d.	The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year and hence reporting under Clause 3(I) (d) of the Order is not applicable.
	e.	No proceeding has been initiated or are pending against the Company as at 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and hence reporting under Clause 3(I) (e) of the Order is not applicable.
II		Considering the nature of business of the Company, Clause 3(II) of the Order relating to inventories is not applicable.
III	a.	According to information and explanations given to us, the Company has not granted any loan, or advances in nature of loans, or stood guarantee or provided security to any other entity.
	b.	According to information and explanations given to us, the Company has not made any investment, guarantees provided, security given which are prejudicial to the Company's interest.
	c.	Since the Company has not granted any loan, or advances in nature of loans, or stood guarantee or provided security to any other entity/person, Clauses 3(III) (c) to (f) of the Order are not applicable.
IV		The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of investments made during the year. According to information and explanations given to us, all the investments made are not prejudicial to the interest of the Company and the Company has not granted any loans or guarantees or securities during the year as envisaged under Section 185 and 186 of the Act.
V		The Company has not accepted any deposits or any other amounts which are deemed to be deposits; Hence the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company.

VI	The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act.				
VII	a.	According to the information and explanations given to us, and records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and any other statutory dues applicable to it with appropriate authorities. There are no arrears of undisputed statutory dues outstanding as at 31st March 2025 for a period of more than six months from the date they became payable.			
	b.	According to the information and explanations given to us, and records of the Company examined by us, in our opinion, there are no dues of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Cess and any other statutory dues applicable pending on account of any dispute as at 31st March 2025 except the following:			
		Name of the Statute	Nature of Dues	Amount (₹ in Lakhs)	Financial Year
		Income Tax Act, 1961	Income Tax	21.78	2017-18
		Income Tax Act, 1961	Income Tax	17.48	2018-19
		Income Tax Act, 1961	Income Tax	0.94	2020-21
		Income Tax Act, 1961	Income Tax	315.52	2021-22
VIII	According to the information and explanations given to us, and records of the Company examined by us, there are no transactions in the nature of undisclosed income or income surrendered which needs to be accounted in the books of accounts during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under Clause 3(viii) of the Order is not applicable.				
IX	According to the information and explanations given to us, and records of the Company examined by us, the Company has not obtained any loans or borrowings from any person/entity during the year or balance carried forward from prior periods. Accordingly, reporting under Clause 3(IX) of the Order is not applicable				
X	a.	According to the information and explanations given to us, and records of the Company examined by us, the Company has not raised any money through further public offer of equity shares during the year under review and hence reporting under Clause (X) (a) of the Order is not applicable.			
	b.	The Company has not made any preferential allotment or private placement of shares or fully convertible or partly convertible debentures during the year under review and hence reporting under Clause (X) (b) of the Order is not applicable.			

XI	a.	During the course of our examination of books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither observed any instances of fraud by the Company or any fraud on the Company nor have we been informed of such case by the Management during the year;
	b.	In continuation to above, we, as statutory auditors, are not required to file Form ADT-4 under sub-section (12) of section 143 of the Companies Act as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
	c.	According to the information and explanations given to us, and records of the Company examined by us, the Company has not received any whistle-blower complaints during the year and hence reporting under Clause 3(XI) (c) of the Order is not applicable.
XII	The Company is not a Nidhi Company and hence reporting under Clause 3(XII) of the Order is not applicable.	
XIII	In our opinion and according to information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable Accounting Standards.	
XIV	a.	The Company has an internal audit system which commensurate with the size and nature of its business;
	b.	The reports of the Internal Auditor for the period under audit were considered for the purpose of statutory audit by us.
XV	According to the information and explanations given to us and based on our examination of records, the Company has not entered into any non- cash transactions with the directors or persons connected with them contravening Section 192 of the Act.	
XVI	a.	According to the information, explanation and representation given to us and based on our examination of records, the Company is not required to register under section 45-IA of the Reserve Bank of India Act, 1934;
	b.	According to the information and explanation given to us and based on our examination of records, the Company has not conducted any Non- Banking Financial or Housing Finance activities during the year under review;
	c.	According to the information, explanation and representation given to us and based on our examination of records, the Company is an exempted Core Investment Company (CIC) and it continues to fulfill such criteria;
	d.	According to the information and explanation given to us and based on our examination of records, the group has eight exempted Core Investment Companies including the Company.
XVII	According to the information and explanations given to us and based on our examination of records, the Company has not incurred any cash loss in the financial year and in the immediately preceding financial year and hence reporting under Clause 3(XVII) of the Order is not applicable.	
XVIII	There has been no resignation by the statutory auditors during the year and hence reporting under Clause 3(XVIII) of the Order is not applicable.	

XIX	According to the information and explanations given to us and based on our examination of records, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.	
XX	a.	According to the information and explanations given to us and based on our examination of records, the Company has discharged its Corporate Social Responsibility (CSR) obligations and hence not required to transfer amount, to Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of section 135 of the said Act for other than ongoing projects.
	b.	According to the information and explanations given to us and based on our examination of records, the Company has transferred the amount remaining unspent in respect of ongoing project to a special account in compliance with provision of sub section (6) of section 135 of the said act.

Place: Chennai
Date: 22nd May 2025

For **R.G.N. Price & Co.**
Chartered Accountants
FR No. 002785S

Vinay M Kothari
Partner
M No.234371
UDIN:25234371BMNTAF8526

Annexure – “B” referred to in paragraph 2 Clause (vi) under ‘Report on Other Legal and Regulatory Requirements’ section of our audit report of even date to the members of Sundaram Finance Holdings Limited (“the Company”) on the financial statements of the Company for the year ended 31st March, 2025

We have audited the internal financial controls over the financial reporting of Sundaram Finance Holdings Limited (“the Company”) as on March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering

the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (Act).

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under sections 143(10) of the Act to the extent applicable to an audit of internal financial controls. The Guidance Note and those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk whether material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025 based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by ICAI.

Place: Chennai
Date: 22nd May 2025

For **R.G.N. Price & Co.**
Chartered Accountants
FR No. 002785S

Vinay M Kothari
Partner
M No.234371
UDIN:25234371BMNTAF8526

Standalone Balance Sheet

as at 31st March, 2025

(₹ in lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
ASSETS			
(1) Financial Assets			
(a) Cash and cash equivalents	1	20.81	16,287.45
(b) Bank Balances other than (a) above	1	109.03	50.21
(c) Receivables	2	0.64	92.79
(d) Loans	3	2.06	1.14
(e) Investments	4	7,33,756.80	6,76,337.11
(f) Other financial assets	5	1,178.48	81.26
(2) Non-financial Assets			
(a) Current tax assets (Net)	6	214.97	50.90
(b) Investment property	7	1,917.87	1,923.20
(c) Property, plant and equipment	7	169.83	159.95
(d) Right of Use asset	24	-	21.66
(e) Other non-financial assets	8	20.86	34.00
Total Assets		7,37,391.35	6,95,039.67
LIABILITIES AND EQUITY			
(1) Financial liabilities			
(a) Payables			
Trade Payables	9		
(i) Total outstanding dues of micro and small enterprises		6.27	2.39
(ii) Total outstanding dues of creditors other than micro and small enterprises		2.61	11.02
(b) Other financial liabilities	10	251.92	106.60
(c) Lease Liability	24	-	28.68
(2) Non-financial liabilities			
(a) Provisions	11	149.57	187.53
(b) Deferred tax liabilities (Net)	12	69,340.55	92,506.08
(c) Other non-financial liabilities	13	17.65	44.39
(3) Equity			
(a) Equity share capital	14	11,105.19	11,105.19
(b) Other equity	15	6,56,517.59	5,91,047.79
Total Liabilities and Equity		7,37,391.35	6,95,039.67

This is the Standalone Balance Sheet referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Harsha Viji

Chairman

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

SUNDARAM FINANCE HOLDINGS LIMITED

Standalone Statement of Profit and Loss

for the Year Ended 31st March, 2025

(₹ in lakhs)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Interest Income	16	118.99	190.06
Dividend Income		20,952.25	16,040.36
Net gain on fair value changes	17	6,204.84	3,759.47
Gain on derecognition of financial instrument	31h	2.29	17,566.78
Sale of services	18	319.12	1,261.84
Revenue from operations		27,597.49	38,818.51
Other Income	19	269.76	213.69
Total Income		27,867.25	39,032.20
Expenses			
Finance Cost	20	1.44	2.65
Employee benefit expenses	21	382.55	1,188.62
Depreciation, Amortisation and Impairment	7	34.86	43.42
Administrative and Other expenses	22	570.90	912.69
Total expenses		989.75	2,147.38
Profit before exceptional items and tax		26,877.50	36,884.82
Exceptional items		-	-
Profit before tax		26,877.50	36,884.82
Current tax	23	2,857.23	4,037.92
Deferred tax	23	419.75	689.75
Total tax expense		3,276.98	4,727.67
Profit/(loss) for the period		23,600.52	32,157.15
Other Comprehensive Income			
Items that will be reclassified to profit or loss			
Change in Fair value of financial instruments		(17.57)	17.57
Income tax on above		(4.42)	4.42
Change in Fair value of financial instruments (Net of tax)		(13.15)	13.15
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		4.91	(7.69)
Income Tax on above		1.24	(1.94)
Remeasurements of the defined benefit plans (Net of tax)		3.67	(5.75)
Change in Fair value of equity instruments		40,096.56	2,61,121.99
Income tax on above		(22,659.38)	51,877.84
Change in Fair value of equity instruments (Net of tax)		62,755.94	2,09,244.15
Other Comprehensive Income Net of Tax		62,746.46	2,09,251.55
Total Comprehensive Income for the period		86,346.98	2,41,408.70
Basic and Diluted Earnings per Equity Share of ₹5/- each	31a	10.63	14.48

This is the Standalone Statement of Profit and Loss referred to in our report of even date attached. For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

Harsha Viji

Chairman

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY

(a) Equity Share Capital

Particulars	March 31, 2025		March 31, 2024	
	No. of Shares	Amount ₹ in lakhs	No. of Shares	Amount ₹ in lakhs
Balance at Beginning (A)	22,21,03,860	11,105.19	22,21,03,860	11,105.19
Changes in Share Capital due to changes in Accounting Policies and prior period errors (B)	-	-	-	-
Restated balance at the beginning of the current reporting period (A) + (B)	22,21,03,860	11,105.19	22,21,03,860	11,105.19
Changes in Share Capital in the current reporting period	-	-	-	-
	22,21,03,860	11,105.19	22,21,03,860	11,105.19

(b) Other equity

(₹ in lakhs)

Particulars	Reserves and Surplus				Gains/ (Losses) from instruments fair valued through OCI	Total
	Capital Reserve	General Reserve	ESOP Reserve	Securities Premium	Retained Earnings	
Balance as at 01 April 2023	1,874.68	13,108.02	11.54	31,711.64	2,52,638.20	3,59,630.08
Add/(Less):						
(a) Profit or loss for the period	-	-	-	-	-	32,157.15
(b) Other comprehensive income	-	-	-	-	2,09,257.29	2,09,251.54
(c) ESOP contribution scheme of Parent company	-	-	3.69	-	-	3.69
(d) Final and special Dividend for FY 22-23	-	-	-	-	(5,552.60)	(5,552.60)
(e) Interim Dividend FY 23-24	-	-	-	-	(4,442.08)	(4,442.08)
Transfer on account of Sale of Equity instruments measured at FVTOCI (net of tax)	-	-	-	-	(19,738.40)	-
Balance as at 01 April 2024	1,874.68	13,108.02	15.23	31,711.64	4,42,157.10	5,91,047.79
Add/(Less):						
(a) Profit or loss for the period	-	-	-	-	-	23,600.52
(b) Other comprehensive income	-	-	-	-	62,742.80	62,746.47
(c) ESOP contribution scheme of Parent company	-	-	0.57	-	-	0.57
(d) Final and special Dividend for FY 23-24	-	-	-	-	(4,553.13)	(4,553.13)
(e) Interim Dividend FY 23-24	-	-	-	-	(8,106.79)	(8,106.79)
(f) Interim Dividend FY 24-25	-	-	-	-	(8,217.84)	(8,217.84)
Transfer on account of Sale of Equity instruments measured at FVTOCI (net of tax)	-	-	-	-	(5,398.88)	-
Balance as at 31 March 2025	1,874.68	13,108.02	15.80	31,711.64	4,99,501.02	6,56,517.59

This is the Standalone Statement of Changes in Equity referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 0027858

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited
Harsha Viji
Chairman

R. Venkatraman
Director

C. Senthilnathan
Chief Financial Officer

S Kalyanaraman
Secretary & Compliance Officer

S.Ravi
Chief Executive Officer

Standalone Cash Flow Statement

(₹ in lakhs)

Particulars	2024-25	2023-24
Cash flow from operating activities		
Profit before tax	26,877.50	36,884.82
Adjustments to reconcile profit before tax to net cash used in operating activities		
(a) Depreciation and impairment of property, plant and equipment	34.86	43.42
(b) Impairment/(Reversal of Impairment) on Financial Instruments	(2.44)	2.43
(c) Fair value change in financial instruments	(6,204.84)	(3,759.47)
(d) Interest income from Investments	(118.99)	(190.06)
(e) (Gain)/loss on sale/scrap of property, plant and equipment	(1.07)	(0.39)
(f) ESOP contribution scheme of Parent company	0.57	3.69
(g) Finance costs paid	1.44	2.65
(h) Dividend received / (receivable)	(1,162.93)	-
(i) Interest received / (receivable)	-	(66.10)
(j) (Gain)/Loss on derecognition of financial instrument	(2.29)	(17,566.78)
(k) Net Actuarial gain/(loss) on defined benefit plan	4.91	(7.69)
(l) Gain on termination of lease	(5.09)	-
	19,421.63	15,346.52
Working capital adjustments		
(a) (Increase)/Decrease in		
Trade and other receivables	92.15	72.80
Loans	(0.92)	2.89
Other financial assets	7.49	24.21
Other non-financial assets	13.14	25.51
(b) Increase/(Decrease) in		
Trade and other payables	(4.52)	(11.68)
Financial liabilities	86.50	(20.97)
Non-financial liabilities and provisions	(64.67)	44.63
	19,550.80	15,483.91
Income Tax paid	(3,020.69)	(3,011.30)
Net cash flows from operating activities	16,530.11	12,472.61
Cash flow from investing activities		
Purchase and construction of property, plant and equipment	(31.93)	(11.09)
(Purchase)/Sale of Mutual funds (net)	(18,441.22)	(22,958.35)
(Purchase)/Sale of other investments (net)	7,310.08	38,300.68
Proceeds from sale of property, plant and equipment	1.22	0.79
Interest received	177.21	190.06
	(10,984.64)	15,522.09
Income Tax paid	(923.33)	(1,756.68)
Net cash flows from investing activities	(11,907.97)	13,765.41
Cash flow from financing activities		
Dividend Paid	(20,877.76)	(9,994.67)
Lease Liability Principal paid	(9.58)	(10.97)
Lease Liability Interest paid	(1.44)	(2.65)
Net cash flows from financing activities	(20,888.78)	(10,008.29)
Net increase / (decrease) in cash and cash equivalents	(16,266.64)	16,229.73
Cash and cash equivalents at the beginning of the year	16,287.45	57.72
Cash and cash equivalents at the end of the year (Refer Note 1)	20.81	16,287.45

This is the Standalone Cash Flow Statement referred to in our report of even date attached.

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

SUNDARAM FINANCE HOLDINGS LIMITED

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1. COMPANY OVERVIEW

Sundaram Finance Holdings Limited ('the Company') is a Public Limited Company incorporated in India with its registered office located at No.21, Patullos Road, Chennai – 600002. The Company comes under the category of exempted Core Investment Company (CIC) and is not required to register with the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC). The Company is primarily engaged in the business of Investments, business processing and support services.

The equity shares of the Company are listed on the National Stock Exchange of India Limited.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Financial Statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period. Company's financial statements are prepared in Indian Rupees (₹), which is also its functional currency.

2.2 Measurement of fair values

The Company's accounting policies and disclosures require the measurement of financial assets and liabilities at fair values. The Company has established policies and procedures with respect to the measurement of fair values.

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

Level 1 - The fair value of financial instruments traded in active markets is based on quoted (unadjusted) market prices at the end of the reporting period.

Level 2 - The fair valuation of instruments not traded in active markets is determined based on observable market data and by using valuation techniques.

Level 3 - Where one or more of the significant inputs are not from observable market data, fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. An adjustment to a Level 2 input that is significant to the entire measurement results in a fair value measurement categorized within Level 3 of the fair value hierarchy if the adjustment uses significant unobservable inputs.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

2.3 Revenue Recognition

Revenue is recognized when control of services is transferred to the customer at an amount that reflects the consideration to which the Company is entitled in exchange for those services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment.

Revenue from rendering of services is recognized with reference to the stage of completion determined based on an estimate of work performed, and when the outcome of the transaction can be estimated reliably.

Dividends: Dividend income is recognized when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably. This is generally when the shareholders approve the dividend.

Interest Income: For all debt instruments measured at amortized cost, interest income is recognized on a time proportion basis, considering the amount outstanding and effective interest rate.

Rental Income: Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit and loss.

2.4 Financial Assets

Initial Recognition

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

Financial Asset measured at Amortized Cost (AC)

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Financial assets at fair value through other comprehensive income: (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and the interest on the principal outstanding.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Financial assets at Fair value through profit or loss: (FVTPL)

Any financial asset not subsequently measured at amortized cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

Investments in Subsidiary and Associates

The Company has accounted for its investments in Subsidiary at cost.

All other equity instruments, including investment in Associates, are measured at fair value, with value changes on these instruments, excluding dividends, are recognized in the Other Comprehensive Income (OCI).

De-Recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset. For Instruments measured at fair value through OCI, there is no recycling of the amounts from OCI to profit and loss on sale of investment. However, the Company may transfer the cumulative realized gain or loss on sale of investment within equity.

2.5 Financial Liabilities

Initial Recognition

All financial liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-Recognition

A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Impairment of Financial Assets

The Company applies the Expected Credit Loss (ECL) model for recognizing impairment losses, if any on financial assets. 12 months ECL represents the expected default events on the financial asset that are possible within 12 months after the reporting date. Where the credit risk on the financial assets has not increased significantly since initial recognition, the loss is measured at an amount equal to 12 months ECL. Where the credit risk on financial assets has increased significantly since initial recognition, the loss is measured at an amount equal to the lifetime expected credit loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet when the Company has a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

2.6 Leases

The Company's lease asset classes primarily consist of leases for land and buildings for providing business processing and support services. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

Right-of-use (ROU) assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment whether it will exercise an extension or a termination option.

For a lease modification that is not accounted for as a separate lease, the remeasurement of the lease liability is accounted by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease and any gain or loss relating to the partial or full termination of the lease is recognized in statement of profit or loss.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

2.7 Employee Benefits

SHORT TERM EMPLOYEE BENEFITS

As per the employment policy of the Company, short-term employee benefits for services rendered by employees are recognized during the period when the services are rendered.

POST EMPLOYMENT BENEFITS

Defined Contribution plans

Superannuation

The Company contributes to the Superannuation fund, which is managed by the Life Insurance Corporation of India (LIC). The contributions are charged to the Statement of Profit and Loss.

Provident Fund

The Provident Fund contributions are made to the government administered Provident Fund and Employees' Pension Scheme under the Employees Provident Fund Act and to Employees' State Insurance Schemes on behalf of its employees. The contributions are charged to Statement of Profit and Loss.

Defined benefit plans

Gratuity

The Company provides a lump sum payment to eligible employees, at retirement or resignation of employment based on the last drawn salary and years of employment with the Company as per the provisions of the Payment of Gratuity Act, 1972. The Company makes contributions to a gratuity fund administered by trustees and managed by LIC of India.

The liability or asset recognized in the Balance Sheet in respect of a defined gratuity plan is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation using the projected unit credit method made at the end of the year.

The present value of defined benefit obligation is determined by discounting the estimated future cash out flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels. Re-measurement gains or losses arising from Experience Adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in the Other Comprehensive Income. They are included in the statement of changes in equity and in the Balance Sheet. Re-measurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to Statement of Profit or Loss in subsequent periods.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Changes in present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss.

Leave Encashment

The Company contributes to a staff leave encashment scheme managed by SBI Life Insurance Company Limited. The Company accounts its liability based on an actuarial valuation, as at the Balance Sheet date, using the Projected Unit Credit method.

2.8 Share Based Payments

Employee Stock Options

Sundaram Finance Limited, the erstwhile holding company, has an employee stock option scheme in accordance with SEBI guidelines 1999 for extending the scheme to eligible employees of the Company, being a subsidiary company. Accordingly, the Company recognizes the compensation expense relating to share-based payments in accordance with IND AS 102 - Share based payments.

2.9 Income Taxes

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company: has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income.

The measurement of deferred tax reflects the tax consequences that would follow from the way the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. It is measured using tax rates enacted or substantively enacted at the reporting date.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are offset only if the Company:

- a) has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Current and Deferred tax for the year- OCI

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.10 Property, plant, and equipment

The property plant and equipment are the assets held for use in the supply of services.

Property, plant, and equipments are stated in the balance sheet at cost (net of duty/ tax credit availed) less accumulated depreciation and accumulated impairment losses.

Cost of acquisition is inclusive of freight, non-refundable duties & taxes and other directly attributable costs of bringing the asset to its working condition for the intended use.

Freehold land is not depreciated.

An item is recognized as property plant and equipment if and only if it is probable that future economic benefits associated with the item will flow to the Company and its costs can be measured reliably.

