

Sundaram - Clayton Limited

(Formerly known as Sundaram - Clayton DCD Limited)

Regd. Office: No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006.

Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com

Tel: 044-2833 2115 Fax: 044 - 2833 2113 U51100TN2017PLC118316

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") under the Companies Act, 2013 ("the Act 2013") the General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), for obtaining approval of the members, by way of Ordinary Resolution, through Postal Ballot, by way of remote electronic voting ('remote e-Voting') process only for the business as set out in this Notice.

The draft of the resolution to be passed together with the Statement of material facts explaining the reasons therefor pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their email IDs registered with the Company / Depositories.

The Company is pleased to provide the facility for remote e-voting through "electronic means" to enable members to cast their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act, 2013 and Regulation 44 of the Listing Regulations, 2015.

The Company, for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolution.

The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, 24th November 2023. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Monday, 10th November 2023, for conducting the Postal Ballot Process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means" from Monday 4th December 2023 [9.00 A.M (IST)] to Tuesday, 2nd January 2024 [5.00 P.M (IST)] by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their consolidated report on the results of voting through "electronic means" to the Chairman or any one of the directors of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on or before Wednesday, 3rd January 2024.

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The last date of voting, i.e., Tuesday, 2nd January 2024 will be taken as the date of passing of the said Resolution by the members of the Company, subject to the votes cast in favour of the ordinary resolution being more than the votes cast against the resolution;

Members requiring any clarification may contact Mr Dev Kishan P D, Company Secretary at the registered office of the Company or through e-mail viz., dev.kishan@sundaramclayton.com or corpsec@sundaramclayton.com

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. (IST) and 12.00 Noon (IST) upto Tuesday, 2nd January 2024.

The said Notice of Postal Ballot has also been placed on the Company's website viz, www.sundaram-clayton.com for use by the Members.

SPECIAL BUSINESS

Item No.1

Approving the appointment of Mr R Anandakrishnan (Holding DIN: 07806173) as a Non-Executive Non-Independent Director

To consider providing your assent or dissent for passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the Act, 2013) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) and as recommended by the Nomination and Remuneration Committee, Mr R Anandakrishnan (holding DIN 07806173) who was appointed as an Additional Non-Executive Non-Independent Director on the Board effective 10th November 2023, and who holds office upto the date of the next General Meeting, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

By order of the Board
For **Sundaram-Clayton Limited**

Place : Chennai
Date : 10th November, 2023

Dev Kishan P D
Company Secretary

Notes:

- (1) A Statement of material facts pursuant to the provisions of Section 102 read with Section 110 of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors' seeking appointment is annexed.
- (2) The Notice is being sent to the members in electronic form only to those members whose e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Pursuant to the MCA circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only. For members

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whose e-mail addresses are not registered, the following procedure may be followed for registration of their email addresses:

Registration of e-mail ID

Members who have not yet registered their e-mail ID may register the same as under:

- a) Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at srirams@integratedindia.in (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar copy, Form ISR-1 and other relevant forms and documents at below address:

Integrated Registry Management Services Private Limited,
Unit: Sundaram-Clayton Limited,
2nd Floor, Kences Towers,
No. 1, Ramakrishna Street, North Usman Road,
T Nagar, Chennai - 600 017

The format of Form ISR-1 is available on the website of the Company at

<https://www.sundaram-clayton.com/investors/information>.

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
- c) In case of queries, Members are requested to write to srirams@integratedindia.in or call 044 2814 0801-03.
- (3) Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e Friday, 24th November 2023 will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (4) Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (5) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (6) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (7) A member cannot exercise his/her vote by proxy on Postal Ballot.
- (8) The Board of Directors has appointed M/s B Chandra & Associates, Practising Company Secretaries, as Scrutinizer to conduct the Postal Ballot through electronic means, in a fair and transparent manner.
- (9) The Scrutinizers will submit their report to the Chairman or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.sundaram-clayton.com and communicated to the Stock Exchanges.
- (10) The resolution, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 2nd January 2024.
- (11) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600.

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How do I vote electronically using NSDL e-Voting system?


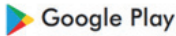


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during NSDL Mobile App is available on Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-Voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to corpsec@sundaramclayton.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to corpsec@sundaramclayton.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Annexure to the Notice of Postal Ballot dated 10th November 2023

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Act)

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated 10th November 2023 and shall be taken as forming part of the Notice.

Item No.1

The Board, in terms of Section 161 of the Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), at its meeting held on 10th November 2023, has appointed Mr R Anandakrishnan, (holding DIN 07806173) as a Non-Executive Non-Independent Director (NE-NID) of the Company, liable to retire by rotation, effective that date, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

In the opinion of the NRC and the Board, Mr Anandakrishnan has significant experience in the area of Manufacturing, Sales, Marketing, Business Planning, Human Resources, and Information Technology in varied business environments in India and overseas markets, felt that appointing him as NE-NID will further strengthen the Board and help in guiding the Company for its growth in future.

Brief Profile of Mr R Anandakrishnan

- Mr R Anandakrishnan is a
 - Qualified Mechanical Engineering from Annamalai University, Chidambaram, Tamil Nadu.
 - Also pursued his double Executive MBA from Milton