Subsequent expenditure is added to the carrying amount or recognized as a separate asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Depreciation commences when the assets are ready for their intended use. Where the property plant and equipment are not ready for its intended use as on the balance sheet date it is disclosed as capital work in progress

Depreciation is recognized to write off, the cost of assets less their residual values over their useful lives, using the written down value method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Estimated useful lives of the assets, based on technical assessment, which are different in certain cases from those prescribed in Schedule II to the Act, are as follows:

Assets	Own
Office equipment	8
Computer (included in Plant & Equipment)	
End user services	7
Servers and network	10
Vehicles	5
Electrical Equipment	15

The property plant and equipment with definite life are reviewed for impairment whenever the events or changes indicate that their carrying value may not be recoverable.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

An item of the property plant equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising from the disposal or retirement of the item of property plant equipment is determined as the difference between the sale proceeds and carrying amount of the asset and is recognized in profit and loss.

2.11 Investment Property

Properties held to earn rental income or for capital appreciation or both and that is not occupied by the Company are classified as Investment Property.

It is measured initially at cost of acquisition including transaction costs, borrowing cost and other directly attributable costs in bringing the asset to its working condition for its intended use.

Subsequent expenditure is capitalized to the asset carrying amount only when it is probable that the future economic benefit associated with the expenditure will flow to the company.

Depreciation is provided on written down value method by adopting useful life prescribed under schedule II to the Companies Act, 2013 after retaining 5% of original cost as residual value for Buildings.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined by a property valuer, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued.

Investment properties are derecognized either when they have been disposed-off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss in the period of derecognition.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

2.12 Intangible assets

Intangible assets are identified non-monetary assets without physical existence. Intangible assets represent Computer software whose cost is amortized over their expected useful life on a straight-line basis.

Intangible assets with finite useful lives that are acquired separately are capitalized and carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over the estimated useful life of the asset.

Intangible assets are recognized in books only when it is probable that future economic benefits associated with the asset will flow to the company and the cost can be measured reliably.

The cost of the intangible asset shall include the purchase price, including non-refundable duties and taxes, all the directly attributable costs to bring the intangible to the present location, working condition and intended use.

2.13 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as “held for sale” when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as ‘held for sale’ are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

2.14 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.15 Cash and Cash equivalents

For presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

2.16 Trade receivables

Trade receivables, that do not contain a significant financing component, are recognized at transaction price.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

2.17 Foreign Currency Transactions

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or Statement of Profit and Loss are also recognized in OCI or Statement of Profit and Loss, respectively).

2.18 Dividend

The final Dividend on shares is recorded as a liability on the date of approval by the Shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.19 Cash Flow Statement

Statement of cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.20 Provisions and Contingent Liabilities

Provisions are recognized when the Company, as a result of a past event, has a present obligation and it is probable that the Company will be required to settle the obligation for which a reliable estimate can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Contingent liabilities are disclosed when

- a) there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company (or)
- b) there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.21 Earnings Per Share

The basic earnings per share have been computed by dividing the net income attributable to equity shareholders by weighted average number of shares outstanding during the year.

The diluted earnings per share have been computed using weighted average number of shares adjusted for effects of all potentially dilutive equity shares.

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in accordance with Ind AS requires the use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The estimates and associated assumptions are based on historical experience and other factors that are relevant. The actual results may differ from these estimates. The Company's management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

Useful lives of Property Plant and Equipment / Intangible Assets

Property, Plant and Equipment / Intangible Assets are depreciated / amortized over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortization for future periods is revised if there are significant changes from previous estimates.

Impairment of Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 1: Cash and cash equivalents

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Cash on hand	0.06	0.16
Balances with Banks in Current Accounts		
- In Current Accounts	20.75	13.29
- In Deposit Accounts-Original maturity of 3 months or less	-	16,274.00
Total	20.81	16,287.45
Earmarked balances with banks (For Unpaid dividend)	109.03	50.21
Total	109.03	50.21

Note 2: Receivables

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade receivables (*)		
- Considered Good - Secured	-	-
- Considered Good - Unsecured	0.64	92.79
- Which have significant increase in Credit Risk	-	-
- Credit Impaired	-	-
Less:		
Impairment for Trade Receivables under Expected credit loss method	-	-
Total	0.64	92.79

* Refer Note 29 for related party transactions

Receivables ageing schedule - 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	< 6 months	> 6 months	Total
(i) Undisputed Trade receivables – considered good	0.52	0.12	-	0.64
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables credit Impaired	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-
(v) Disputed Trade receivables which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables credit Impaired	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Receivables ageing schedule - 31 March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	< 6 months	> 6 months	Total
(i) Undisputed Trade Receivables – considered good	92.79	-	-	92.79
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables credit Impaired	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables credit Impaired	-	-	-	-

Note 3: Loans

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Staff Advance	6.33	5.41
Less: Impairment Loss allowance	(4.27)	(4.27)
Total	2.06	1.14

Loans measured at	Staff Advance	Gross Loan	Impairment Loss allowance	Net Loan
As at 31-03-2025				
- Amortised Cost	6.33	6.33	(4.27)	2.06
- FVTOCI	-	-	-	-
- FVTPL	-	-	-	-
As at 31-03-2024				
- Amortised Cost	5.41	5.41	(4.27)	1.14
- FVTOCI	-	-	-	-
- FVTPL	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 4: Investments

Particulars	Face Value (₹)	As at 31.03.2025		As at 31.03.2024	
		Holding (in Numbers)	Carrying Amount (₹ in lakhs)	Holding (in Numbers)	Carrying Amount (₹ in lakhs)
Equity Instruments					
(1) Subsidiary: At Cost					
Sundaram Business Services Ltd.	10	2,23,67,291	2,912.79	2,23,67,291	2,912.79
Forge 2000 Pvt. Ltd. ⁽¹⁾	10	20,00,000	1,600.00	-	-
(2) Associates: At FVTOCI					
Brakes India Pvt. Ltd.	100	4,11,606	1,79,842.77	4,11,606	1,94,411.03
Wheels India Ltd.	10	58,53,367	39,885.69	58,53,367	39,294.33
Turbo Energy Pvt. Ltd.	10	25,60,000	1,06,729.07	25,60,000	1,19,279.25
Axles India Ltd.	10	98,91,754	30,555.81	98,91,754	35,425.16
India Motor Parts & Accessories Ltd.	10	24,96,033	28,251.47	24,96,033	24,282.39
Dunes Oman LLC (FZC) ⁽²⁾	1	22,93,725	35,000.00	22,93,725	32,300.00
Sundaram Dynacast Pvt. Ltd.	10	11,70,000	6,200.20	11,70,000	6,201.64
Transenergy Pvt. Ltd.	100	1,92,713	4,945.60	1,92,713	5,147.92
Sundaram Composite Structures Pvt. Ltd. ⁽⁶⁾	10	3,90,00,000	2,502.64	3,90,00,000	3,900.00
Subtotal (a)			4,38,426.04		4,63,154.51
Equity Instruments: At FVTOCI					
TVS Holdings Ltd. ⁽³⁾	5	13,12,057	1,39,352.94	13,12,057	95,343.60
Sundaram Clayton Ltd. ⁽⁴⁾	5	15,14,378	35,713.05	15,14,378	22,508.12
Lucas TVS Ltd.	100	63,224	19,221.38	63,224	12,829.44
Delphi-TVS Technologies Ltd.	10	-	-	2,52,896	1,948.34
Vishnu Forge Industries Ltd.	10	-	-	2,97,110	163.82
D2C Consulting Services Pvt. Ltd.	10	-	-	100	5.16
Techtran Polylenses Ltd.	10	2,50,000	-	2,50,000	-
Fettle Tone LLP ⁽⁵⁾		-	6,736.74	-	8,710.63
Subtotal (b)			2,01,024.11		1,41,509.11
Mutual Funds: At FVTPL					
Sundaram Liquid Fund		12,80,309	29,341.23	36,610	780.65
Sundaram Ultra Short duration Fund		14,77,440	42,448.76	22,16,942	59,103.32
Sundaram Low Duration fund		2,34,958	8,538.18	2,07,286	6,964.48
Sundaram Money Market Fund		9,12,37,416	13,502.68	79,23,681	1,088.59
AIF: At FVTPL					
JM DO Fund	1,00,000	434.76	475.80	759.93	845.60
Pref Shares : At FVTPL					
D2C Consulting Services Pvt. Ltd.	100	-	-	17,014	877.95
Subtotal (c)			94,306.65		69,660.59

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Particulars	Face Value (₹)	As at 31.03.2025		As at 31.03.2024	
		Holding (in Numbers)	Carrying Amount (₹ in lakhs)	Holding (in Numbers)	Carrying Amount (₹ in lakhs)
Pref Shares : At FVTOCI					
9% Sundaram Clayton ⁽⁴⁾	10	-	-	1,75,668	17.57
Subtotal (d)			-		17.57
NCD's: At Amortised cost					
9.10% Tata International Limited		-	-	200	1,997.77
Subtotal (e)			-		1,997.77
Total Investments (a+b+c+d+e)			7,33,756.80		6,76,339.55
Less: Allowance for Impairment loss			-		(2.44)
Net Investments			7,33,756.80		6,76,337.11
Total Investments by Geography					
Investment outside India			35,000.00		32,300.00
Investment in India			6,98,756.80		6,44,037.11
Total Investments by Category					
Quoted Investments			3,37,509.80		1,81,428.44
Unquoted Investments			3,96,247.00		4,94,908.67
Total			7,33,756.80		6,76,337.11

- (1) During the year ending 31st March 2025, the company acquired 62.50% stake in M/s. Forge 2000 Private Limited pursuant to which, the Company has obtained control over M/s. Forge 2000 Private Limited with effect from February 21st, 2025 ("acquisition date"). Subsequently the Company acquired the remaining 37.50% stake in M/s. Forge 2000 Private Limited on 17th March, 2025 pursuant to which M/s. Forge 2000 Private Limited had become a wholly owned subsidiary of the Company.
- (2) Face value in Omani Riyal
- (3) Formerly known as Sundaram Clayton Limited
- (4) Formerly known as Sundaram Clayton DCD Private Limited
- (5) Investment is made for the specific purpose of reinvesting in Nivabupa Health Insurance Company Limited as per the agreement entered into with Fettle Tone LLP
- (6) During the year ended 31st March 2024, the company subscribed to Rights issue, issued for the purpose of infusing capital to support its growth, working capital requirement and also investing in Mind Srl, Italy.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Dividends recognised during the period from Investments in equity instruments designated at fair value through OCI

(₹ in lakhs)

Investments held during/at the end of reporting period	2024-25	2023-24
Turbo Energy Pvt. Ltd.	6,886.40	6,886.40
Brakes India Pvt. Ltd.	4,939.27	3,992.58
Axles India Ltd.	1,384.85	890.26
India Motor Parts & Accessories Ltd.	698.89	599.05
Sundaram Dynacast Pvt. Ltd.	327.60	339.30
Wheels India Ltd.	695.97	227.88
Lucas TVS Ltd.	265.54	113.80
Delphi-TVS Technologies Ltd.	-	72.08
Transenergy Pvt. Ltd.	96.36	49.21
Vishnu Forge Industries Ltd.	-	2.67
Sundaram Clayton Ltd. ⁽⁴⁾	149.92	-
Dunes Oman LLC (FZC)	3,053.89	-
TVS Holdings Ltd. ⁽³⁾	2,453.55	-
Total Dividend	20,952.24	13,173.23

Investments derecognised during the year that was measured at fair value through OCI

(₹ in lakhs)

Company	Fair value at the date of derecognition	Cumulative gain on disposal	Tax Impact (Refer Note 23)
Vishnu Forge Industries Ltd.	118.84	72.91	10.43
D2C Consulting Services Pvt. Ltd.	2.25	0.50	0.07
Fettle Tone LLP ⁽⁵⁾	2,917.16	2,265.10	341.58
Delphi-TVS Technologies Ltd.	4,000.00	3,981.85	569.40

Note 5: Other Financial Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Security Deposits	3.65	14.76
Other Receivables (*)	1,174.83	66.49
Total	1,178.48	81.26

* Refer Note 29 for related party transactions

Note 6 : Current Tax Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance Income Tax and Tax Deducted at source (Net)	214.97	50.90
Total	214.97	50.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Description	Investment Property (IP)			Property, Plant and Equipment (PPE)						Intangible		Total PPE and Intangible
	Land	Building	Total IP	Freehold land	Buildings	Plant & Equipment	Furniture & fixtures	Office Equipment	Vehicles	Total PPE	Software-Bought out	
Cost of Assets												
As at 01 April 24	1,872.20	99.23	1,971.43	31.86	33.27	166.73	51.57	22.60	0.64	306.68	35.52	342.20
+ Additions	-	-	-	-	22.70	2.43	2.90	3.90	-	31.93	-	31.93
+ / (-) Other Adjustments	-	-	-	-	-	6.47	-	1.16	-	7.63	-	7.63
Subtotal	1,872.20	99.23	1,971.43	31.86	55.97	175.63	54.47	27.66	0.64	346.24	35.52	381.76
(-) Sale/deletion	-	-	-	-	-	-	(0.84)	-	-	(0.84)	-	(0.84)
Total	1,872.20	99.23	1,971.43	31.86	55.97	175.63	53.63	27.66	0.64	345.40	35.52	380.92
Depreciation												
Upto 31 March 24	-	48.23	48.23	-	4.71	86.63	34.81	20.05	0.52	146.73	35.52	182.25
+ For the Year	-	5.33	5.33	-	3.57	11.90	4.33	2.09	-	21.89	-	21.89
+ / (-) Other Adjustments	-	-	-	-	-	11.66	(0.19)	(3.84)	-	7.63	-	7.63
Subtotal	-	53.56	53.56	-	8.28	110.19	38.95	18.30	0.52	176.25	35.52	211.77
(-) Withdrawn	-	-	-	-	-	-	(0.68)	-	-	(0.68)	-	(0.68)
Total	-	53.56	53.56	-	8.28	110.19	38.27	18.30	0.52	175.57	35.52	211.09
Net Carrying amount As at 31 March 25	1,872.20	45.67	1,917.87	31.86	47.69	65.44	15.36	9.36	0.12	169.83	-	169.83
Cost of Assets												
As at 01 April 23	1,872.20	99.23	1,971.43	31.86	29.76	160.49	53.54	21.27	0.64	297.56	35.52	333.07
(+) Additions	-	-	-	-	3.52	6.24	-	1.33	-	11.09	-	11.09
Subtotal	1,872.20	99.23	1,971.43	31.86	33.27	166.73	53.54	22.60	0.64	308.65	35.52	344.17
(-) Sale/deletion	-	-	-	-	-	-	(1.97)	-	-	(1.97)	-	(1.97)
Total	1,872.20	99.23	1,971.43	31.86	33.27	166.73	51.57	22.60	0.64	306.68	35.52	342.20
Depreciation												
Upto 31 March 23	-	41.50	41.50	-	2.37	75.07	30.62	12.83	0.48	121.37	35.52	156.89
(+) For the Year	-	6.72	6.72	-	2.34	11.57	5.76	7.22	0.04	26.93	-	26.93
Subtotal	-	48.23	48.23	-	4.71	86.63	36.38	20.05	0.52	148.30	35.52	183.82
(-) Withdrawn	-	-	-	-	-	-	(1.57)	-	-	(1.57)	-	(1.57)
Total	-	48.23	48.23	-	4.71	86.63	34.81	20.05	0.52	146.73	35.52	182.25
Net Carrying amount As at 31 March 24	1,872.20	51.00	1,923.20	31.86	28.56	80.10	16.76	2.55	0.12	159.95	-	159.95

Note 7: Investment Property, PPE & Intangible Assets

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

DEPRECIATION / AMORTISATION

(₹ in lakhs)

Particulars	2024-25	2023-24
Depreciation on Investment Property	5.33	6.72
Depreciation on Property, Plant & Equipment	21.89	26.93
Depreciation of Right of Use Assets	7.64	9.77
Total	34.86	43.42

Fair Value of Investment Property

(₹ in lakhs)

Particulars	At 31 March 2025	At 31 March 2024
Land	47,489.18	47,267.60
Building	268.00	268.00
Total	47,757.18	47,535.60

Measurement of Fair Value

Fair Value Hierarchy

The fair value of investment property has been determined by the registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Investment property comprises a number of commercial properties that are leased to third parties. No contingent rents are charged.

Information regarding income and expenditure of Investment property

(₹ in lakhs)

Particulars	2024-25	2023-24
Rental Income derived from Investment Properties	257.50	207.23
Direct Operating Expenses (including repairs and maintenance)	(47.05)	(16.81)
Profit arising from Investment Properties before Depreciation	210.45	190.43
Depreciation	(5.33)	(6.72)
Profit arising from Investment Properties	205.12	183.70

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 8 : Other Non-Financial Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Prepaid expenses	10.40	9.74
Other advances	7.32	19.24
GST Input Credit	3.14	5.02
Total	20.86	34.00

Note 9: Payables

(₹ in lakhs)

Particulars		March 31, 2025	March 31, 2024
Trade payables (*)			
(i) Total outstanding due to micro and small enterprises	31e	6.27	2.39
(ii) Total outstanding due to creditors other than micro and small enterprises			
- For Expenses		2.61	11.02
- For Others		-	-
Total		8.88	13.41

* Refer Note 29 for related party transactions

Trade Payables ageing schedule - 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	Less than 1 year	> 1 year	Total
(i) MSME	-	6.27	-	6.27
(ii) Others	-	1.53	1.08	2.61
(iii) Disputed dues – MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Trade Payables ageing schedule - 31 March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	Less than 1 year	> 1 year	Total
(i) MSME	-	2.39	-	2.39
(ii) Others	-	11.02	-	11.02
(iii) Disputed dues – MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 10 : Other Financial Liabilities

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Accrued expenses	142.06	44.88
Other Liabilities	109.86	61.72
Total	251.92	106.60

Note 11 : Provisions

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for Employee Benefits	115.57	151.03
Provision for expenses	34.00	36.50
Total	149.57	187.53

Note 12 : Deferred Tax Liabilities (Net)

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Deferred tax liabilities		
On Investments.	69,343.85	92,556.05
On Employee Benefits	7.60	(9.34)
On Property, Plant & Equipment	5.13	(8.43)
Deferred tax assets		
On Security Deposits	-	(0.13)
On others	(16.03)	(32.07)
Total	69,340.55	92,506.08

Note 13 : Other Non-Financial Liabilities

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Statutory Liabilities	17.65	44.39
Total	17.65	44.39

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 14: Equity Share Capital

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	No. of Shares	Amount ₹ in lakhs	No. of Shares	Amount ₹ in lakhs
Authorised				
32,00,00,000 Equity shares of face value of ₹5/- each	32,00,00,000	16,000.00	32,00,00,000	16,000.00
Issued, Subscribed and fully paid up:				
22,21,03,860 Equity shares of face value of ₹5/- each	22,21,03,860	11,105.19	22,21,03,860	11,105.19
Changes in Share Capital due to changes in Accounting Policies and prior period errors	-	-	-	-
Changes in Share Capital in the current reporting period	-	-	-	-
Issued during the year	-	-	-	-
	22,21,03,860	11,105.19	22,21,03,860	11,105.19

Details of number of shares held by shareholders holding more than 5% Shares are set out below:

Name	Status	No. of Shares	% held as at 31.03.2025	No. of shares	% held as at 31.03.2024
Sundaram Finance Limited	Promoter	4,42,03,076	19.90%	4,42,03,076	19.90%

Shares held by promoters at the end of the year

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Sundaram Finance Limited	4,42,03,076	19.90%	-
S. Viji	58,55,863	2.64%	-
Raghuvamsa Holdings Private Limited	45,01,306	2.03%	-
S. Ram	44,93,473	2.02%	-
Trichur Sundaram Santhanam & Family Private Limited	39,74,529	1.79%	-
Srivats Ram	33,48,338	1.51%	-
Uthirattadhi Sriram Holdings Private Limited	30,43,522	1.37%	-
Srikanth Ramanujam	29,00,008	1.31%	-
Allegro Holdings Private Limited	28,85,934	1.30%	-
Silver Oak Holdings Private Limited	28,44,080	1.28%	-
Nivedita Ram	27,29,111	1.23%	-
R Ramanujam	26,47,864	1.19%	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Harsha Viji	26,44,138	1.19%	-
Arjun Rangarajan	24,57,420	1.11%	-
Padmalakshmi Holdings Private Limited	24,23,561	1.09%	-
Rohini Holdings Private Limited	22,97,948	1.03%	-
Sriram Viji	19,52,525	0.88%	-
Revathi Holdings Private Limited	19,34,516	0.87%	-
Vijaya Rangarajan	19,19,750	0.86%	-
Gita Ram	18,37,389	0.83%	-
Azorous Holdings Private Limited	17,24,811	0.78%	-
Sumanth Ramanujam	16,82,948	0.76%	-
Chitra Viji	15,70,016	0.71%	-
S. Hema	11,22,646	0.51%	-
Lily Vijayaraghavan	9,83,420	0.44%	-
Maham Holdings Private Limited	9,70,435	0.44%	-
Thanjam Ravindran	8,44,119	0.38%	-
Prema Ramanujam	7,99,391	0.36%	-
Ananth Ramanujam	6,70,940	0.30%	-
Usha Raghavan	5,89,992	0.27%	-
Choodamani Narayanan	5,38,494	0.24%	-
K Vasudevan	4,90,604	0.22%	-
Lakshmi Vasudevan	4,09,011	0.18%	-
Tulsi S Ramanujam	3,97,367	0.18%	-
Anuradha Raghavan	3,97,264	0.18%	-
S Ravindran (HUF)	3,69,815	0.17%	-
Sharath Vijayaraghavan	3,68,844	0.17%	-
Kishore S	3,66,940	0.17%	-
Daya Ambirajan	3,54,365	0.16%	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Srinivasan Ravindran	3,52,182	0.16%	-
Badri Vijayaraghavan	3,45,144	0.16%	-
Sharath Vijayaraghavan (HUF)	3,15,000	0.14%	-
Aditya S. Ramanujam	3,00,646	0.14%	-
Vimala Rangaswamy	2,61,092	0.12%	-
T.T. Narendran	2,54,187	0.11%	-0.14
Shreyas Ravindran	2,00,339	0.09%	-
Ananth Krishnan	2,00,300	0.09%	-
Akshay Krishnan	2,00,300	0.09%	-
T.T. Srinivasa Raghavan (HUF)	1,96,868	0.09%	-
T.T. Srinivasaraghavan Trust	1,82,202	0.08%	0.08
T.T. Srinivasaraghavan Trust	1,82,202	0.08%	0.08
Bagyam Raghavan	1,81,188	0.08%	0.01
Padmini Narendran	1,70,514	0.08%	0.01
Tarika Ram (Minor)	1,69,840	0.08%	-
N.Krishnan	1,64,853	0.07%	-
Indira Krishnaswami	1,62,180	0.07%	-
Ranjan Ambirajan (Minor)	1,59,929	0.07%	-
Sashi Parthasarathi	1,55,736	0.07%	-
T.T. Narendran Trust	1,52,814	0.07%	0.07
T.T. Srinivasaraghavan	1,50,665	0.07%	-0.14
N.Krishnan (HUF)	1,49,278	0.07%	-
Narayanan Ramji	1,42,148	0.06%	-
Shreen Raghavan	1,41,833	0.06%	-
T.T. Narendran (HUF)	1,39,691	0.06%	-
T.T. Narendran Trust	1,38,121	0.06%	0.06
Narayanan Ramji (HUF)	1,36,160	0.06%	-
Srivats Ram (HUF)	1,23,370	0.06%	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Shriram Vijayaraghavan (HUF)	1,20,000	0.05%	-
Vishnu Vijayaraghavan	1,11,649	0.05%	-
Sanjana Tara Ramanujam	1,09,034	0.05%	-
S. Raghavan	1,03,492	0.05%	-
Rupa Srikanth	1,03,133	0.05%	-
Lakshmi Vijayaraghavan	91,155	0.04%	-
Rama Sridharan	85,920	0.04%	-
Aruna Sankaranarayanan	83,520	0.04%	-
T.T. Rangaswamy (HUF)	72,476	0.03%	-
Srinivas Raghavan	39,732	0.02%	-
Dangety Krishnakumari	34,271	0.02%	-
T.T. Rangaswamy (HUF)	28,459	0.01%	-
T.T. Samitinjan	15,616	0.01%	0.0004
Gitanjali Jeevan Jose (Minor)	15,281	0.01%	0.0003
P. Siddhartha Jeevan (Minor)	15,281	0.01%	0.0003
Nakshatra Hayagreevan (Minor)	15,280	0.01%	0.0003
Kavitha Gorur Keshav	14,693	0.01%	-
R. Ramanujam (HUF)	14,682	0.01%	-
C B Srinivasan	14,106	0.01%	-
Srikanth Ramanujam (HUF)	11,755	0.01%	-
Shreen Raghavan (HUF)	5,115	0.002%	-
Late Sundaram S	4,000	0.002%	-
A.M. Srinivasan	840	0.0004%	-
T.T. Venkatraghavan	-	-	-0.03
Total	12,20,84,045	54.97%	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 15: Other equity

(₹ in lakhs)

Particulars	Reserves and Surplus					Gains/ (Losses) from instruments fair valued through OCI ^(*)	Total
	Capital Reserve	General Reserve ^(#)	ESOP Reserve	Securities Premium	Retained Earnings		
Balance as at 01 Apr 2023	1,874.68	13,108.02	11.54	31,711.64	60,286.00	2,52,638.20	3,59,630.08
Add/(Less):							
(a) Profit or loss for the period	-	-	-	-	32,157.15	-	32,157.15
(b) Other comprehensive income	-	-	-	-	(5.75)	2,09,257.29	2,09,251.54
(c) ESOP contribution scheme of Parent company	-	-	3.69	-	-	-	3.69
(d) Final and special Dividend for FY 22-23	-	-	-	-	(5,552.60)	-	(5,552.60)
(e) Interim Dividend FY 23-24	-	-	-	-	(4,442.08)	-	(4,442.08)
Transfer on account of Sale of Equity instruments measured at FVTOCI (net of tax)	-	-	-	-	19,738.40	(19,738.40)	-
Balance as at 01 April 2024	1,874.68	13,108.02	15.23	31,711.64	1,02,181.11	4,42,157.10	5,91,047.79
Add/(Less):							
(a) Profit or loss for the period	-	-	-	-	23,600.52	-	23,600.52
(b) Other comprehensive income	-	-	-	-	3.67	62,742.80	62,746.47
(c) ESOP contribution scheme of Parent company	-	-	0.57	-	-	-	0.57
(d) Final and special Dividend for FY 23-24	-	-	-	-	(4,553.13)	-	(4,553.13)
(e) Interim Dividend FY 23-24	-	-	-	-	(8,106.79)	-	(8,106.79)
(f) Interim Dividend FY 24-25	-	-	-	-	(8,217.84)	-	(8,217.84)
Transfer on account of Sale of Equity instruments measured at FVTOCI (net of tax)	-	-	-	-	5,398.88	(5,398.88)	-
Balance as at 31 March 2025	1,874.68	13,108.02	15.80	31,711.64	1,10,306.42	4,99,501.02	6,56,517.59

* FVOCI – The Company has elected to recognise changes in the FV of all equity instruments in the OCI. These changes are accumulated within FVOCI Reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

General Reserve - General Reserve is a part of retained earnings. This is available for distribution to shareholders as dividend and capitalisation.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 16: Interest Income

(₹ in lakhs)

Particulars	2024-25	2023-24
Interest income from investments	118.99	190.06
Total	118.99	190.06

Note 17: Net Gain/(Loss) On Fair Value Changes

(₹ in lakhs)

Particulars	2024-25	2023-24
A. Net gain/(Loss) on financial instruments at FVTPL		
Investments	6,187.27	3,759.47
Fair Value changes:		
- Realised	870.79	532.44
- Unrealised	5,316.48	3,227.03
B. Others (Refer Note 31h)	17.57	-
Total	6,204.84	3,759.47

Note 18: Sale of Services

(₹ in lakhs)

Particulars	2024-25	2023-24
Support Services	289.98	1,182.77
Learning Income	29.14	79.07
Total	319.12	1,261.84

Note 19: Other Income

(₹ in lakhs)

Particulars	2024-25	2023-24
Rent Receipts	257.50	207.23
Other Non-Operating Income	12.26	6.46
Total	269.76	213.69

Note 20: Finance Cost

(₹ in lakhs)

Particulars	2024-25	2023-24
Interest-others	1.44	2.65
Total	1.44	2.65

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 21: Employee Benefit Expenses

(₹ in lakhs)

Particulars	2024-25	2023-24
Salaries, bonus and commission	322.65	1,063.18
Contribution to Provident and Other Funds (Refer Note 30)	47.61	97.22
Staff welfare expenses	9.54	28.02
Staff Recruitment and Training Expenses	2.75	0.20
Total	382.55	1,188.62

Note 22: Administrative and Other Expenses (*)

(₹ in lakhs)

Particulars	2024-25	2023-24
Rent	8.30	13.37
Rates and taxes	49.78	21.36
Electricity expenses	9.32	35.14
Communication expenses	13.34	18.61
Outsourcing cost	36.64	59.14
Corporate Social Responsibility Expenditure (Refer Note 31d)	123.73	8.00
Audit Fees (Refer Note 31f)	22.54	21.28
Repairs and Maintenance	47.79	43.76
Professional fees	51.93	518.05
Commission to KMP and Directors	34.00	34.00
Director sitting fee	10.50	13.00
Listing fee	5.90	7.51
Miscellaneous expenses	157.13	119.47
Total	570.90	912.69

(*) Refer Note 29 for related party transactions

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 23 : Income Tax

A. Reconciliation of effective tax rate

The reconciliation between the provision for income tax of the Company and amounts computed by applying the Indian statutory income tax rates to profit before taxes is as follows:

(₹ in lakhs)

Particulars	2024-25	2023-24
Current tax expenses recognized in the Statement of Profit and Loss	2,857.23	4,037.92
Current Tax expenses recognized in OCI on account of derecognition of equity instruments	146.38	1,088.30
Current Tax expenses recognized in OCI on account of Remeasurements of the defined benefit plans	1.24	-
Current tax expenses pertaining to current year	3,004.85	5,126.22

(₹ in lakhs)

Particulars	2024-25	2023-24
Profit before tax	26,877.50	36,884.82
Enacted income tax rate in India	25.17%	25.17%
Tax using the Company's domestic tax rate :	6,764.53	9,283.17
Effect of:		
Allowance of deduction under section 80M	(3,549.59)	(4,555.78)
Other allowance /Income not taxable	(403.12)	(711.99)
Tax effect of Income taxable at special rates	12.09	-
Expenses disallowed	24.82	23.00
Prior period tax	8.50	(0.48)
Current tax expenses recognized in the Statement of Profit and Loss	2,857.23	4,037.92

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

B. Recognised deferred tax assets and liabilities

Deferred tax assets / liabilities as at 31st March 2025:

(₹ in lakhs)

Particulars	As at 1 st April 2024	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income	Recognized in Other Equity	As at 31 st March 2025
Deferred tax Assets					
Other items	32.20	(16.17)	-	-	16.03
	32.20	(16.17)	-	-	16.03
Deferred tax Liabilities					
Investments at fair value through profit or loss (*)	1,071.68	373.08	-	-	1,444.76
Investments at fair value through OCI (*)	91,484.37	-	(22,810.18)	(775.10) [#]	67,899.09
Property, plant and Equipment	(8.43)	13.56	-	-	5.13
Provisions - employee benefits	(9.34)	16.94	-	-	7.60
	92,538.28	403.58	(22,810.18)	(775.10)	69,356.58
Net deferred tax (Assets) / Liabilities	92,506.08	419.75	(22,810.18)	(775.10)	69,340.55
Current tax recognised during the current period		2,857.23	147.62	775.10 [#]	
Total tax expenses		3,276.98	(22,662.56)	-	

* Consequent to the change in rates of capital gains tax and withdrawal of indexation benefit in the Finance Act 2024 enacted in August 2024, the deferred tax assets and liabilities have been remeasured in respect of investments at fair value in the Profit and loss account and Other Comprehensive Income (OCI). Accordingly, a reduction of ₹ 0.24 crore in deferred tax liability has been recognised In the Profit and loss account and a reduction of ₹341.76 crores in deferred tax liability has been recognized in OCI for the year ended 31st March, 2025.

[#] Transferred from Deferred Tax Liability to income tax provision on account of Sale of Equity instruments measured at FVTOCI.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Deferred tax assets / liabilities as at 31st March 2024:

(₹ in lakhs)

Particulars	As at 1st April 2023	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income *	Recognized in Other Equity	As at 31st March 2024
Deferred tax Assets					
Property, plant and Equipment	8.63	(0.20)	-	-	8.43
Provisions - employee benefits	14.82	(5.47)	-	-	9.34
Other items	48.26	(16.06)	-	-	32.20
	71.71	(21.74)	-	-	49.97
Deferred tax Liabilities					
Investments at fair value through profit or loss	403.67	668.01	-	-	1,071.68
Investments at fair value through OCI	42,033.70	-	50,793.96	(1,343.29) [#]	91,484.37
	42,437.37	668.01	50,793.96	(1,343.29)	92,556.05
Net deferred tax (Assets) / Liabilities	42,365.66	689.75	50,793.96	(1,343.29)	92,506.08
Current tax recognised during the current period		4,037.92	1,088.30		
Total tax expenses		4,727.67	51,882.26		

* Excludes impact of income tax on remeasurement of employee benefit

[#] Transfer to income tax provision on account of Sale of Equity instruments measured at FVTOCI.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 24: Leases

(i) Company as Lessee

Movement of Right of Use asset

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	21.66	30.08
Less : Modifications	-	1.35
Less : Depreciation on Right of Use Assets	(7.64)	(9.77)
Less: Termination	(14.02)	-
Closing balance	-	21.66

Movement of Lease Liability

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	28.68	38.32
Less : Modifications	-	1.35
Add : Finance cost	1.44	2.65
Less : Repayments	(11.03)	(13.64)
Less: Termination	(19.09)	-
Closing balance	-	28.68

Details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis.

(₹ in Lakhs)

Future minimum lease payable	March 31, 2025	March 31, 2024
Not later than 1 year	-	14.70
Later than 1 year and not later than 5 years	-	16.54
Later than 5 years	-	-

Other Rental expenses categorised as short term and low value

(₹ in Lakhs)

Particulars	2024-25	2023-24
Equipment Rent (Low value)	0.79	1.32
Immovable Property Rent (Short term)	7.59	15.63

(ii) Company as Lessor

Undiscounted lease payments to be received on annual basis - ₹ 257.50 lakhs (Previous year - ₹207.23 Lakhs)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 25 : Capital Management

The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business. For the purpose of the Company's capital management, capital includes issued capital and other equity reserves.

Note 26 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakhs)

As at 31 March 2025	Carrying amount	Level 1	Level 2	Level 3
Financial assets measured at				
Amortized cost				
Trade receivables	0.64	-	-	-
Cash and cash equivalents	20.81	-	-	-
Bank Balances other than those included above	109.03	-	-	-
Other Financial Assets	1,178.48	-	-	-
Loans	2.06	-	-	-
Non - Convertible Debentures	-	-	-	-
FVTPL				
Mutual Fund & Alternative Investment Fund	94,306.65	94,306.65	-	-
Preference securities	-	-	-	-
FVTOCI				
Preference securities	-	-	-	-
Equity instruments (*) (#)	6,34,937.36	2,43,203.15	6,736.74	3,84,997.47
Financial Liabilities measured at Amortized cost				
Trade and other payables	8.88	-	-	-
Lease Liability	-	-	-	-
Other Financial Liabilities	251.92	-	-	-

* Excluding Investment in Subsidiary as given in Note 4

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

As at 31 March 2024	Carrying amount	Level 1	Level 2	Level 3
Financial assets measured at				
Amortized cost				
Trade receivables	92.79	-	-	-
Cash and cash equivalents	16,287.45	-	-	-
Bank Balances other than those included above	50.21	-	-	-
Other Financial Assets	81.26	-	-	-
Loans	1.14	-	-	-
Non - Convertible Debentures	1,997.76	-	-	-
FVTPL				
Mutual Fund & Alternative Investment Fund	68,782.63	68,782.63	-	-
Preference securities	877.95	-	877.95	-
FVTOCI				
Preference securities	17.57	-	-	17.57
Equity instruments (*)	6,01,750.83	1,81,428.44	-	4,20,322.39
Financial Liabilities measured at Amortized cost				
Trade and other payables	13.41	-	-	-
Lease Liability	28.68	-	-	-
Other Financial Liabilities	106.60	-	-	-

* Excluding Investment in Subsidiary as given in Note 4

Fair Value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximize the use of observable market data.

Level 3 hierarchy - Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. An adjustment to a Level 2 input that is significant to the entire measurement results in a fair value measurement categorised within Level 3 of the fair value hierarchy if the adjustment uses significant unobservable inputs.

B. Measurement of fair values

Financial instruments fair valued under Level 3 hierarchy are measured using Market multiples method.

The carrying amount of trade receivables, cash and cash equivalents, trade payables and other financial liabilities are considered to be the fair value due to short term nature.

Investment in Fettle Tone LLP is made for the specific purpose of reinvesting in Nivabupa Health Insurance Company Limited as per the agreement entered into with Fettle Tone LLP. Since Nivabupa Health Insurance Company Limited was listed on National Stock Exchange and Bombay Stock Exchange with effect from 14th November 2024, the fair valuation of Fettle Tone LLP had been done based on the moving average (from the date of listing till 31st March 2025), of the closing price of Nivabupa Health Insurance Company Limited in National Stock Exchange, by applying our proportionate share in Fettle Tone LLP. Hence the level of valuation of Fettle Tone LLP in Fair Value Hierarchy had been transferred from Level 3 to Level 2 for the year ended 31st March 2025.

There are no transfers between level 1 and level 2 during the year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 27 : Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk ;
- Credit risk ; and
- Market risk

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(a) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade payables	8.88	13.41
Other financial Liabilities	251.92	106.60

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

(i) Trade receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Concentration of credit risk with respect to trade receivables are limited as the customers are reviewed, assessed and monitored regularly on a monthly basis with pre-determined credit limits assessed based on their payment capacity. Our historical experience of collecting receivables demonstrates that credit risk is low.

The following table sets out the information about the credit quality of financial assets measured at amortised cost.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade receivables	0.64	92.79
Loss allowance	-	-
Carrying amount	0.64	92.79

(ii) Other financial assets:

The Company's maximum exposure to credit risk as at 31st March, 2025 is the carrying value of each class of financial assets as on that date.

(c) Market Risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices in case of equity investments and Net Asset Value (NAV) in case of mutual fund investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Company is having certain investments in unlisted companies where the valuation takes place based on certain market multiples of similar companies after duly adjusted for discounts to the same if any.

Sensitivity Analysis

(₹ in Lakhs)

Details	Change in assumption		Impact on carrying value of investments			
			Increase in assumption		Decrease in assumption	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Quoted Equity investments	1.00%	1.00%	2,432.03	1,239.00	(2,432.03)	(1,239.00)
Unquoted Equity investments	1.00%	1.00%	3,917.34	2,407.61	(3,917.34)	(2,407.61)
Mutual Fund investments	1.00%	1.00%	943.07	422.56	(943.07)	(422.56)

Risk Management Structure

Risk is an inherent and integral part of the business of investments and business process outsourcing. The Company aims to achieve an appropriate balance between risk and returns by establishing an efficient risk mitigation system. In order to mitigate risks, the Company has instituted a risk management framework, wherein, the Audit Committee under the supervision of the Board is tasked with regular assessment and laying down of policies for management of risks. In respect of certain investments, the Company has established systems to conduct due diligence of proposals received and to ensure that investments are in line with the overall objectives of the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 28: Revenue Recognition

Sale of Services:

The Company derives revenue from providing support services to our captive clients, which primarily include providing back office administration, data management, contact centre management and training. The Company recognizes revenue when the significant terms of the arrangement are enforceable, services are being delivered and the collectability is reasonably assured. The Company recognizes revenue on an accrual basis when services are performed.

When the terms of the agreement specify service level parameters that must be met, the Company monitors such service level parameters and determine if there are any service credits or penalties that needs to be accounted for. The Company's revenue is significantly only from group companies, hence it is believed that there is no significant credit risk.

The Company invoices its clients depending on the terms of the arrangement, which include billing based on a per employee basis, a per transaction basis, a fixed price basis, an outcome-based basis or other pricing arrangements including cost-plus arrangements.

The Company's revenue is exclusive of taxes and includes reimbursements of communication costs, incentives, etc as defined in the terms of agreement.

Contracts with customers

There are no other revenue under Contract with Customers other than those which are accounted in Profit and Loss Account as revenue which comprises of Service income and Learning income. Refer Note 28.a for the details of income earned from contracts with customers.

Contract Balances

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. Refer Note 28.a for the Trade Receivable balances.

Revenue from sale of services and the trade receivable for the year ended March 31, 2025 and March 31, 2024 is as follows:

Note 28.a

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Sale of Services		
- Support Services	289.98	1,182.77
- Learning Income	29.14	79.07
Trade Receivables	0.64	92.79

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 29 : Related Party Transactions

Related party disclosures, as per Ind AS 24 - Related Party Disclosures, details of related parties and the transactions with related parties are given below:

Subsidiaries

Sundaram Business Services Limited

Forge 2000 Private Limited (w.e.f. 21st February 2025)

Key Management Personnel (KMP):

Sri. Harsha Viji - Chairman

Sri. S.Ravi-Chief Executive Officer

Sri. I S Suresh - Chief Financial Officer (Upto 30th November 2024)

Sri. C Senthilnathan - Chief Financial Officer (w.e.f. 01st December 2024)

Sri.S Kalyanaraman - Company Secretary

Others

Sundaram Finance Holdings Gratuity Trust #

Associate Companies

Brakes India Private Limited

Turbo Energy Private Limited

India Motor Parts & Accessories Limited

Dunes Oman LLC (FZC)

Transenergy Private Limited

Sundaram Dynacast Private Limited

Wheels India Limited

Axles India Limited

Sundaram Composite Structures Private Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Related Party Transactions:

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(₹ in lakhs)

Nature of Transactions	Subsidiary	Associates	KMP	2024-25	2023-24
Income					
Dividend Income					
Brakes India Private Limited	-	4,939.27	-	4,939.27	3,992.58
Turbo Energy Private Limited	-	6,886.40	-	6,886.40	6,886.40
India Motor Parts & Accessories Limited	-	698.89	-	698.89	599.05
Dunes Oman LLC (FZC)	-	3,053.89	-	3,053.89	-
Transenergy Private Limited	-	96.36	-	96.36	49.21
Sundaram Dynacast Private Limited	-	327.60	-	327.60	339.30
Wheels India Limited	-	695.97	-	695.97	227.88
Axles India Limited	-	1,384.85	-	1,384.85	890.26
Sundaram Business Services Limited	-	-	-	-	1,286.12
Income from Services					
Wheels India Limited	-	-	-	-	14.93
Brakes India Private Limited	-	-	-	-	5.24
Other Non-Operating Income					
Turbo Energy Private Limited	-	0.20	-	0.20	-
Rental Income					
Turbo Energy Private Limited	-	47.97	-	47.97	42.43
Brakes India Private Limited	-	77.07	-	77.07	37.85
Expenses					
Sundaram Business Services Limited					
Outsourcing Cost	36.27	-	-	36.27	48.98
Amenities Reimbursement	0.16	-	-	0.16	3.59
Brakes India Private Limited					
Reimbursement of Professional Fees	-	13.16	-	13.16	80.65
Reimbursement of Expenses	-	5.48	-	5.48	-
Remuneration paid to KMP**	-	-	151.88	151.88	146.06

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Nature of Transactions	Subsidiary	Associates	KMP	2024-25	2023-24
Other Transactions					
Employee Benefits Transfer from Sundaram Business Services Limited	3.64	-	-	3.64	0.73
Capital Reduction Dunes Oman LLC	-	-	-	-	2,156.15
Purchase of Equity Shares - Sundaram Composites	-	-	-	-	2,340.00
Sale of Equity Shares - Sundaram Composites	-	-	-	-	472.00
Closing Balance of Investment in Equity Shares					
Sundaram Business Services Limited	2,912.79	-	-	2,912.79	2,912.79
Forge 2000 Private Limited	1,600.00	-	-	1,600.00	-
Brakes India Private Limited	-	1,79,842.77	-	1,79,842.77	1,94,411.03
Turbo Energy Private Limited	-	1,06,729.07	-	1,06,729.07	1,19,279.25
India Motor Parts & Accessories Limited	-	28,251.47	-	28,251.47	24,282.39
Dunes Oman LLC (FZC)	-	35,000.00	-	35,000.00	32,300.00
Transenergy Private Limited	-	4,945.60	-	4,945.60	5,147.91
Sundaram Dynacast Private Limited	-	6,200.20	-	6,200.20	6,201.64
Wheels India Limited	-	39,885.69	-	39,885.69	39,294.33
Axles India Limited	-	30,555.81	-	30,555.81	35,425.16
Sundaram Composite Structures Private Limited	-	2,502.64	-	2,502.64	3,900.00
Trade Receivables & Other Receivables:					
Sundaram Business Services Limited	-	3.64	-	3.64	-
Turbo Energy Private Limited	-	0.16	-	0.16	0.02
Wheels India Limited	-	-	-	-	1.83

** Remuneration to KMP

(₹ in Lakhs)

Particulars	2024-25	2023-24
Short term Employee benefits	135.84	146.06
Post Employment benefits	10.65	-
Termination benefits	5.39	-
TOTAL	151.88	146.06

Refer Note 30b

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 30 : Employee Benefits: Defined Contribution Plan

The Company makes contributions to a gratuity fund administered by trustees and managed by LIC of India. During the year, the Company has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

Note 30a : Contribution to PF & Other Funds

(₹ in lakhs)

Particulars	2024-25	2023-24
Contribution to Provident Fund	18.06	58.58
Contribution to Superannuation Fund	1.84	5.18
Contribution to Labour Welfare Fund	0.02	0.09

Note 30b : Employee Benefits: Defined Benefit Plan - Gratuity

(i) A. Reconciliation of opening and closing balances of the present value of the defined benefit obligation

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Present Value of Defined Benefit Obligation at the beginning of the Period	226.31	191.72
Service Cost		
a. Current Service Cost	26.50	32.70
b. Past Service Cost	-	-
c. (Gain)/Loss on Curtailments	-	-
d. (Gain)/Loss on Settlements	-	-
Interest Expense	11.13	13.08
Remeasurements		
a. Effect of Changes in Demographic Assumptions	-	-
b. Effect of Changes in Financial Assumptions	0.68	1.09
c. Effect of Experience Adjustments	(14.44)	5.18
Cashflows		
a. Benefit Payments		
(i) From the Plan	(18.59)	(17.46)
(ii) Directly from the Employer	-	-
b. Settlement Payments from the Plan	-	-
c. Participant Contributions	-	-
Effect of Business Combinations / Disposals	(109.25)	-
Present Value of Defined Benefit Obligation at the end of the Period *	122.34	226.31

* Includes ₹68.48 lakhs transferrable to erstwhile group companies on account of employee transfers.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

B. Reconciliation of opening and closing balances of the fair value of plan assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Fair value of plan assets as at the beginning of the period	177.57	181.20
Interest Income on Plan Assets	12.23	12.43
Cash Flows		
a. Benefit Payments		
(i) From the Plan	(18.59)	(17.46)
(ii) Directly from the Employer	-	-
b. Settlement Payments from the Plan	-	-
c. Participant Contributions	-	-
d. Total Employer Contributions	-	-
(i) Employer Contributions	14.92	2.81
(ii) Employer Direct Benefit Payments	-	-
Remeasurements		
a. Actual Return on Plan Assets (Less Interest Income on Plan Assets)	(8.84)	(1.41)
Effect of Business Combinations / Disposals	(109.25)	-
Effect of Changes in Foreign Exchange Rates	-	-
Fair value of plan assets as at the end of the period**	68.03	177.57

* All the plan assets are funded with LIC

Includes ₹68.48 lakhs transferrable to erstwhile group companies on account of employee transfers.

C. The amounts to be recognized in the balance sheet and related analysis

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Present Value of Defined Benefit Obligation	122.34	226.31
Fair value of plan assets	68.03	177.57
Net Assets (Liability) recognized in the Balance Sheet	(54.31)	(48.74)
Effect of Asset Ceiling	-	-
Net Assets (Liability)	(54.31)	(48.74)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

D. The amounts to be recognized in the Profit and Loss statement

(₹ in lakhs)

Particulars	2024-25	2023-24
Service Cost		
a. Current Service Cost	26.50	32.70
b. Past Service Cost	-	-
c. (Gain)/Loss on Curtailments	-	-
d. (Gain)/Loss on Settlements	-	-
e. Total Service Cost	26.50	32.70
Net Interest Expense		
a. Interest Expense on DBO	11.13	13.08
b. Interest Income on Plan Assets	(12.23)	(12.43)
c. Interest Income on Reimbursement Rights	-	-
d. Interest Income on Asset Ceiling	-	-
e. Total Net Interest Cost	(1.10)	0.65
Remeasurements		
a. Effect of Changes in Demographic Assumptions	-	-
b. Effect of Changes in Financial Assumptions	0.68	1.09
c. Effect of Experience Adjustments	(14.44)	5.18
d. Actual Return on Plan Assets (Less Interest Income on Plan Assets)	8.84	1.42
e. Actual Return on Reimbursement Rights	-	-
f. Actual Change in Asset Ceiling	-	-
g. Total Remeasurements	(4.91)	7.69
Defined Benefit Cost included in P&L Account	25.40	33.36
Defined Benefit Cost included in OCI	(4.91)	7.69

E. Principal Actuarial Assumptions [Expressed as weighted averages]

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in employment market.

Particulars	March 31, 2025	March 31, 2024
Discount Rate	6.34%	6.96%
Salary Escalation	5.00%	5.00%
Attrition	10.00%	10.00%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(ii) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in lakhs)

Details	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	(0.55)	(2.83)	0.58	2.96
Salary growth rate	0.50%	0.50%	0.58	3.00	(0.56)	(2.89)
Attrition rate	5.00%	5.00%	0.03	0.25	(0.03)	(0.26)
Mortality rate	5.00%	5.00%	0.001	0.01	(0.001)	(0.01)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied when calculating the defined benefit liability recognised in the balance sheet.

(iii) Maturity profile of defined benefit obligation

(₹ in lakhs)

FUNDED Gratuity	March 31, 2025	March 31, 2024
Year 1	107.25	73.23
Year 2	1.92	23.55
Year 3	1.86	16.46
Year 4	1.75	9.04
Year 5	6.56	11.28
Next 5 years	4.56	48.35

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

(iv) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings.

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

Note 30c : Other Employee Benefits

The details of Company's contribution to employee benefit plans other than those mentioned above are as below.

(₹ in lakhs)

Particulars	2024-25	2023-24
Employee State Insurance scheme	2.29	8.45

Note 30d: Provision for Leave Encashment

The Company's liability towards leave encashment had been provided based on actuarial valuation as at 31st March 2025. The details are given below:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for Leave encashment	12.87	47.44

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

Note 31

31a : Earnings Per Share

Basic and Diluted Earnings Per Share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

(₹ in lakhs)

Particulars	Year ended	
	March 31, 2025	March 31, 2024
i. Profit /(Loss) attributable to equity shareholders (basic and diluted)	23,600.52	32,157.15
ii. Weighted average number of equity shares (basic and diluted)		
Opening balance	22,21,03,860	22,21,03,860
Effect of fresh issue of shares for cash (Proportionate from date of issue)	-	-
Weighted average number of equity shares for the year	22,21,03,860	22,21,03,860
iii. Earnings per share		
Basic earnings per share (in ₹)	10.63	14.48
Diluted earnings per share (in ₹)	10.63	14.48

There have been no transactions involving ordinary shares or potential ordinary shares between reporting date and date of completing financial statements which would require restatement of EPS.

31b : Dividend

The Board of Directors has recommended a final dividend of ₹1.55/- per share (31%). In addition, the Board of Directors has declared a second interim Dividend of ₹0.60/- per share (12%), which, together with the interim Dividend of ₹3.70 per share (74%) paid during the year will make a total Dividend of ₹5.85/- per share (117%) for the FY 2024-25.

31c : Contingent liabilities and commitments

Estimated amount of investment to be made in JM Financial yield enhancer (Distressed Opportunity) Fund I - Series I for Capital Commitment - 31.39 Lakhs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

31d : Details of Corporate Social Responsibility (CSR)

(₹ in lakhs)

(a)	Amount required to be spent by the company during the year	123.73
(b)	Amount of expenditure incurred, *	16.19
(c)	Accrual towards unspent obligations in relation to ongoing project, #	108.00
(d)	Shortfall (if any),	-
(e)	Total of previous years shortfall,	-
(f)	Reason for shortfall,	-
(g)	Nature of CSR activities	Education
(h)	Details of related party transactions	-
(i)	Movement in provision (In case where a provision is made with respect to a liability incurred by entering into a contractual obligation).	-

* includes administrative overheads

The Company has transferred obligation towards unspent CSR in relation to ongoing project to a separate bank account within 30 days from the end of the financial year

31e : Disclosure under the MSME Act 2006, (As per the intimation received form the vendor)

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Principal amount remaining unpaid	6.27	2.39
Interest amount remaining unpaid	-	-
Interest and principal amount paid beyond appointed date	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under this Act	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

31f : Audit Fees

(₹ in lakhs)

Particulars	2024-25	2023-24
As Statutory auditors	17.86	16.68
Taxation matters	4.38	3.16
Certification matters	0.30	1.44
Total	22.54	21.28

31g: Other Regulatory Disclosures as required under Schedule III of Companies Act, 2013

- All the title deeds of immovable properties are held in the name of the company
- The Company has not granted any loans or advances in nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other persons.
- The Company does not have any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets.
- The Company is not declared as a wilful defaulter by any bank or financial Institution or other lender.
- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The company does not have any charges or satisfaction to be registered with ROC beyond stipulated statutory period.
- There are no schemes of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 approved.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (Contd.)

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("intermediaries") with the understanding (whether recorded in writing or otherwise) that intermediary shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (Ultimate Beneficiaries) except as disclosed.

The Company has not received any fund from any party(ies) or entity(ies) including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (j) There are no transactions in the nature of undisclosed income or income surrendered which needs to be accounted in the books of accounts during the year in the tax assessments under the Income Tax Act, 1961.

- (k) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

31h: Gain on derecognition of financial instrument

During the year

- a. The Company received ₹1,995.08 lakhs on account of sale of Non convertible debentures of Tata International Limited, the profit on which was ₹2.29 lakhs.
- b. The Company received ₹17.57 lakhs on account of redemption of Non convertible redeemable preference shares of Sundaram Clayton Limited, which was earlier classified in OCI as Items that will be reclassified to P&L.

31i: Adoption of Financial Statements

The Board has adopted the financial statements at its meeting held on 22nd May 2025.

As per our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi
Chief Executive Officer

C. Senthilnathan
Chief Financial Officer

S Kalyanaraman
Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Harsha Viji
Chairman

R. Venkatraman
Director

*Consolidated Financial
Statements
2024-25*

R.G.N. PRICE & CO.

CHARTERED ACCOUNTANTS

Akshya Shanthi, 1st Floor 25 & 27, Anna Salai, Chennai - 600002

Phone: 044-4787 3795 / 2841 3633 Email: price@rgnprice.com

22nd May 2025

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Consolidated Financial Statements

To the Members of Sundaram Finance Holdings Limited

Opinion

We have audited the accompanying consolidated financial statements of Sundaram Finance Holdings Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material Accounting Policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act (Ind AS) and the other accounting principles generally accepted in India, of their Consolidated state of affairs of the Group and its associates as at March 31, 2025, of Consolidated Profit and total comprehensive income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the code of ethics issued by Institute of Chartered Accountant (ICAI) and we have fulfilled our other ethical responsibilities in accordance with provision of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Our audit procedures with regards to key audit matter
<p>Refer Note 2.2 “Fair value measurement” and Note 2.4 “Financial Assets” for relevant accounting policies and significant accounting estimates used by the Holding Company.</p> <p>The investment portfolio is valued at ₹ 5,738.41 crores which represents almost 98.32% of the total assets, where unquoted equity investments fair valued through OCI amounts to ₹259.58 crores ("Investment") covering about 4.5% of investment value as at 31st March'25.</p> <p>As the above investments are not traded in the active market, fair value of these investments involved significant management judgments and estimate and were valued based on valuation recommendation provided by a Valuation Expert.</p> <p>Determination of Fair Value includes the following approach :</p> <ul style="list-style-type: none"> • Market approach according to which the earnings and book value-based market multiples of peer companies in the same sectors have been considered after adjusting for illiquidity discount, if any; • Fair value based on agreements to buy/ sell an asset between the market participants; • Fair value determined as per discounted cash flow method based on projections of the investee Companies. <p>The above valuations are categorized as Level 2 or Level 3 type of valuation, as the case may be, in accordance with Ind AS 113 Fair Value Measurement based on the available observable/unobservable inputs. Accordingly, the valuation of unquoted investment was considered to be a Key Audit Matter, due to significant judgments associated with determining the fair value of investment and its materiality in the financial statements.</p>	<p>(i) Reviewed the Accounting Policies used by the Holding Company for accounting and disclosing Investments for compliance with the accounting framework.</p> <p>(ii) Evaluating valuation methodology recommended by Valuation Expert in the Group.</p> <p>(iii) Verified the correctness of market inputs used and mathematical accuracy of the valuation analysis.</p> <p>(iv) Assessed the adequacy of internal controls, evaluated the design and tested the operating effectiveness of such controls for initial recognition, subsequent measurement and disclosure of investments as on the reporting date as per applicable regulations.</p> <p>(v) Our team was supported by our in-house valuation specialist, especially in determining whether such valuation methodology is consistent with the market practice.</p> <p>(vi) We also assessed whether the disclosures in relation to investments are compliant with the relevant Indian accounting requirements and appropriately present the sensitivities in the valuations based on alternative outcome.</p>

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis; Board's Report including Annexure and Corporate Governance Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group, including its Associates, in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates is also responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group and its associates which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (vi) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) We did not audit the financial statements of the subsidiaries, whose financial statements reflect total assets of ₹11,256.48 lakhs as at 31st March 2025, total revenue of ₹5,980.97 lakhs, total net profit after tax of ₹2,197.7 lakhs and net cash inflows of ₹ (922.66) lakhs for the year ended on that date, as considered in the Consolidated Financial Statements.
- b) The Consolidated Financial Statements also includes the Group's share of net profit after tax of ₹33,493.54 lakhs for the year ended 31st March 2025 in respect of nine Associates, as considered in the Consolidated Financial Statements.

The financial statements and other financial information of the above subsidiaries and associates have been audited by other auditors whose reports have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors.

Our opinion is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Sub section (11) of Section 143 of the Act, we give in the ANNEXURE "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Group and Associates included in the Consolidated Financial Statements to whom the Order is applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matter stated in the paragraph (h) (vi) below on reporting under Rule 11(g)
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and associate companies, none of the Directors of the Group companies, and associate companies incorporated in India are disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on the consolidated financial position of the Group and its associates in Note 34c.
 - ii. The Group and its associates entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delays in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate companies incorporated in India.
 - iv. (i) The respective Managements of the Group and Associates, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary and associates respectively that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds share premium or any other sources or kind of funds) by the Group and Associates or to in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall,

whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group and Associates (“Ultimate Beneficiary”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiary;

- (ii) The respective Managements of the Group and Associates, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary and associates respectively that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Group and Associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on our audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or other auditor’s to believe that the representations under sub-clause (i) and (ii) as mentioned above, contain any material mis-statement.
- v. The dividends declared and paid by the Group and its Associates which are companies incorporated in India during the FY 2024-25 are in compliance with Section 123 of the Companies Act, 2013.

As stated in Note 34b to the financial statements, the Board of Directors of the Holding company has declared a second interim dividend and recommend final dividend for the FY 2024-25 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries, and associates have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except in case of outsourced payroll processing application of the Holding company for which audit trail feature at the database level was enabled during the year.

Further, during the course of our audit, we and the respective auditors of the above referred subsidiaries and associates did not come across any instance of audit trail feature being tampered with. Further, we and the respective auditors of the above referred subsidiaries and associates have noted that audit trail wherever enabled has been preserved by the Company as per the statutory requirements for record retention.

Place: Chennai
Date: 22nd May 2025

For **R.G.N. Price & Co.**
Chartered Accountants
FR No. 002785S

Vinay M Kothari
Partner
Membership No.23437
UDIN: 25234371BMNTAG7844

Annexure – “A” referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our audit report of even date to the members of Sundaram Finance Holdings Limited (“the Holding Company”) on the Consolidated Financial Statements of the Company for the year ended 31st March, 2025

Details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks

S. No	Name	CIN	Holding/Subsidiary/ Associate	Clause number of the CARO report which is qualified or adverse
1.	Sundaram Composite Structures Private Limited	U36100TN2010PTC076378	Associate	3(xvii)

Place: Chennai

Date: 22nd May 2025

For **R.G.N. Price & Co.**

Chartered Accountants

FR No. 002785S

Vinay M Kothari

Partner

Membership No.234371

UDIN:25234371BMNTAG7844

Annexure – “B” referred to in Clause (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our audit report of even date to the members of Sundaram Finance Holdings Limited (“the Holding Company”) on the Consolidated Financial Statements of the Company for the year ended 31st March, 2025

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended 31st March 2025, we have audited the internal financial controls over the financial reporting of Sundaram Finance Holdings Limited (“the Holding Company”) its subsidiaries and associate companies, which are companies incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiaries and associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring

the orderly and efficient conduct of its business, including adherence to the respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding company, its subsidiaries and associate companies, which are incorporated in India based on our audit.

We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under sections 143(10) of the Act to the extent applicable to an audit of internal financial controls. The Guidance Note and those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of aforesaid entities.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Holding Company, its subsidiaries and associate companies, which are incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025 based on, the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, wherever applicable, in so far as it relates to its subsidiaries and associates, which are incorporated in India, is based on the reports of the auditors of such companies.

Our opinion is not modified in respect of the above matter.

Place: Chennai
Date: 22nd May 2025

For **R.G.N. Price & Co.**
Chartered Accountants
FR No. 002785S

Vinay M Kothari
Partner
Membership No. 234371
UDIN: 25234371BMNTAG7844

Consolidated Balance Sheet

as at 31st March, 2025

(₹ in lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
ASSETS			
(1) Financial Assets			
(a) Cash and cash equivalents	1	1,482.86	18,206.24
(b) Bank balances other than (a) above	1	109.03	50.21
(c) Receivables	2	583.57	616.92
(d) Loans	3	11.88	3.32
(e) Investments	4	5,73,840.52	4,70,804.59
(f) Other financial assets	5	1,549.88	271.95
(g) Derivative financial instruments	6	261.17	256.98
(2) Non-financial Assets			
(a) Inventories	7	47.50	-
(b) Current tax assets (Net)	8	580.22	349.38
(c) Investment property	9	2,141.57	1,923.21
(d) Property, plant and equipment	9	1,134.06	230.00
(e) Right of Use asset	27	1,427.05	1,655.33
(f) Goodwill		156.08	156.08
(g) Other non-financial assets	10	331.07	258.33
(h) Deferred tax Assets (Net)	11	18.77	-
Total Assets		5,83,675.23	4,94,782.54
LIABILITIES AND EQUITY			
(1) Financial liabilities			
(a) Payables			
Trade Payables	12		
(i) Total outstanding dues of micro enterprises and small enterprises		35.10	22.34
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		142.90	21.55
(b) Other financial liabilities	13	417.83	185.74
(c) Lease Liability	27	1,609.68	1,790.50
(2) Non-financial liabilities			
(a) Provisions	14	421.30	383.20
(b) Deferred tax liabilities (Net)	15	20,321.57	13,008.10
(c) Other non-financial liabilities	16	59.94	78.40
(3) Equity			
(a) Equity share capital	17	11,105.19	11,105.19
(b) Other equity	18	5,49,561.72	4,68,187.52
Total Liabilities and Equity		5,83,675.23	4,94,782.54

This is the Consolidated Balance Sheet referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

Consolidated Statement of Profit and Loss

for the Year Ended 31st March, 2025

(₹ in lakhs)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Interest Income	19	321.59	232.32
Dividend Income		2,869.03	1,769.56
Net gain on fair value changes	20	6,319.81	3,838.32
Net Gain on derecognition of financial instrument	34f	2.29	17,218.81
Sale of services	21	5,946.24	6,073.20
Revenue from operations		15,458.96	29,132.21
Other Income	22	543.79	585.11
Total Income		16,002.75	29,717.32
Expenses			
Finance Cost	23	109.00	118.44
Employee benefit expenses	24	2,527.45	3,087.45
Depreciation, Amortisation and Impairment	9	300.29	293.51
Other expenses	25	1,353.77	1,752.96
Total expenses		4,290.51	5,252.36
Profit before exceptional items and tax		11,712.24	24,464.96
Exceptional items		-	-
Profit before tax		11,712.24	24,464.96
Current tax	26	3,581.18	4,618.50
Deferred tax	26	415.92	631.79
Total tax expense		3,997.10	5,250.29
Profit/(loss) for the period		7,715.14	19,214.67
Share of net profits from associates		33,493.54	34,099.76
(Net of FV impact on merger of investee companies)			
Profit after tax		41,208.68	53,314.43
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		15.04	10.80
Income Tax on above		4.09	2.72
Remeasurements of the defined benefit plans (Net of tax)		10.95	8.08
Change in Fair value of equity instruments		66,425.02	71,360.35
Income tax on above		7,777.10	10,824.71
Change in Fair value of equity instruments (Net of tax)		58,647.92	60,535.64
Share of other comprehensive income from associates using equity method (Net of tax)		1,907.39	12,258.69

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Items that will be reclassified to profit or loss			
Changes in Fair value of derivative instrument		4.36	(65.69)
Change in Fair value of financial instrument		(17.57)	17.57
Income tax on above		(3.32)	(12.11)
Change in Fair value of derivative and financial instrument (Net of tax)		(9.89)	(36.01)
Share of other comprehensive income from associates using equity method (Net of tax)		39.00	156.52
Foreign currency Translation Reserve		430.35	154.88
Other Comprehensive Income Net of Tax		61,025.72	73,077.80
Total Comprehensive Income for the period		1,02,234.40	1,26,392.23
Net Profit/(Loss) for the period attributable to the			
a. Owners of the Entity		41,210.29	53,314.43
b. Non Controlling Interest		(1.61)	-
Other Comprehensive Income/(Loss) for the period attributable to the			
a. Owners of the entity		61,025.91	73,077.80
b. Non Controlling Interest		(0.19)	-
Total Comprehensive Income/(Loss) for the period attributable to the			
a. Owners of the entity		1,02,236.20	1,26,392.23
b. Non Controlling Interest		(1.80)	-
Basic and Diluted Earnings per Equity Share of ₹5/- each	34a	18.55	24.00

This is the Consolidated Statement of Profit and Loss referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(a) Equity Share Capital

Particulars	March 31, 2025			March 31, 2024	
	No. of Shares	Amount ₹ in lakhs	No. of Shares	Amount ₹ in lakhs	
Balance at Beginning (A)	22,21,03,860	11,105.19	22,21,03,860	11,105.19	
Changes in Share Capital due to changes in Accounting Policies and prior period errors (B)	-	-	-	-	
Restated balance at the beginning of the current reporting period (A) + (B)	22,21,03,860	11,105.19	22,21,03,860	11,105.19	
Changes in Share Capital in the current reporting period	-	-	-	-	
Balance at End	22,21,03,860	11,105.19	22,21,03,860	11,105.19	

(b) Other equity (₹ in lakhs)

Particulars	Reserves and Surplus					Gains/ (Losses) from instruments fair valued through OCI	Total
	Capital Reserve	General Reserve	ESOP Reserve	Securities Premium	FCTR	Retained Earnings	
Balance as at 01 April 2023	8,512.27	13,135.01	12.97	31,711.64	2,625.99	2,02,749.26	3,45,899.00
Add/(Less):							
(a) Profit or loss for the period	-	-	-	-	-	53,314.43	53,314.43
(b) Other comprehensive income	-	-	-	-	154.88	-	73,077.80
(c) ESOP contribution scheme of Parent company	-	-	5.05	-	-	-	5.05
(d) Adjustment (384.09)	(384.09)	-	-	-	(60.01)	6,330.02	5,885.92
(e) Final and special Dividend for FY 2022-23	-	-	-	-	-	(5,552.60)	(5,552.60)
(f) Special Dividend for FY 22-23	-	-	-	-	-	(4,442.08)	(4,442.08)
Transfer on account of Sale of Equity instruments measured at FVTOCI	-	-	-	-	-	19,738.40	-
Balance as at 01 Apr 2024	8,128.18	13,135.01	18.02	31,711.64	2,720.86	2,72,137.43	4,68,187.52

Particulars	Reserves and Surplus					Gains/ (Losses) from instruments fair valued through OCI	Total
	Capital Reserve	General Reserve	ESOP Reserve	Securities Premium	FCTR	Retained Earnings	
Add/ (Less) :							
(a) Profit or loss for the period	-	-	-	-	-	41,210.29	41,210.29
(b) Other comprehensive income	-	-	-	-	430.35	10.95	61,025.91
(c) ESOP contribution scheme of Parent company	-	-	0.79	-	-	-	0.79
(d) On account of business combination	25.13	-	-	-	-	-	25.13
(e) Change in the proportion held in subsidiary	-	-	-	-	-	13.28	13.28
(f) Adjustment	-	-	-	-	12.73	(36.17)	(23.44)
(g) Final and special Dividend for FY 2023-24	-	-	-	-	-	(4,553.13)	(4,553.13)
(h) Interim Dividend for FY 23-24	-	-	-	-	-	(8,106.79)	(8,106.79)
(i) Interim Dividend for FY 24-25	-	-	-	-	-	(8,217.84)	(8,217.84)
Transfer on account of Sale of Equity instruments measured at FVTOCI	-	-	-	-	-	5,398.88	-
Balance as at 31 March 2025	8,153.31	13,135.01	18.81	31,711.64	3,163.94	2,97,856.90	5,49,561.72

This is the Consolidated Statement of Changes in Equity referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 0027855

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

Harsha Viji

Chairman

R. Venkatraman

Director

C. Senthilnathan

Chief Financial Officer

S Kalyanaraman

Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Consolidated Cash Flow Statement

(₹ in lakhs)

Particulars	2024-25	2023-24
Cash flow from operating activities		
Profit before tax	11,712.24	24,464.96
Adjustments to reconcile profit before tax to net cash used in operating activities		
(a) Depreciation and impairment of property, plant and equipment	300.29	293.51
(b) Effect of unrealized exchange rate changes	8.79	(8.80)
(c) Impairment/(Reversal of Impairment) on Financial Instruments	(1.07)	3.33
(d) Fair value change in financial instruments	(6,319.81)	(3,838.32)
(e) Interest Income from Investments	(321.59)	(232.32)
(f) (Gain)/loss on sale of property, plant and equipment	(1.90)	0.40
(g) ESOP contribution scheme of Parent company	0.79	5.05
(h) Finance costs paid	109.00	118.44
(i) Dividend received / (receivable)	(1,162.93)	-
(j) Interest received / (receivable)	-	(118.11)
(k) (Gain)/Loss on derecognition of financial instrument	(2.29)	(17,218.81)
(l) Net Actuarial gain/(loss) on defined benefit plan	15.04	10.80
(m) Dividend received from associates	18,083.22	12,984.68
(n) Gain on Lease modification/termination	(29.51)	(7.83)
Working capital adjustments		
(a) (Increase)/Decrease in		
Trade and other receivables	154.02	75.70
Loans	(4.26)	3.19
Other financial assets	4.91	26.46
Other non-financial assets	(63.93)	135.58
Inventories	7.86	-
(b) Increase/(Decrease) in		
Trade and other payables	34.87	(51.06)
Financial liabilities	32.20	(16.10)
Non-financial liabilities and provisions	12.32	89.87
Income Tax paid	(3,739.95)	(3,554.39)
Net cash flows from operating activities	18,828.31	13,166.22
Cash flow from investing activities		
Purchase and construction of property, plant and equipment	(94.36)	(19.80)
(Purchase)/Sale of Mutual funds (net)	(19,178.07)	(22,168.74)
(Purchase)/Sale of other investments (net)	7,310.08	37,350.32
Investments in Fixed Deposits with Banks and NBFCs	(2,150.00)	-
Proceeds from sale of property, plant and equipment	15.04	0.79
Interest received	255.18	232.32
Income Tax paid	(923.33)	(1,756.68)
Net cash flows from investing activities	(14,765.46)	13,638.21
Cash flow from financing activities		
Dividend Paid	(20,877.76)	(9,994.67)
Lease Liability Principal paid	(160.16)	(148.17)
Lease Liability Interest paid	(109.00)	(118.44)
Net cash flows from financing activities	(21,146.92)	(10,261.28)
Net increase / (decrease) in cash and cash equivalents	(17,084.07)	16,543.15
Cash and cash equivalents at the beginning of the year	18,206.24	1,656.21
Add: Upon addition of subsidiary	371.56	-
Effect of exchange rate changes on cash and cash equivalents	(10.87)	6.88
Cash and cash equivalents at the end of the year (Refer Note 1)	1,482.86	18,206.24

This is the Consolidated Cash Flow Statement referred to in our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

FR No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

C. Senthilnathan

Chief Financial Officer

R. Venkatraman

Director

S Kalyanaraman

Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Harsha Viji
Chairman

Annual Report

2024-25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. COMPANY OVERVIEW

Sundaram Finance Holdings Limited ('the Parent Company') is a Public Limited Company domiciled in India and incorporated under the provisions of Companies Act 1956. The equity shares of the Company are listed on the National Stock Exchange of India Limited. The Company comes under the category of exempted Core Investment Company (CIC) and is not required to register with the Reserve Bank of India (RBI) as a Non Banking Financial Company (NBFC). The Company is primarily engaged in the business of Investments, business processing and support services and having two 100% subsidiaries

- a. Sundaram Business Services Limited, which is an outsourcing company offering various support services to large and mid-sized firms in and outside India
- b. Forge 2000 Private Limited, which is a company which is engaged in conversion of forge components.

The Company's registered office is at No.21, Patullos Road, Chennai – 600002.

2. MATERIAL ACCOUNTING POLICIES

The accounting policies mentioned herein are relating to the Consolidated financial statements of Sundaram Finance Holdings Limited and its subsidiary and associates.

2.1 Basis of Preparation

The Consolidated financial statements of the group comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Financial Statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period.

Consolidated financial statements are prepared in Indian Rupees (₹), which is also its functional currency.

Principles of Consolidation: The consolidated financial statements comprise the financial statements of the parent company and its subsidiaries which are controlled by the parent company.

Subsidiaries: Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The group reassesses whether or not it controls an entity, if facts and circumstances indicate that there are changes in any of the elements as mentioned above. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Goodwill represents the difference between the Company's share in the net worth of subsidiary and its cost of acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Non-Controlling Interest in the Net Assets of the Consolidated Subsidiaries consists of:

- i. The amount of Equity attributable to holders of non-controlling interest at the date on which the investment in the Subsidiary is made; and
- ii. The Non-Controlling Interests' share of movements in Equity since the date the Parent Subsidiary relationship came into existence.

Non-Controlling Interest (NCI) share in the Net Profit / (Loss) for the year of the Consolidated Subsidiaries is identified and adjusted against the Profit After Tax of the Group even if this results in the NCI having a deficit balance.

When the group loses control of a subsidiary, the assets and liabilities of the former subsidiary are derecognized from the consolidated balance sheet and recognises the gain or loss associated with the loss of control attributable to the former controlling interest in the statement of profit and loss. The group recognizes any investment retained in the former subsidiary at its fair value when control is lost.

The financial Statements of the following subsidiary companies are consolidated as per Ind AS 110- Consolidated Financial Statements.

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest (%)
Sundaram Business Services Limited	India	100.00
Forge 2000 Private Limited	India	100.00

Associates:

Associates are all entities over which the group has significant influence but not control or joint control. (This is generally the case where the group holds between 20% and 50% of the voting rights). Investments in associates are accounted for using the equity method of accounting after initially being recognized at cost.

Name of the Associates	Country of Incorporation	Proportion of Ownership Interest (%)
Axles India Limited	India	38.81
Turbo Energy Private Limited	India	32.00
Wheels India Limited	India	23.96
Transenergy Private Limited	India	42.41
Sundaram Dynacast Private Limited	India	26.00
Brakes India Private Limited	India	23.57
Sundaram Composite Structures Private Limited	India	39.00
Dunes Oman LLC (FZC)	Sultanate of Oman	43.69
India Motor Parts & Accessories Limited	India	20.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received from associates are recognized as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognize further losses, unless it has incurred obligation or made payments on behalf of the other entity.

2.2 Measurement of fair values

The Group's accounting policies and disclosures require the measurement of financial assets and liabilities at fair values. The Group has established policies and procedures with respect to measurement of fair values.

The Group's policy on Fair Valuation is stated below.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

- Level 1 -** The fair value of financial instruments traded in active markets (such as publicly traded securities) is based on quoted (unadjusted) market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price.
- Level 2 -** The fair valuation of instruments not traded in active markets is determined using valuation techniques. These valuation techniques maximize the use of observable market data and minimize the use of entity specific estimates (All significant inputs to the fair value measurement is observable)
- Level 3 -** Valuation techniques for one or more significant inputs to the fair value measurement is unobservable. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. An adjustment to a Level 2 input that is significant to the entire measurement results in a fair value measurement categorized within Level 3 of the fair value hierarchy if the adjustment uses significant unobservable inputs.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.3 Revenue Recognition

Revenue is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group is entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Revenue from rendering of services is recognized with reference to the stage of completion determined based on estimate of work performed, and when the outcome of the transaction can be estimated reliably.

Dividends: Dividend income is recognized when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably. This is generally when the shareholders approve the dividend.

Interest Income: For all debt instruments measured at amortised cost, interest income is recognized on time proportion basis, taking into account the amount outstanding and effective interest rate.

Rental Income: Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in Other income in the statement of profit and loss.

2.4. Financial Assets

Classification

The Group classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through comprehensive income or through statement of profit and loss), and
- Those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

Initial Measurement

At Initial recognition, the group measures a financial asset at its fair value plus (in the case of financial asset not at fair value through profit or loss) transaction cost that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequent Measurement

Financial Asset measured at Amortised Cost: (AC)

A financial asset is measured at amortised cost if it is held within a Group's business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Financial assets at fair value through other comprehensive income: (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal and the interest on the principal outstanding.

Financial assets at Fair value through profit or loss: (FVTPL)

Any financial asset not subsequently measured at amortised cost or at fair value through other comprehensive income, is subsequently measured at fair value through profit or loss. Financial assets falling in this category are measured at fair value and all changes are recognized in the Statement of Profit and Loss.

Investments in equity instruments:

All equity instruments other than investment in Subsidiary and Associates are measured at fair value, with value changes on these instruments, excluding dividends, are recognized in the Other Comprehensive Income (OCI).

De-Recognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset. For Instruments measured at fair value through OCI, there is no recycling of the amounts from OCI to profit and loss on sale of investment. However, the Company may transfer the cumulative realized gain or loss within equity.

Impairment of Financial Assets

The Group applies the Expected Credit Loss (ECL) model for recognizing impairment losses if any on financial assets. 12 months ECL represents the expected default events on the financial asset that are possible within 12 months after the reporting date. Where the credit risk on the financial assets has not increased significantly since initial recognition, the loss is measured at an amount equal to 12 months ECL. Where the credit risk on the financial assets has increased significantly since initial recognition, the loss is measured at an amount equal to the lifetime expected credit loss.

2.5. Financial Liabilities

Initial Recognition

All financial liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-Recognition

A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when the Group has a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Derivative financial instruments

The Group is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk. To mitigate the risk of changes in foreign exchange rates on forecasted cash flows denominated in foreign currencies, the Group holds derivative financial instruments such as foreign exchange forward contracts. The counterparty for these contracts is generally a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in the Statement of Profit and Loss.

Cash flow hedges

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss.

2.6. Leases

The Group's lease asset classes primarily consist of leases for land and buildings for providing business processing and support services. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

For a lease modification that is not accounted for as a separate lease, the remeasurement of the lease liability is accounted by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease and any gain or loss relating to the partial or full termination of the lease is recognised in statement of profit or loss.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.7. Employee Benefits**SHORT TERM EMPLOYEE BENEFITS**

As per the employment policy of the Group, short term employee benefits for services rendered by employees are recognized during the period when the services are rendered.

POST EMPLOYMENT BENEFITS**a. Defined Contribution plans****i. Superannuation**

The Group contributes to the Superannuation fund, which is managed by the Life Insurance Corporation of India (LIC). The contributions are charged to the Statement of Profit and Loss.

ii. Provident Fund

The Provident Fund contributions are made to the government administered Provident Fund and Employees' Pension Scheme under the Employees Provident Fund Act and to Employees' State Insurance Schemes on behalf of its employees. The contributions are charged to Statement of Profit and Loss.

b. Defined benefit plans**i. Gratuity**

The Group provides a lump sum payment to eligible employees, at retirement or resignation of employment based on the last drawn salary and years of employment with the Group as per the provisions of the Payment of Gratuity Act, 1972. The Group makes contributions to a gratuity fund administered by trustees and managed by LIC of India.

The liability or asset recognized in the Balance Sheet in respect of a defined gratuity plan is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets. Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation using the projected unit credit method made at the end of the year.

The present value of defined benefit obligation is determined by discounting the estimated future cash out flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels.

Re-measurement gains or losses arising from Experience Adjustments and changes in actuarial assumptions are recognized in the period they occur, directly in the Other Comprehensive Income. They are included in the statement of changes in equity and in the Balance Sheet. Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to Statement of Profit or Loss in subsequent periods.

Changes in present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement of Profit and Loss.

c. Other Long Term Employee Benefits**i) Leave Encashment:**

The Group contributes to a staff leave encashment scheme managed by SBI Life Insurance Company Limited. The Group accounts its liability based on an actuarial valuation, as at the Balance Sheet date, using the Projected Unit Credit method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

2.8 Share Based Payments**Employee Stock Options**

Sundaram Finance Limited, the erstwhile holding company, has an employee stock option scheme in accordance with SEBI guidelines 1999 for extending the scheme to eligible employees of the Company, being a subsidiary company. Accordingly, the Company recognizes the compensation expense relating to share based payments in accordance with IND AS 102 - Share based payments.

2.9 Income Taxes

Income-tax expense comprises current tax (amount of tax for the period determined in accordance with The Income Tax law) and deferred tax charge or credit (reflecting the tax effects of temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements). Taxes are recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in the Other Comprehensive Income.

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the tax payable on the taxable income or loss for the year and any adjustment to the tax payable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognized amounts; and
- b) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and based on management's judgement, are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Deferred tax assets and liabilities are offset only if the Group:

- a) has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Current and Deferred tax for the year- OCI:

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.10 Business Combination

Business combinations have been accounted as per the acquisition method prescribed in Ind AS 103.

When a business combination is achieved in stages, any previously held equity interest in the acquiree (if any) is remeasured at its acquisition-date fair value and the resulting gain or loss, is recognised in the consolidated statement of profit and loss or other comprehensive income, as appropriate.

The excess of

(i) Sum of

- the consideration transferred
 - the amount of any non-controlling interests in the acquired entity and
 - the acquisition-date fair value of any previously held equity interest in the acquired entity
- over

(ii) The acquisition-date fair value of the net identifiable assets acquired

is recognized as “Goodwill” else as “Gain on bargain purchase”.

Any “Gain on a bargain purchase” is recognized in other comprehensive income and accumulated in equity as Capital Reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase, otherwise the gain is recognized directly in equity as Capital Reserve.

Transaction costs in connection with a business combination are expensed as incurred.

Acquisition of M/s. Forge 2000 Private Limited:

On February 21st 2025, the Company acquired 62.50% stake in M/s. Forge 2000 Private Limited which is a company engaged in conversion of forge components.

The purchase price is allocated to assets acquired and liabilities assumed based upon determination of fair values at the date of acquisition and the computation of capital reserve on account of the acquisition is as follows:

(in INR Lakhs)

Component	Acquiree's Carrying Amount	Fair Value Adjustments	Amount
Net Assets	1,374.09	266.12	1,640.21
Fair Value of Net Assets Acquired			1,640.21
Less: Non- Controlling Interest			(615.08)
Less: Purchase Consideration			(1,000.00)
Capital Reserve			25.13

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

2.11 Property, plant and equipment

The property plant and equipment are the assets held for the use in the supply of services. Property, plant and equipments are stated in the balance sheet at cost (net of duty/ tax credit availed) less accumulated depreciation and accumulated impairment losses.

Cost of acquisition is inclusive of freight, non-refundable duties & taxes and other directly attributable cost of bringing the asset to its working condition for the intended use.

Freehold land is not depreciated.

An item is recognized as property plant and equipment if and only if it is probable that future economic benefits associated with the item will flow to the Group and its costs can be measured reliably.

Subsequent expenditure is added to the carrying amount or recognised as separate asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

Depreciation commences when the assets are ready for their intended use. Where the property plant and equipment is not ready for its intended use as on the balance sheet date it is disclosed as capital work in progress

For the Parent and its subsidiary, Depreciation is recognized to write off, the cost of assets less their residual values over their useful lives, using the written down value (WDV) method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

All the Associate companies except Turbo Energy Private Limited provide depreciation on Property, Plant & Equipment on straight-line basis on the useful life of the asset as provided in the schedule II of Companies Act 2013

Estimated useful lives of the assets, based on technical assessment, which are different in certain cases from those prescribed in Schedule II to the Act, are as follows:

(in years)	
Assets	Own
Office equipment	8
Computer (included in Plant & Equipment)	
End user services	7
Servers and network	10
Vehicles	5
Electrical Equipment	15

The property plant and equipment with definite life are reviewed for impairment whenever the events or changes indicate that their carrying value may not be recoverable.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

An item of the property plant equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of the item of property plant equipment is determined as the difference between the sale proceeds and carrying amount of the asset and is recognised in profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

2.12 Investment Property

Properties held to earn rental income or for capital appreciation or both and that is not occupied by the Group is classified as Investment Property.

It is measured initially at cost of acquisition including transaction costs, borrowing cost and other directly attributable cost in bringing the asset to its working condition for its intended use.

Subsequent expenditure is capitalized to the asset carrying amount only when it is probable that the future economic benefits associated with the expenditure will flow to the Group and cost can be measured reliably.

The fair value of investment property has been determined by property valuer, having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued, except for the exception which is disclosed in Note 9 of the consolidated financial statements.

Depreciation is provided on WDV method by adopting useful life prescribed under schedule II to the Companies Act, 2013 after retaining 5% of Original cost as residual value for Buildings.

Items of Investment property	Useful Lives (Total)
Freehold Land	N.A
Building	30 years

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss in the period of derecognition.

2.13 Intangible assets

Intangible assets are identified non-monetary assets without physical existence. Intangible assets represent Computer software whose cost is amortised over their expected useful life on a straight line basis.

Intangible assets with finite useful lives that are acquired separately are capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortization is recognised on a straight-line basis over the estimated useful life of the asset.

Intangible assets are recognized in books only when it is probable that future economic benefits associated with the asset will flow to the group and the cost can be measured reliably. The cost of the intangible asset shall include the purchase price, including non-refundable duties and taxes, all the directly attributable costs to bring the intangible to the present location, working condition and intended use.

2.14 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as “held for sale” when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as ‘held for sale’ are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

2.15 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.16 Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

2.17 Trade receivables

Trade receivables, that do not contain a significant financing component, are recognised at transaction price.

2.18 Foreign Currency Transactions**Functional and Presentation Currency:**

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates (i.e the “functional currency”). The functional currency of Group is the Indian Rupee. The Consolidated financial statements are presented in Indian rupee.

Foreign Currency Transactions and balances:

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.19 Cash Flow Statement

Statement of cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

2.20 Provisions and Contingent Liabilities

Provisions are recognized when the enterprise has a present legal or constructive obligation, as a result of a past event, and it is probable that the Group will be required to settle the obligation for which a reliable estimate can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A Contingent liability is

- (i) a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group (or)
- (ii) a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made.

A contingent liability is disclosed, if the possibility of an outflow of resources embodying economic benefits is not remote.

2.21 Earnings Per Share

The basic earnings per share has been computed by dividing the net income attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

The diluted earnings per share has been computed using weighted average number of shares adjusted for effects of all potentially dilutive equity shares.

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

The actual results may differ from these estimates. The management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Any revision to the accounting estimates is recognized prospectively in the current and future periods.

Useful lives of Property Plant and Equipment / Intangible Assets

Property, Plant and Equipment / Intangible Assets are depreciated / amortized over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and takes into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

Impairment of Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 1: Cash and Cash Equivalents

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Cash on hand	0.08	0.20
Balances with Banks		
- In Current Accounts	1,182.78	1,932.04
- In Deposit Accounts-Original maturity of 3 months or less	300.00	16,274.00
Total	1,482.86	18,206.24
Earmarked balances with banks (For Unpaid dividend)	109.03	50.21
Total	109.03	50.21

Note 2: Receivables

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade receivables (*)		
- Considered Good - Secured	-	-
- Considered Good - Unsecured	583.57	616.92
- Which have significant increase in Credit Risk	0.82	32.29
- Credit Impaired	-	-
Less:		
Impairment for Trade Receivables under Expected credit loss method	(0.82)	(32.29)
Total	583.57	616.92

* Refer Note 32 for related party transactions

Receivables ageing schedule - 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not due	Less than 6 months	> 6 months	Total
(i) Undisputed Trade Receivables – considered good	423.18	160.39	-	583.57
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	0.82	-	0.82
(iii) Undisputed Trade Receivables credit Impaired	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables credit Impaired	-	-	-	-
Less : Impairment for Trade Receivables under Expected credit loss method	-	(0.82)	-	(0.82)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Receivables ageing schedule - 31 March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not due	Less than 6 months	> 6 months	Total
(i) Undisputed Trade Receivables – considered good	603.21	12.60	1.13	616.92
(ii) Undisputed Trade Receivables which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables credit Impaired	3.34	20.72	8.23	32.29
(iv) Disputed Trade Receivables considered good	-	-	-	-
(v) Disputed Trade Receivables which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables credit Impaired	-	-	-	-
Less : Impairment for Trade Receivables under Expected credit loss method	(3.34)	(20.72)	(8.23)	(32.29)

Note 3: Loans

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Staff Advance	16.15	7.59
Less: Impairment Loss allowance	(4.27)	(4.27)
Total	11.88	3.32

Loans measured at	Staff Advance	Gross Loan	Impairment Loss allowance	Net Loan
As at 31-03-2025				
- Amortised Cost	16.15	16.15	(4.27)	11.88
- FVTOCI	-	-	-	-
- FVTPL	-	-	-	-
As at 31-03-2024				
- Amortised Cost	7.59	7.59	(4.27)	3.32
- FVTOCI	-	-	-	-
- FVTPL	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 4: Investments

Particulars	Face Value (₹)	As at 31.03.2025		As at 31.03.2024	
		Holding (Number)	Carrying Amount (₹ in lakhs)	Holding (Number)	Carrying Amount (₹ in lakhs)
Equity Instruments: At Carrying Value					
Associates					
Brakes India Pvt. Ltd.	100	4,11,606	1,07,291.07	4,11,606	96,977.75
Wheels India Ltd.	10	58,53,367	31,680.84	58,53,367	29,710.18
Turbo Energy Pvt. Ltd.	10	25,60,000	60,840.61	25,60,000	58,718.90
Axles India Ltd.	10	98,91,754	11,955.56	98,91,754	10,691.54
India Motor Parts & Accessories Ltd.	10	24,96,033	43,021.66	24,96,033	40,340.89
Dunes Oman LLC (FZC) ⁽¹⁾	1	22,93,725	11,200.32	22,93,725	11,434.70
Sundaram Dynacast Pvt. Ltd.	10	11,70,000	2,298.40	11,70,000	2,144.25
Transenergy Pvt. Ltd.	100	1,92,713	2,244.12	1,92,713	1,999.06
Sundaram Composite Structures Pvt. Ltd. ⁽⁵⁾	10	3,90,00,000	2,502.64	3,90,00,000	3,254.33
Subtotal (a)			2,73,035.22		2,55,271.61
Equity Instruments: At FVTOCI					
TVS Holdings Ltd. ⁽²⁾	5	13,12,057	1,39,352.94	13,12,057	95,343.60
Sundaram Clayton Ltd. ⁽³⁾	5	15,14,378	35,713.05	15,14,378	22,508.12
Lucas TVS Ltd.	100	63,224	19,221.38	63,224	12,829.44
Delphi-TVS Technologies Ltd.	10	-	-	2,52,896	1,948.34
Techtran Polylenses Ltd.	10	2,50,000	-	2,50,000	-
Vishnu Forge Industries Ltd.	10	-	-	2,97,110	163.82
D2C Consulting Services Pvt. Ltd.	10	-	-	100	5.16
Fettle Tone LLP ⁽⁴⁾		-	6,736.74	-	8,710.63
Subtotal (b)			2,01,024.11		1,41,509.11
Equity Instruments: At FVTPL					
Clarion Windfarm Pvt. Ltd.	10	2,26,778	22.68	-	-
Chola Green Energy Pvt. Ltd.	1,000	100	1.00	-	-
Subtotal (c)			23.68		-
Mutual Funds: At FVTPL					
Sundaram Liquid Fund		12,80,309	29,341.23	36,610	799.58
Sundaram Ultra Short duration Fund		15,01,504	43,140.23	22,69,488	60,485.32
Sundaram Low Duration fund		2,34,958	8,538.18	2,07,286	6,964.48
Sundaram Money market fund		10,17,87,056	15,063.98	79,23,681	1,088.59
AIF: At FVTPL					
JM DO Fund	100,000	434.76	475.80	769.53	845.60
Pref Shares : At FVTPL					
D2C Consulting Services Pvt. Ltd.	100	-	-	17,014	877.95
Subtotal (d)			96,559.42		71,061.52

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Particulars	Face Value (₹)	As at 31.03.2025		As at 31.03.2024	
		Holding (Number)	Carrying Amount (₹ in lakhs)	Holding (Number)	Carrying Amount (₹ in lakhs)
Pref Shares: At FVTOCI					
9% Sundaram Clayton	10	-	-	1,75,668.00	17.57
Subtotal (e)			-		17.57
NCD's: At Amortised cost					
9.10% Tata International Limited		50	500.35	250.00	2,498.11
Subtotal (f)			500.35		2,498.11
Fixed Deposits: At Amortised cost					
Fixed Deposits with Banks and NBFCs			2,700.00		450.00
Subtotal (g)			2,700.00		450.00
Total Investments (a+b+c+d+e+f+g)			5,73,842.78		4,70,807.92
Less: Allowance for Impairment loss			(2.26)		(3.33)
Net Investments			5,73,840.52		4,70,804.59
Investments by Geography					
Investment outside India			11,200.32		11,434.70
Investment in India			5,62,640.20		4,59,369.89
Investments by Category					
Quoted Investments			3,46,327.91		1,65,394.68
Unquoted Investments			2,27,512.61		3,05,409.91
Total			5,73,840.52		4,70,804.59

(1) Face value in Omani Riyal

(2) Formerly known as Sundaram Clayton Limited

(3) Formerly known as Sundaram Clayton DCD Private Limited

(4) Investment is made for the specific purpose of reinvesting in Nivabupa Health Insurance Company Limited as per the agreement entered into with Fettle Tone LLP

(5) During the year ended 31st March 2024, the company subscribed to Rights issue, issued for the purpose of infusing capital to support its growth, working capital requirement and also investing in Mind Srl, Italy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Dividends recognised during the period from Investments in equity instruments designated at fair value through OCI
(₹ in lakhs)

Investments held during/at the end of reporting period	2024-25	2023-24
Turbo Energy Pvt. Ltd.	6,886.40	6,886.40
Brakes India Pvt. Ltd.	4,939.27	3,992.58
Axles India Ltd.	1,384.85	890.26
India Motor Parts & Accessories Ltd.	698.89	599.05
Sundaram Dynacast Pvt. Ltd.	327.60	339.30
Wheels India Ltd.	695.97	227.88
Lucas TVS Ltd.	265.54	113.80
Delphi-TVS Technologies Ltd.	-	72.08
Transenergy Pvt. Ltd.	96.36	49.21
Vishnu Forge Industries Ltd.	-	2.67
Sundaram Clayton Ltd. ⁽³⁾	149.92	-
Dunes Oman LLC (FZC)	3,053.89	-
TVS Holdings Ltd. ⁽²⁾	2,453.55	-
Total Dividend	20,952.24	13,173.23

Investments derecognised during the year that was measured at fair value through OCI

(₹ in lakhs)

Company	Fair value at the date of derecognition	Cumulative gain on disposal	Tax Impact (Refer Note 26)
Vishnu Forge Industries Ltd.	118.84	72.91	10.43
D2C Consulting Services Pvt. Ltd.	2.25	0.50	0.07
Fettle Tone LLP ⁽⁴⁾	2,917.16	2,265.10	341.58
Delphi-TVS Technologies Ltd.	4,000.00	3,981.85	569.40

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 5 : Other Financial Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Security Deposits	183.41	153.35
Unbilled Revenue	26.88	26.30
Other Receivables	1,339.59	92.30
Total	1,549.88	271.95

Note 6 : Derivative Financial Instruments

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Fair value (liabilities) / Assets		
Part I		
(i) Currency Derivatives		
- Spot and forwards	261.17	256.98
Total Derivatives Financial instruments	261.17	256.98
Part II		
Included in above (Part I) are derivatives held for hedging and risk management purpose as follows		
(i) Cash flow hedging		
- Currency derivatives	261.17	256.98
Total	261.17	256.98

Note 7: Inventories

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Stores and Spares	47.50	-
Total	47.50	-

Note 8: Current Tax Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Advance Income Tax and Tax Deducted at source (Net)	580.22	349.38
Total	580.22	349.38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 9: Investment Property, PPE & Intangible Assets

(₹ in lakhs)

Description	Investment Property (IP)			Property, Plant and Equipment (PPE)							Intangible Software-Bought out	Total PPE and Intangible
	Land	Building	Total IP	Freehold land	Buildings	Plant & Equipment	Furniture & fixtures	Office Equipment	Electrical Equipment	Vehicles	Total PPE	
Cost of Assets												
As at 01 April 2024	1,872.20	99.23	1,971.43	31.86	33.28	389.83	69.49	59.95	21.51	0.64	606.56	774.71
+ On account of Business Combination	223.69	-	223.69	90.56	376.09	1,558.12	21.62	-	-	0.05	2,046.44	2,064.34
+ Additions	-	-	-	-	22.70	64.44	3.04	4.18	-	-	94.36	94.36
+ / (-) Other Adjustments	-	-	-	-	-	6.47	-	1.16	-	-	7.63	7.63
Subtotal	2,095.89	99.23	2,195.12	122.42	432.07	2,018.86	94.15	65.29	21.51	0.69	2,754.99	2,941.04
(-) Sale/deletion	-	-	-	-	-	(16.64)	(0.84)	-	-	-	(17.48)	(17.48)
Total	2,095.89	99.23	2,195.12	122.42	432.07	2,002.22	93.31	65.29	21.51	0.69	2,737.51	2,923.56
Depreciation												
Upto 31 March 2024	-	48.22	48.22	-	4.71	264.71	45.77	49.40	11.44	0.52	376.56	544.71
+ On account of Business Combination	-	-	-	-	77.76	1,065.47	12.41	-	-	0.04	1,155.68	1,173.39
+ For the Year	-	5.33	5.33	-	5.02	50.75	6.31	4.65	1.38	-	68.11	68.12
+ / (-) Other Adjustments	-	-	-	-	-	11.66	(0.19)	(3.84)	-	-	7.63	7.63
Subtotal	-	53.55	53.55	-	87.49	1,392.59	64.30	50.21	12.82	0.56	1,607.98	1,793.85
(-) Withdrawn	-	-	-	-	-	(3.66)	(0.69)	-	-	-	(4.35)	(4.35)
Total	-	53.55	53.55	-	87.49	1,388.94	63.61	50.21	12.82	0.56	1,603.63	1,789.50
Net Carrying amount												
As at 31 March 2025	2,095.89	45.68	2,141.57	122.42	344.58	613.28	29.70	15.08	8.69	0.13	1,133.88	1,134.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Description	Investment Property (IP)			Property, Plant and Equipment (PPE)							Intangible	Total PPE and Intangible
	Land	Building	Total IP	Freehold land	Buildings	Plant & Equipment	Furniture & fixtures	Office Equipment	Electrical Equipment	Vehicles		
Cost of Assets												
As at 01 April 2023	1,872.20	99.23	1,971.43	31.86	29.76	382.67	69.45	56.43	17.92	0.64	168.15	756.88
(+) Additions	-	-	-	-	3.52	7.15	2.02	3.52	3.59	-	-	19.80
Subtotal	1,872.20	99.23	1,971.43	31.86	33.28	389.83	71.46	59.95	21.51	0.64	168.15	776.68
(-) Sale/deletion	-	-	-	-	-	-	(1.97)	-	-	-	-	(1.97)
Total	1,872.20	99.23	1,971.43	31.86	33.28	389.83	69.49	59.95	21.51	0.64	168.15	774.71
Depreciation												
Upto 31 March 2023	-	41.50	41.50	-	2.37	233.36	39.39	38.57	9.89	0.48	163.91	487.96
(+) For the Year	-	6.72	6.72	-	2.34	31.36	7.95	10.83	1.55	0.04	4.24	58.31
Subtotal	-	48.22	48.22	-	4.71	264.71	47.34	49.40	11.44	0.52	168.15	546.28
(-) Withdrawn	-	-	-	-	-	-	(1.57)	-	-	-	-	(1.57)
Total	-	48.22	48.22	-	4.71	264.71	45.77	49.40	11.44	0.52	168.15	544.71
Net Carrying amount												
As at 31 March 24	1,872.20	51.00	1,923.21	31.86	28.57	125.11	23.72	10.56	10.07	0.12	-	230.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Depreciation / Amortisation

(₹ in lakhs)

Particulars	2024-25	2023-24
Depreciation on Investment Property	5.33	6.72
Depreciation on Property, Plant & Equipment	68.11	54.07
Amortisation of Intangible Assets	0.01	4.24
Depreciation of Right of Use Assets	226.84	228.48
Total	300.29	293.51

Fair Value of Investment Property

(₹ in lakhs)

Particulars	At 31 March 2025	At 31 March 2024
Land	47,712.87	47,267.60
Building	268.00	268.00
Total	47,980.87	47,535.60

Measurement of Fair Value

Fair Value Hierarchy

The fair value of investment property has been determined by the registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued with respect to all the properties held by the group other than the exception mentioned below. The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used other than the exception mentioned below.

Exception: With respect to the properties held by the subsidiary Forge 2000 Private Limited, the fair value is estimated based on the guideline value published by the government. No valuation is carried out by an Independent Valuer. The guideline value is the best representative of the fair values of Investment Property and hence classified as Level 1 Valuation.

Investment property comprises a number of commercial properties that are leased to third parties. No contingent rents are charged.

Information regarding income and expenditure of Investment property

(₹ in lakhs)

Particulars	2024-25	2023-24
Rental Income derived from Investment Properties	257.56	207.23
Direct Operating Expenses (including repairs and maintenance)	(47.05)	(16.81)
Profit arising from Investment Properties before Depreciation	210.51	190.43
Depreciation	(5.33)	(6.72)
Profit arising from Investment Properties	205.18	183.70

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 10 : Other Non-Financial Assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Prepaid expenses	107.53	105.63
Other advances	44.97	53.08
GST Input Credit	178.57	99.62
Total	331.07	258.33

Note 11: Deferred Tax Assets (Net)

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
On Derivatives	(56.62)	-
On Provision for Doubtful Debts	0.21	-
On Property, Plant & Equipment	51.43	-
On Investments.	(12.80)	-
On Employee Benefits	35.98	-
On others	0.57	-
Total	18.77	-

Note 12: Payables

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade payables (*)		
(i) Total outstanding due to micro and small enterprises	35.10	22.34
(ii) Total outstanding due to creditors other than micro and small enterprises	142.90	21.55
Total	178.00	43.89

* Refer Note 32 for related party transactions

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Trade Payables ageing schedule - 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	Less than 1 year	> 1 year	Total
(i) MSME	-	35.10	-	35.10
(ii) Others	-	132.45	10.45	142.90
(iii) Disputed dues – MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Trade Payables ageing schedule - 31 March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Not Due	Less than 1 year	> 1 year	Total
(i) MSME	-	22.34	-	22.34
(ii) Others	-	21.55	-	21.55
(iii) Disputed dues – MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Note 13: Other Financial Liabilities

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Accrued expenses	285.09	117.94
Other Liabilities	132.74	67.80
Total	417.83	185.74

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 14: Provisions

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for Employee Benefits	387.30	346.70
Provision for expenses	34.00	36.50
Total	421.30	383.20

Note 15 : Deferred Tax Liabilities (Net)

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Deferred tax liabilities		
On Investments.	20,305.91	13,081.67
On Derivatives	-	55.52
On Employee Benefits	6.78	-
On Property, Plant & Equipment	24.91	-
On Others	-	4.77
Deferred tax assets		
On Employee Benefits	-	(41.18)
On Property, Plant & Equipment	-	(52.12)
On Security Deposits	-	(0.13)
On Provision for Doubtful Debts	-	(8.13)
On others	(16.03)	(32.30)
Total	20,321.57	13,008.10

Note 16 : Other Non-Financial Liabilities

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Statutory Liabilities	59.94	78.40
Total	59.94	78.40

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 17: Equity Share Capital

Particulars	As at 31 st March 2025		As at 31 st March 2024	
	No. of Shares	₹ in lakhs	No. of Shares	₹ in lakhs
Authorised				
32,00,00,000 Equity shares of face value of ₹5/- each	32,00,00,000	16,000.00	32,00,00,000	16,000.00
Issued, Subscribed and fully paid up:				
22,21,03,860 Equity shares of face value of ₹5/- each	22,21,03,860	11,105.19	22,21,03,860	11,105.19
Changes in Share Capital due to changes in Accounting Policies and prior period errors	-	-	-	-
Changes in Share Capital in the current reporting period	-	-	-	-
Issued during the year	-	-	-	-
	22,21,03,860	11,105.19	22,21,03,860	11,105.19

Details of number of shares held by shareholders holding more than 5% Shares are set out below:

Name	Status	No. of Shares	% held as at 31.03.2025	No. of shares	% held as at 31.03.2024
Sundaram Finance Limited	Promoter	4,42,03,076	19.90%	4,42,03,076	19.90%

Shares held by promoters at the end of the year

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Sundaram Finance Limited	4,42,03,076	19.90%	-
S. Viji	58,55,863	2.64%	-
Raghuvamsa Holdings Private Limited	45,01,306	2.03%	-
S. Ram	44,93,473	2.02%	-
Trichur Sundaram Santhanam & Family Private Limited	39,74,529	1.79%	-
Srivats Ram	33,48,338	1.51%	-
Uthirattadhi Sriram Holdings Private Limited	30,43,522	1.37%	-
Srikanth Ramanujam	29,00,008	1.31%	-
Allegro Holdings Private Limited	28,85,934	1.30%	-
Silver Oak Holdings Private Limited	28,44,080	1.28%	-
Nivedita Ram	27,29,111	1.23%	-
R Ramanujam	26,47,864	1.19%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Harsha Viji	26,44,138	1.19%	-
Arjun Rangarajan	24,57,420	1.11%	-
Padmalakshmi Holdings Private Limited	24,23,561	1.09%	-
Rohini Holdings Private Limited	22,97,948	1.03%	-
Sriram Viji	19,52,525	0.88%	-
Revathi Holdings Private Limited	19,34,516	0.87%	-
Vijaya Rangarajan	19,19,750	0.86%	-
Gita Ram	18,37,389	0.83%	-
Azorous Holdings Private Limited	17,24,811	0.78%	-
Sumanth Ramanujam	16,82,948	0.76%	-
Chitra Viji	15,70,016	0.71%	-
S. Hema	11,22,646	0.51%	-
Lily Vijayaraghavan	9,83,420	0.44%	-
Maham Holdings Private Limited	9,70,435	0.44%	-
Thanjam Ravindran	8,44,119	0.38%	-
Prema Ramanujam	7,99,391	0.36%	-
Ananth Ramanujam	6,70,940	0.30%	-
Usha Raghavan	5,89,992	0.27%	-
Choodamani Narayanan	5,38,494	0.24%	-
K Vasudevan	4,90,604	0.22%	-
Lakshmi Vasudevan	4,09,011	0.18%	-
Tulsi S Ramanujam	3,97,367	0.18%	-
Anuradha Raghavan	3,97,264	0.18%	-
S Ravindran (HUF)	3,69,815	0.17%	-
Sharath Vijayaraghavan	3,68,844	0.17%	-
Kishore S	3,66,940	0.17%	-
Daya Ambirajan	3,54,365	0.16%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Srinivasan Ravindran	3,52,182	0.16%	-
Badri Vijayaraghavan	3,45,144	0.16%	-
Sharath Vijayaraghavan (HUF)	3,15,000	0.14%	-
Aditya S. Ramanujam	3,00,646	0.14%	-
Vimala Rangaswamy	2,61,092	0.12%	-
T.T. Narendran	2,54,187	0.11%	-0.14
Shreyas Ravindran	2,00,339	0.09%	-
Ananth Krishnan	2,00,300	0.09%	-
Akshay Krishnan	2,00,300	0.09%	-
T.T. Srinivasa Raghavan (HUF)	1,96,868	0.09%	-
T.T. Srinivasaraghavan Trust	1,82,202	0.08%	0.08
T.T. Srinivasaraghavan Trust	1,82,202	0.08%	0.08
Bagyam Raghavan	1,81,188	0.08%	0.01
Padmini Narendran	1,70,514	0.08%	0.01
Tarika Ram (Minor)	1,69,840	0.08%	-
N.Krishnan	1,64,853	0.07%	-
Indira Krishnaswami	1,62,180	0.07%	-
Ranjan Ambirajan (Minor)	1,59,929	0.07%	-
Sashi Parthasarathi	1,55,736	0.07%	-
T.T. Narendran Trust	1,52,814	0.07%	0.07
T.T. Srinivasaraghavan	1,50,665	0.07%	-0.14
N.Krishnan (HUF)	1,49,278	0.07%	-
Narayanan Ramji	1,42,148	0.06%	-
Shreen Raghavan	1,41,833	0.06%	-
T.T. Narendran (HUF)	1,39,691	0.06%	-
T.T. Narendran Trust	1,38,121	0.06%	0.06
Narayanan Ramji (HUF)	1,36,160	0.06%	-
Srivats Ram (HUF)	1,23,370	0.06%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Promoter Name	No. of Shares	% of Total Shares	% change during the year
Shriram Vijayaraghavan (HUF)	1,20,000	0.05%	-
Vishnu Vijayaraghavan	1,11,649	0.05%	-
Sanjana Tara Ramanujam	1,09,034	0.05%	-
S. Raghavan	1,03,492	0.05%	-
Rupa Srikanth	1,03,133	0.05%	-
Lakshmi Vijayaraghavan	91,155	0.04%	-
Rama Sridharan	85,920	0.04%	-
Aruna Sankaranarayanan	83,520	0.04%	-
T.T. Rangaswamy (HUF)	72,476	0.03%	-
Srinivas Raghavan	39,732	0.02%	-
Dangety Krishnakumari	34,271	0.02%	-
T.T. Rangaswamy (HUF)	28,459	0.01%	-
T.T. Samitinjanayam	15,616	0.01%	0.0004
Gitanjali Jeevan Jose (Minor)	15,281	0.01%	0.0003
P. Siddhartha Jeevan (Minor)	15,281	0.01%	0.0003
Nakshatra Hayagreevan (Minor)	15,280	0.01%	0.0003
Kavitha Gorur Keshav	14,693	0.01%	-
R. Ramanujam (HUF)	14,682	0.01%	-
C B Srinivasan	14,106	0.01%	-
Srikanth Ramanujam (HUF)	11,755	0.01%	-
Shreen Raghavan (HUF)	5,115	0.002%	-
Late Sundaram S	4,000	0.002%	-
A.M. Srinivasan	840	0.0004%	-
T.T. Venkatraghavan	-	-	-0.03
Total	12,20,84,045	54.97%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 18: Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus						Gains/ (Losses) from instruments fair valued through OCI	Total
	Capital Reserve	General Reserve	ESOP Reserve	Securities Premium	FCTR	Retained Earnings		
Balance as at 01 April 2023	8,512.27	13,135.01	12.97	31,711.64	2,625.99	2,02,749.26	87,151.86	3,45,899.00
Add/(Less):								
(a) Profit or loss for the period	-	-	-	-	-	53,314.43	-	53,314.43
(b) Other comprehensive income	-	-	-	-	154.88	-	72,922.92	73,077.80
(c) ESOP contribution scheme of Parent company	-	-	5.05	-	-	-	-	5.05
(d) Adjustment	(384.09)	-	-	-	(60.01)	6,330.02	-	5,885.92
(e) Final and special Dividend for FY 2022-23	-	-	-	-	-	(5,552.60)	-	(5,552.60)
(f) Interim Dividend for FY 23-24	-	-	-	-	-	(4,442.08)	-	(4,442.08)
Transfer on account of Sale of Equity instruments measured at FVTOCI	-	-	-	-	-	19,738.40	(19,738.40)	-
Balance as at 01 April 2024	8,128.18	13,135.01	18.02	31,711.64	2,720.86	2,72,137.43	1,40,336.38	4,68,187.52
Add/(Less):								
(a) Profit or loss for the period	-	-	-	-	-	41,210.29	-	41,210.29
(b) Other comprehensive income	-	-	-	-	430.35	10.95	60,584.61	61,025.91
(c) ESOP contribution scheme of Parent company	-	-	0.79	-	-	-	-	0.79
(d) On account of business combination	25.13	-	-	-	-	-	-	25.13
(e) Change in the proportion held in subsidiary	-	-	-	-	-	13.28	-	13.28
(f) Adjustment	-	-	-	-	12.73	(36.17)	-	(23.44)
(g) Final and special Dividend for FY 2023-24	-	-	-	-	-	(4,553.13)	-	(4,553.13)
(h) Interim Dividend for FY 23-24	-	-	-	-	-	(8,106.79)	-	(8,106.79)
(i) Interim Dividend for FY 24-25	-	-	-	-	-	(8,217.84)	-	(8,217.84)
Transfer on account of Sale of Equity instruments measured at FVTOCI	-	-	-	-	-	5,398.88	(5,398.88)	-
Balance as at 31 March 2025	8,153.31	13,135.01	18.81	31,711.64	3,163.94	2,97,856.90	1,95,522.11	5,49,561.72

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 19: Interest Income

(₹ in lakhs)

Particulars	2024-25	2023-24
Interest income from investments	321.59	232.32
Total	321.59	232.32

Note 20: Net Gain / (Loss) On Fair Value Changes

(₹ in lakhs)

Particulars	2024-25	2023-24
A. Net gain/(Loss) on financial instruments at FVTPL		
Investments	6,302.24	3,838.32
Fair Value changes:		
-Realised	953.86	700.50
-Unrealised	5,348.38	3,137.82
B. Others (Refer Note 34f)	17.57	-
Total	6,319.81	3,838.32

Note 21: Sale of Services

(₹ in lakhs)

Particulars	2024-25	2023-24
Support Services	5,653.84	5,994.13
Learning Income	29.14	79.07
Conversion of Forge Components	263.26	-
Total	5,946.24	6,073.20

Note 22: Other Income

(₹ in lakhs)

Particulars	2024-25	2023-24
Interest Receipts	4.13	14.90
Rent Receipts	257.56	207.23
Other Non-Operating Income	47.10	14.87
Exchange Gain	203.70	360.04
Derivative income/(loss)	(0.17)	(11.93)
Reversal of Provision for bad debts	6.28	-
Bad Debts Recovered	25.19	-
Total	543.79	585.11

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 23: Finance Cost

(₹ in lakhs)

Particulars	2024-25	2023-24
Interest-others	109.00	118.44
Total	109.00	118.44

Note 24: Employee Benefit Expenses

(₹ in lakhs)

Particulars	2024-25	2023-24
Salaries, bonus and commission	2,246.12	2,785.90
Contribution to Provident and Other Funds (Refer Note 33)	190.76	222.72
Staff welfare expenses	79.07	64.59
Staff Recruitment and Training Expenses	11.50	14.24
Total	2,527.45	3,087.45

Note 25: Administrative and Other Expenses (*)

(₹ in lakhs)

Particulars	2024-25	2023-24
Rent	41.73	95.53
Rates and taxes	58.06	46.91
Electricity expenses	144.03	109.90
Sales and Marketing expenses	117.10	205.95
Communication expenses	30.14	37.62
Outsourcing cost	16.32	29.16
Audit Fees (Refer Note 34e)	36.65	21.28
Repairs and Maintenance	106.39	103.96
Professional fees	77.19	555.06
Commission to KMP and Directors	71.50	34.00
Director sitting fee	21.34	45.25
Provision for Bad debts	-	49.05
Listing fee	5.90	7.51
Corporate Social Responsibility Expenditure	157.84	39.56
Consumption of stores and tools	39.63	-
Sub-Contract Charges	51.67	-
Freight Inward	7.88	-
Business Support fees	2.15	-
Miscellaneous expenses	368.25	372.23
Total	1,353.77	1,752.96

(*) Refer Note 32 for related party transactions

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 26 : Income Tax

A. Reconciliation of effective tax rate

The reconciliation between the provision for income tax of the Group and amounts computed by applying the Indian statutory income tax rates to profit before taxes is as follows:

(₹ in lakhs)

Particulars	2024-25	2023-24
Current tax expenses recognized in the Statement of Profit and Loss	3,581.18	4,618.50
Current Tax expenses recognized in OCI on account of derecognition of equity instruments	146.38	1,088.30
Current Tax expenses recognized in OCI on account of Remeasurements of the defined benefit plans	1.24	-
Current tax expenses pertaining to current year	3,728.80	5,706.81

(₹ in lakhs)

Particulars	2024-25	2023-24
Profit before tax	11,712.24	24,464.96
Enacted income tax rate in India	25.17%	25.17%
Tax using the Company's domestic tax rate :	2,947.74	6,157.34
Effect of:		
Allowance of deduction under section 80M	(3,549.59)	(4,555.78)
Set-off of carried forward loss / current year loss	-	-
Effect of differential overseas tax rate	-	-
Tax effect of Income taxable at special rates	12.09	-
Disallowance of impairment loss	-	-
Expenses disallowed	33.41	30.93
Exempted / Non taxable income	(370.63)	-
Additional allowance / adjustments	(38.98)	(679.87)
Consolidation Adjustments	4,551.19	3,679.25
Prior period tax	(4.05)	(13.38)
Current tax expenses recognized in the Statement of Profit and Loss	3,581.18	4,618.50

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

B. Recognised deferred tax assets and liabilities

Deferred tax assets / liabilities as at 31st March 2025:

(₹ in lakhs)

Particulars	As at 1st April 2024	On Account of Business Combination	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income	Recognized in Other Equity	As at 31st March 2025
Deferred tax Assets						
Property, plant and Equipment	52.12	(24.63)	(0.97)	-	-	26.52
Provisions - employee benefits	41.18	1.00	(10.13)	(2.85)	-	29.20
Provision for doubtful debts	8.13	-	(7.92)	-	-	0.21
Other items	32.43	-	(15.83)	-	-	16.60
	133.86	(23.63)	(34.85)	(2.85)	-	72.53
Deferred tax Liabilities						
Investments at fair value through profit or loss (*)	1,071.67	-	385.88	-	-	1,457.55
Investments at fair value through OCI (*)	12,010.00	-	-	7,626.26	(775.10)#	18,861.16
Others	60.29	-	(4.81)	1.14	-	56.62
	13,141.96	-	381.07	7,627.40	(775.10)	20,375.33
Net deferred tax (Assets) / Liabilities	13,008.10	23.63	415.92	7,630.25	(775.10)	20,302.80
Current tax recognised during the current period			3,581.18	147.62	775.10#	
Total tax expenses recognized in the Statement of Profit and Loss			3,997.10	7,777.87	-	

* Consequent to the change in rates of capital gains tax and withdrawal of indexation benefit in the Finance Act 2024 enacted in August 2024, the deferred tax assets and liabilities have been remeasured in respect of investments at fair value in the Profit and loss account and Other Comprehensive Income (OCI). Accordingly, a reduction of ₹0.24 crore in deferred tax liability has been recognised in the Profit and loss account and an increase of ₹ 7.69 crores in deferred tax liability has been recognized in OCI for the year ended 31st March, 2025.

Transferred from Deferred Tax Liability to income tax provision on account of Sale of Equity instruments measured at FVTOCI

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Deferred tax assets / liabilities as at 31st March 2024:

(₹ in lakhs)

Particulars	As at 1 st April 2023	Recognized in Statement of Profit or Loss	Recognized in Other Comprehensive Income *	Recognized in Other Equity	As at 31 st March 2024
Deferred tax Assets					
Property, plant and Equipment	34.35	17.77	-	-	52.12
Provisions - employee benefits	34.73	6.45	-	-	41.18
Provision for doubtful debts	2.28	5.85	-	-	8.13
Other items	48.75	(16.32)	-	-	32.43
	120.11	13.75	-	-	133.86
Deferred tax Liabilities					
Investments at fair value through profit or loss	403.67	668.00	-	-	1,071.67
Investments at fair value through OCI	3,612.42	-	9,740.87	(1,343.29) [#]	12,010.00
Others	99.27	(22.46)	(16.53)	-	60.29
	4,115.36	645.54	9,724.34	(1,343.29)	13,141.96
Net deferred tax (Assets) / Liabilities	3,995.25	631.79	9,724.34	(1,343.29)	13,008.10
Current tax recognised during the current period	-	4,618.50	1,088.30	-	-
Total tax expenses recognized in the Statement of Profit and Loss	-	5,250.29	10,812.64	-	-

* Excludes impact of income tax on remeasurement of employee benefit

Transfer to income tax provision on account of Sale of Equity instruments measured at FVTOCI

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 27: Leases

(i) Company as Lessee

Movement of Right of Use asset

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	1,655.33	1,763.23
Add : On account of Business Combination	104.18	-
Add : Additions	-	120.56
Less : Modifications	(91.60)	-
Less : Depreciation on Right of Use Assets	(226.84)	(228.46)
Less: Termination	(14.02)	-
Closing balance	1,427.05	1,655.33

Movement of Lease Liability

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance	1,790.50	1,825.11
Add : On account of Business Combination	115.99	-
Add: Finance Cost	109.00	-
Add : Additions	-	2.65
Less : Modifications	(117.56)	(23.62)
Less : Repayments	(269.16)	(13.64)
Less : Termination	(19.09)	-
Closing balance	1,609.68	1,790.50

Details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis.

(₹ in Lakhs)

Future minimum lease payable	March 31, 2025	March 31, 2024
Not later than 1 year	264.79	170.94
Later than 1 year and not later than 5 years	1,160.67	816.32
Later than 5 years	605.87	805.79

Other Rental expenses categorised as short term and low value

(₹ in Lakhs)

Particulars	2024-25	2023-24
Equipment Rent (Low value)	19.98	17.83
Immovable Property Rent (Short term)	12.84	21.68

(ii) Group as Lessor

Undiscounted lease payments to be received on annual basis - ₹ 257.56 lakhs (Previous year - ₹207.23 Lakhs)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 28 : Capital Management

The primary objective of the Group's Capital Management is to maximise shareholders value. The Group manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance. The Group's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence to sustain future development of the business. For the purpose of the Group's capital management, capital includes issued capital and other equity reserves .

Note 29 : Financial instruments – Fair values and risk management

A. Accounting Classification and Fair Values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(₹ in Lakhs)

As at 31 March 2025	Carrying amount	Level 1	Level 2	Level 3
Financial assets measured at				
Amortized cost				
Trade receivables	583.57	-	-	-
Cash and cash equivalents	1,482.86	-	-	-
Bank Balances other than those included above	109.03	-	-	-
Other Financial Assets	1,549.88	-	-	-
Loans	11.88	-	-	-
Non - Convertible Debentures	500.35	-	-	-
Fixed Deposits	2,697.74	-	-	-
FVTPL				
Mutual Funds & Alternative Investment Fund	96,559.41	96,559.41	-	-
Preference securities	-	-	-	-
Equity instruments (*)	23.68	-	-	23.68
FVTOCI				
Equity instruments (*) (#)	2,01,024.11	1,75,065.99	6,736.74	19,221.38
Derivative Instruments	261.17	261.17	-	-
Financial Liabilities measured at Amortized cost				
Trade and other payables	178.00	-	-	-
Lease Liability	1,609.68	-	-	-
Other Financial Liabilities	417.83	-	-	-

* Excluding Investment in Associates as given in Note 4

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

As at 31 March 2024	Carrying amount	Level 1	Level 2	Level 3
Financial Assets measured at				
Amortized cost				
Trade receivables	616.92	-	-	-
Cash and cash equivalents	18,206.24	-	-	-
Bank Balances other than those included above	50.21	-	-	-
Other Financial Assets	271.95	-	-	-
Loans	3.32	-	-	-
Non - Convertible Debentures	2,494.79	-	-	-
Fixed Deposits	450.00	-	-	-
FVTPL				
Mutual Funds & Alternative Investment Fund	70,183.57	70,183.57	-	-
Preference securities	877.95	-	877.95	-
FVTOCI				
Equity instruments*	1,41,509.10	1,17,851.72	-	23,657.38
Preference securities	17.57	-	-	17.57
Derivative Instruments	256.98	256.98	-	-
Financial Liabilities measured at Amortized cost				
Trade and other payables	43.89	-	-	-
Lease Liability	1,790.50	-	-	-
Other Financial Liabilities	185.74	-	-	-

* Excluding Investment in Associates as given in Note 4

Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximize the use of observable market data.

Level 3 hierarchy - Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. An adjustment to a Level 2 input that is significant to the entire measurement results in a fair value measurement categorised within Level 3 of the fair value hierarchy if the adjustment uses significant unobservable inputs.

B. Measurement of fair values

Financial instruments fair valued under Level 3 hierarchy are measured using Market multiples method.

The carrying amount of trade receivables, cash and cash equivalents, trade payables and other financial liabilities are considered to be the fair value due to its short term nature.

Investment in Fettle Tone LLP is made for the specific purpose of reinvesting in Nivabupa Health Insurance Company Limited as per the agreement entered into with Fettle Tone LLP. Since Nivabupa Health Insurance Company Limited was listed on National Stock Exchange and Bombay Stock Exchange with effect from 14th November 2024, the fair valuation of Fettle Tone LLP had been done based on the moving average (from the date of listing till 31st March 2025), of the closing price of Nivabupa Health Insurance Company Limited in National Stock Exchange, by applying our proportionate share in Fettle Tone LLP. Hence the level of valuation of Fettle Tone LLP in Fair Value Hierarchy had been transferred from Level 3 to Level 2 for the year ended 31st March 2025.

There are no transfers between level 1 and level 2 during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 30 : Financial Risk Management

The Group has exposure to the following risks arising from financial instruments:

- Liquidity risk ;
- Credit risk ; and
- Market risk

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(a) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade payables	178.00	43.89
Other financial Liabilities	417.83	185.74

(b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

(i) Trade receivables:

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Concentration of credit risk with respect to trade receivables are limited as the customers are reviewed, assessed and monitored regularly on a monthly basis with pre-determined credit limits assessed based on their payment capacity. Our historical experience of collecting receivables demonstrates that credit risk is low.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

The following table sets out the information about the credit quality of financial assets measured at amortised cost.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Trade receivables	584.39	649.21
Loss allowance	(0.82)	(32.29)
Carrying amount	583.57	616.92

(ii) Other financial assets:

The Group's maximum exposure to credit risk as at 31st March, 2025 is the carrying value of each class of financial assets as on that date.

(c) Market Risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices in case of equity investments and Net Asset Value (NAV) in case of mutual fund investments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Group is having certain investments in unlisted companies where the valuation takes place based on certain market multiples of similar companies after duly adjusted for discounts to the same if any.

The Group is exposed to foreign exchange currency risk on account of having sales revenue in foreign currency. The Group has a forex policy in place whose objective is to reduce foreign exchange risk by deploying the appropriate hedging strategies (forward contracts) and also by maintaining reasonable open exposures within approved parameters depending on the future outlook on currencies.

- (a) The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities based on gross exposure at the end of the reporting period is as under:

Particulars	March 31, 2025		March 31, 2024	
	AUD in'000	₹ in Lakhs	AUD in'000	₹ in Lakhs
Monetary Assets				
Cash and Cash Equivalents (in AUD)	1,954.34	1,051.63	3,519.59	1,904.54
Trade Receivables (in AUD)	832.48	447.96	1,010.76	546.95
Trade Receivables in GBP	1.39	1.54	-	-
Trade Receivables in NZD	10.25	5.01	-	-
Monetary Liabilities				
Trade Payables	-	-	10.00	5.41

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(b) Sensitivity analysis

(₹ in Lakhs)

Details	Change in assumption		Impact on carrying value of investments			
			Increase in assumption		Decrease in assumption	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Quoted Equity investments	1.00%	1.00%	1,750.66	1,879.02	(1,750.66)	(1,879.02)
Unquoted Equity investments	1.00%	1.00%	259.82	2,102.75	(259.82)	(2,102.75)
Mutual Fund investments	1.00%	1.00%	965.59	693.97	(965.59)	(693.37)

- (c) The foreign currency risk on above exposure is mitigated by derivative contracts. The outstanding contracts as at the Balance Sheet date are as follows:

Particulars	March 31, 2025		March 31, 2024	
	Buy	Sell	Buy	Sell
Forward Contract: Cashflow Hedge				
AUD/INR (in A\$ '000)	-	13,100.00	-	10,700.00
AUD/INR (in ₹ Lakhs)	-	7,533.86	-	6,224.68

As at the Balance Sheet date, the Group's net foreign exchange exposures that are not hedged by a derivative instrument or otherwise is below:

Particulars	March 31, 2025	March 31, 2024
GBP	1,392.50	1,393.00
NZD	10,250.00	16,098.00
Equivalent in INR	6,55,250.11	9,47,124.00

Risk management structure

Risk is an inherent and integral part of the business of investments and business process outsourcing. The Group aims to achieve an appropriate balance between risk and returns by establishing an efficient risk mitigation system. In order to mitigate risks, the Group has instituted a risk management framework, wherein, the Audit Committee under the supervision of the Board is tasked with regular assessment and laying down of policies for management of risks. In respect of certain investments, the Group has established systems to conduct due diligence of proposals received and to ensure that investments are in line with the overall objectives of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 31: Revenue Recognition**Sale of Services:**

The Group's revenue includes service income from providing conversion of Forge components and support services to our captive clients, which primarily include providing back office administration, data management, contact centre management and training. The Group recognizes revenue when the significant terms of the arrangement are enforceable, services are being delivered and the collectability is reasonably assured. The Group recognizes revenue on an accrual basis when services are performed.

When the terms of the agreement specify service level parameters that must be met, the Group monitors such service level parameters and determine if there are any service credits or penalties that needs to be accounted for.

The Group invoices its clients depending on the terms of the arrangement, which include billing based on a per employee basis, a per transaction basis, a fixed price basis, an outcome-based basis or other pricing arrangements including cost-plus arrangements.

The Group's revenue is exclusive of taxes and includes reimbursements of communication costs, incentives, etc as defined in the terms of agreement.

Contracts with customers:

There are no other revenue under Contract with Customers other than those which are accounted in Profit and Loss Account as revenue which comprises of Service income and Learning income. Refer Note 31.a for the details of income earned from contracts with customers.

Contract Balances:

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. Refer Note 31.a for the Trade Receivable balances.

Sale of Goods

Revenue from sale of goods is recognized at the time of the transfer of ownership, net of returns, discounts, rebates and premiums of competence

Revenue from sale of services and the trade receivable for the year ended March 31, 2025 and March 31, 2024 is as follows:

Note 31.a

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Sale of Services		
- Support Services	5,653.84	5,994.13
- Learning Income	29.14	79.07
- Conversion of Forge Components	263.26	-
Trade Receivables	583.57	616.92

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 32 : Related Party Transactions

Related party disclosures, as per Ind AS 24 - Related Party Disclosures, details of related parties and the transactions with related parties are given below:

Key Management Personnel (KMP):

Sri. Harsha Viji - Chairman

Sri. S.Ravi-Chief Executive Officer

Sri. I S Suresh - Chief Financial Officer (Upto 30th November 2024)

Sri. C Senthilnathan - Chief Financial Officer (w.e.f. 01st December 2024)

Sri.S Kalyanaraman - Company Secretary

Others

Sundaram Finance Holdings Gratuity Trust #

Associate Companies

Brakes India Private Limited

Turbo Energy Private Limited

India Motor Parts & Accessories Limited

Dunes Oman LLC (FZC)

Transenergy Private Limited

Sundaram Dynacast Private Limited

Wheels India Limited

Axles India Limited

Sundaram Composite Structures Private Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Related Party Transactions:

The nature and volume of transactions of the company during the year, with the above related parties are as follows:

(₹ in lakhs)

Nature of Transactions	Associates	KMP	2024-25	2023-24
Income				
Dividend Income				
Brakes India Private Limited	4,939.27	-	4,939.27	3,992.58
Turbo Energy Private Limited	6,886.40	-	6,886.40	6,886.40
India Motor Parts & Accessories Limited	698.89	-	698.89	599.05
Dunes Oman LLC (FZC)	3,053.89	-	3,053.89	-
Transenergy Private Limited	96.36	-	96.36	49.21
Sundaram Dynacast Private Limited	327.60	-	327.60	339.30
Wheels India Limited	695.97	-	695.97	227.88
Axles India Limited	1,384.85	-	1,384.85	890.26
Income from Services				
Wheels India Limited	-	-	-	14.93
Brakes India Private Limited	-	-	-	5.24
Rental Income				
Turbo Energy Private Limited	47.97	-	47.97	42.43
Brakes India Private Limited	77.07	-	77.07	37.85
Other Non-Operating Income				
Turbo Energy Private Limited	0.20	-	0.20	-
Brakes India Private Limited				
Reimbursement of Professional Fees	13.16	-	13.16	80.65
Reimbursement of Expenses	5.48	-	5.48	-
Remuneration paid to KMP**	-	151.88	151.88	146.06
Other Transactions				
Capital Reduction Dunes Oman LLC	-	-	-	2,156.15
Purchase of Equity Shares - Sundaram Composites	-	-	-	2,340.00
Sale of Equity Shares - Sundaram Composites	-	-	-	472.00
Trade Receivables & Other Receivables:				
Turbo Energy Private Limited	0.16	-	0.16	0.02
Wheels India Limited	-	-	-	1.83

**Remuneration to KMP

in ₹ Lakhs

Particulars	2024-25	2023-24
Short term Employee benefits	135.84	146.06
Post Employment benefits	10.65	-
Termination benefits	5.39	-
Total	151.88	146.06

Refer Note 33b

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 33 : Employee Benefits: Defined Contribution Plan

The Group makes contributions to a gratuity fund administered by trustees and managed by LIC of India. During the year, the Group has recognized the following amounts in the Profit and Loss Statement, which are included in Employee Benefits:

Note 33a : Contribution to PF & Other Funds

(₹ in lakhs)

Particulars	2024-25	2023-24
Contribution to Provident Fund	108.26	144.79
Contribution to Superannuation Fund	1.09	7.37
Contribution to Labour Welfare Fund	0.18	0.09

Note 33b : Employee Benefits: Defined Benefit Plan - Gratuity

(i) A. Reconciliation of opening and closing balances of the present value of the defined benefit obligation

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Present Value of Defined Benefit Obligation at the beginning of the Period	348.94	304.39
Service Cost		
a. Current Service Cost	68.99	68.75
b. Past Service Cost	-	-
c. (Gain)/Loss on Curtailments	-	-
d. (Gain)/Loss on Settlements	-	-
Interest Expense	21.57	20.59
Remeasurements		
a. Effect of Changes in Demographic Assumptions	-	-
b. Effect of Changes in Financial Assumptions	4.43	1.58
c. Effect of Experience Adjustments	(28.61)	(14.58)
Cashflows		
a. Benefit Payments		
(i) From the Plan	(41.24)	(31.79)
(ii) Directly from the Employer	-	-
b. Settlement Payments from the Plan	-	-
c. Participant Contributions	-	-
Effect of Business Combinations / Disposals	(72.24)	-
Present Value of Defined Benefit Obligation at the end of the Period *	301.84	348.94

* Includes ₹68.48 lakhs transferrable to erstwhile group companies on account of employee transfers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

B. Reconciliation of opening and closing balances of the fair value of plan assets

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Fair value of plan assets as at the beginning of the period	241.13	252.35
Interest Income on Plan Assets	19.59	17.09
Cash Flows		
a. Benefit Payments		
(i) From the Plan	(41.24)	(31.79)
(ii) Directly from the Employer	-	-
b. Settlement Payments from the Plan	-	-
c. Participant Contributions	-	-
d. Total Employer Contributions		
(i) Employer Contributions	42.98	5.67
(ii) Employer Direct Benefit Payments	-	-
Remeasurements		
a. Actual Return on Plan Assets (Less Interest Income on Plan Assets)	(9.14)	(2.19)
Effect of Business Combinations / Disposals	(70.87)	-
Effect of Changes in Foreign Exchange Rates	-	-
Fair value of plan assets as at the end of the period*#	182.45	241.13

*All the plan assets are funded with LIC

Includes ₹68.48 lakhs transferrable to erstwhile group companies on account of employee transfers.

C. The amounts to be recognized in the balance sheet and related analysis

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Present Value of Defined Benefit Obligation	301.84	348.94
Fair value of plan assets	182.45	241.13
Net Assets (Liability) recognized in the Balance Sheet	(119.39)	(107.81)
Effect of Asset Ceiling	-	-
Net Assets (Liability)	(119.39)	(107.81)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

D. The amounts to be recognized in the Profit and Loss statement

(₹ in lakhs)

Particulars	2024-25	2023-24
Service Cost		
a. Current Service Cost	68.99	68.75
b. Past Service Cost	-	-
c. (Gain)/Loss on Curtailments	-	-
d. (Gain)/Loss on Settlements	-	-
e. Total Service Cost	68.99	68.75
Net Interest Expense		
a. Interest Expense on DBO	21.57	20.59
b. Interest Income on Plan Assets	(19.59)	(17.08)
c. Interest Income on Reimbursement Rights	-	-
d. Interest Income on Asset Ceiling	-	-
e. Total Net Interest Cost	1.98	3.50
Remeasurements		
a. Effect of Changes in Demographic Assumptions	-	-
b. Effect of Changes in Financial Assumptions	4.43	1.58
c. Effect of Experience Adjustments	(28.61)	(14.58)
d. Actual Return on Plan Assets (Less Interest Income on Plan Assets)	9.14	2.19
e. Actual Return on Reimbursement Rights	-	-
f. Actual Change in Asset Ceiling	-	-
g. Total Remeasurements	(15.04)	(10.80)
On account of Business Combination	3.31	-
Defined Benefit Cost included in P&L Account	67.66	72.27
Defined Benefit Cost included in OCI	(15.04)	(10.80)

E. Principal Actuarial Assumptions [Expressed as weighted averages]

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors like supply and demand in employment market.

Particulars	March 31, 2025	March 31, 2024
Discount Rate	6.34% - 6.79%	6.96%
Salary Escalation	5.00% - 7.00%	5.00%
Attrition	10.00% - 30.00%	10.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(ii) Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ in lakhs)

Details	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Discount rate	0.50%	0.50%	(7.15)	(4.35)	7.62	4.52
Salary growth rate	0.50%	0.50%	7.64	4.58	(7.19)	(4.44)
Attrition rate	0.5%-5.00%	5.00%	(5.31)	0.21	5.29	(0.23)
Mortality rate	5.00%	5.00%	0.001	0.01	(0.01)	(0.01)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied when calculating the defined benefit liability recognised in the balance sheet.

(iii) Maturity profile of defined benefit obligation

(₹ in lakhs)

FUNDED Gratuity	March 31, 2025	March 31, 2024
Year 1	152.34	111.22
Year 2	32.37	53.47
Year 3	32.08	36.64
Year 4	21.60	28.24
Year 5	20.34	22.76
Next 5 years	111.19	73.27

(iv) Risk Exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Group intends to maintain the above investment mix in the continuing years.

Changes in bond yield: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings

Inflation risks: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 33c : Other Employee Benefits

The details of Group's contribution to employee benefit plans other than those mentioned above are as below.

(₹ in lakhs)

Particulars	2024-25	2023-24
Employee State Insurance scheme	10.96	17.33
Other Funds	2.61	0.23

Note 33d : Other Employee Benefits

The Group's liability towards other long - term benefits are provided based on actuarial valuation as at 31st March 2025. The details are given below:

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Provision for Leave encashment	76.91	86.41

Note 34

Note 34a : Earnings Per Share

Basic and Diluted Earnings Per Share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

(₹ in lakhs)

Particulars	Year ended	
	March 31, 2025	March 31, 2024
i. Profit /(Loss) attributable to equity shareholders (basic and diluted)	41,210.29	53,314.43
ii. Weighted average number of equity shares (basic and diluted)		
Opening balance	22,21,03,860	22,21,03,860
Effect of fresh issue of shares for cash (Proportionate from date of issue)	-	-
Weighted average number of equity shares for the year	22,21,03,860	22,21,03,860
iii. Earnings per share		
Basic earnings per share (in ₹)	18.55	24.00
Diluted earnings per share (in ₹)	18.55	24.00

There have been no transactions involving ordinary shares or potential ordinary shares between reporting date and date of completing financial statements which would require restatement of EPS.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 34b : Dividend

The Board of Directors has recommended a final dividend of ₹1.55/- per share (31%). In addition, the Board of Directors has declared a second interim Dividend of ₹0.60/- per share (12%), which, together with the interim Dividend of ₹3.70 per share (74%) paid during the year will make a total Dividend of ₹5.85/- per share (117%) for the FY 2024-25.

Note 34c : Contingent liabilities and commitments

(₹ in lakhs)

	March 31, 2025	March 31, 2024
(A) Claims against the Group/ disputed liabilities not acknowledged as debts		
(i) in respect of Group	31.39	31.39
(ii) in respect of Associates *	6,978.65	11,953.12
(B) Bank Guarantee and Bills discounted		
(i) in respect of Associates *	53.51	52.06
(C) Estimated amount of contracts remaining to be executed on capital account and not provided for		
(i) in respect of Group	-	-
(ii) in respect of Associates *	6,084.45	7,480.63

* To the extent of Group's share in Associates

Note 34d: Other Regulatory Disclosure as required under Schedule III of Companies Act, 2013

- All the title deeds of immovable properties are held in the name of the group
- The group has not granted any loans or advances in nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other persons.
- The Group does not have any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The Group does not have any borrowings from banks or financial institutions on the basis of security of current assets.
- The Group is not declared as a willful defaulter by any bank or financial Institution or other lender.
- The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Group does not have any charges or satisfaction to be registered with ROC beyond stipulated statutory period.
- There are no schemes of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 approved.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("intermediaries") with the understanding (whether recorded in writing or otherwise) that intermediary shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group (Ultimate Beneficiaries) except as disclosed.

The Group has not received any fund from any party(ies) or entity(ies) including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (j) There are no transactions in the nature of undisclosed income or income surrendered which needs to be accounted in the books of accounts during the year in the tax assessments under the Income Tax Act, 1961.
- (k) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Note 34e : Audit Fees

(₹ in lakhs)

Particulars	2024-25	2023-24
As Statutory auditors	27.92	16.68
Taxation matters	5.38	3.16
Certification matters	3.35	1.44
Total	36.65	21.28

Note 34f : Net Gain on derecognition of financial instrument

During the year

- a. The Group received ₹1,995.08 lakhs on account of sale of Non convertible debentures of Tata International Limited, the profit on which was ₹2.29 lakhs.
- b. The Group received ₹17.57 lakhs on account of redemption of Non convertible redeemable preference shares of Sundaram Clayton Limited, which was earlier classified in OCI as Items that will be reclassified to P&L.

Note 34g: Adoption of Financial Statements

The Board has adopted the financial statements at its meeting held on 22nd May 2025.

As per our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

F.R No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi
Chief Executive Officer

C. Senthilnathan
Chief Financial Officer

S Kalyanaraman
Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Harsha Viji
Chairman

R. Venkatraman
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 35 : Segment Reporting

(i) The Group has following operating segments namely Investments, Domestic Support Services and Overseas Support Services. The operating segments are established on the basis of individual segment's revenue being more than 10% of the combined revenue of all operating segments. The segments which don't satisfy the said condition are grouped under other segments.

(₹ in lakhs)

Business Segments	Investments		Shared Services				Other Segments		Eliminations		Total	
	2024-25	2023-24	Domestic		Overseas		2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
			2024-25	2023-24	2024-25	2023-24						
REVENUE												
Segment Revenue	9,512.72	23,059.01	319.12	1,261.84	5,363.86	4,811.36	263.26	-	-	-	15,458.96	29,132.21
RESULT												
Segment Result	9,190.65	22,447.99	22.49	142.21	2,587.97	2,028.81	(23.87)	-	-	-	11,777.24	24,619.01
Unallocated income / (expenses) (Net)											(65.00)	(154.05)
Profit before tax											11,712.24	24,464.96
Less: Income tax											3,997.10	5,250.29
Profit after tax before share of profits from associates											7,715.14	19,214.67
Add: Share of profit from Associates											33,493.54	34,099.76
Profit after tax											41,208.68	53,314.43
OTHER INFORMATION												
Segment Assets	5,75,039.41	4,87,209.64	478.26	413.78	4,159.66	5,093.37	1,888.03	-	-	-	5,81,565.36	4,92,716.79
Unallocated Assets											2,109.87	2,065.76
Total Assets											5,83,675.23	4,94,782.54
Segment Liabilities	20,373.41	13,096.40	82.49	226.15	1,898.54	2,077.58	379.12	-	-	-	22,733.56	15,400.13
Unallocated Liabilities											274.76	89.70
Total Liabilities											23,008.32	15,489.83
Capital Expenditure											94.36	19.80
Depreciation, Amortisation and Impairment											300.29	293.51

Entity wide disclosures:

- (i) Revenue from overseas is already disclosed as above
(ii) The group is not holding any non current assets outside India

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Note 36 : Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/Associates as at Mar 2025

	Net Assets, i.e., total assets minus total liabilities		Share in Total Profit or Loss		Share in other comprehensive income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated Total Comprehensive Income	Amount
Sundaram Finance Holdings Limited	70.28%	6,67,622.79	39.80%	23,600.52	96.33%	62,746.46	69.40%	86,346.98
Subsidiaries								
Indian								
Sundaram Business Services Limited	0.80%	7,608.21	3.72%	2,204.61	0.02%	11.33	1.78%	2,215.94
Forge 2000 Private Limited	0.17%	1,632.60	(0.01)%	(6.77)	(0.001)%	(0.80)	(0.01)%	(7.57)
Associates								
Indian								
Brakes India Private Limited	11.30%	1,07,291.07	25.53%	15,139.94	0.16%	101.58	12.25%	15,241.52
Wheels India Limited	3.34%	31,680.84	4.48%	2,656.81	0.02%	9.82	2.14%	2,666.63
Turbo Energy Private Ltd.	6.40%	60,840.61	14.86%	8,811.27	0.30%	196.84	7.24%	9,008.11
Axles India Ltd.	1.26%	11,955.56	4.50%	2,665.93	(0.03)%	(17.07)	2.13%	2,648.86
India Motor Parts & Accessories Limited	4.53%	43,021.66	2.82%	1,673.42	2.62%	1,706.23	2.72%	3,379.65
Sundaram Dynacast Private Ltd.	0.24%	2,298.40	0.81%	480.67	0.002%	1.08	0.39%	481.75
Transenergy Ltd.	0.24%	2,244.12	0.49%	291.70	0.13%	82.97	0.30%	374.67
Sundaram Composite Structures Pvt Ltd	0.26%	2,502.64	(1.28)%	(760.08)	0.01%	9.66	(0.61)%	(750.42)
Foreign								
Dunes Oman LLC (FZC)	1.18%	11,200.32	4.28%	2,533.88	0.44%	285.63	2.27%	2,819.51
Adjustments arising out of consolidation	100%	9,49,898.82	100%	59,291.90	100%	65,133.73	100%	1,24,425.63
Sub-Total		(3,89,231.91)		(18,083.22)		(4,108.01)		(22,191.23)
		5,60,666.91		41,208.68		61,025.72		1,02,234.40
Non-Controlling Interests		-		(1.61)		(0.19)		(1.80)
Total		5,60,666.91		41,210.29		61,025.91		1,02,236.20

As per our report of even date attached.

For **R.G.N. Price & Co.**

Chartered Accountants

ER No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

S.Ravi

Chief Executive Officer

Harsha Viji

Chairman

R. Venkatraman

Director

C. Senthilnathan

Chief Financial Officer

S Kalyanaraman

Secretary & Compliance Officer

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

Form AOC-I

(Pursuant to first provision to sub-section (3) of section 129 of the Companies Act, 2013,
read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint Ventures

Part “A”: Subsidiaries

(₹ in lakhs)

1.	Sl. No.	1	2
2.	Name of the subsidiary	Sundaram Business Services Limited	Forge 2000 Private Limited
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
5.	Share capital	2,236.73	200.00
6.	Reserves & surplus	5,371.47	1,166.48
7.	Total assets	9,510.37	1,746.11
8.	Total Liabilities	1,902.17	379.63
9.	Investments	5,503.88	23.68
10.	Turnover	5,400.13	2,458.83
11.	Profit/(Loss) before taxation	2,937.56	68.61
12.	Provision for taxation	732.95	10.80
13.	Profit/(Loss) after taxation	2,204.61	57.81
14.	Proposed Dividend	-	-
15.	% of shareholding	100	100

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in lakhs)

Name of Associates/ Joint Ventures	Axles India Limited	Turbo Energy Private Limited	Transenergy Private Limited	Sundaram Dynacast Private Limited	Brakes India Private Limited	India Motor Parts and Accessories Limited	Dunes Oman LLC (FZC)	Wheels India Limited	Sundaram Composite Structures Private Limited
1. Latest audited Balance Sheet Date	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025
2. Shares of Associate held by the company at the year end.									
Number	98,91,754	25,60,000	192,713	11,70,000	411,606	2,496,033	2,293,725	58,53,367	3,90,00,000
Amount of Investment in Associates	1,015.70	188.41	808.75	117.00	40,384.52	1,961.90	1,379.77	14,998.26	3,900.00
Extent of Holding %	38.81%	32.00%	42.41%	26.00%	23.57%	20.00%	43.69%	23.96%	39.00%
3. Description of how there is significant influence	By Virtue of Holdings being 20% or more								
4. Reason why the Associate/Joint Venture is not consolidated	NA	NA	NA	NA	NA	NA	NA	NA	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	11,936.94	60,835.96	2,234.68	2,294.89	84,474.94	44,920.19	11,009.31	22,088.14	2,419.91
6. Profit / Loss for the year									
i. Considered in Consolidation	2,665.93	8,811.27	291.70	480.67	15,139.94	1,673.42	2,533.88	2,656.81	(760.08)
ii. Not Considered in Consolidation	4,204.07	18,723.96	396.18	1,368.06	49,098.06	6,693.58	3,265.80	8,433.19	(1,188.84)

As per our report of even date attached.

For R.G.N. Price & Co.

Chartered Accountants

FR No: 002785S

Vinay M Kothari

Partner

M.No : 234371

Date : 22-05-2025

Place : Chennai

For and on behalf of the Board of Directors of
Sundaram Finance Holdings Limited

R. Venkatraman
Director

Harsha Viji
Chairman

S Kalyanarman
Secretary & Compliance Officer

C. Senthilnathan
Chief Financial Officer

S.Ravi
Chief Executive Officer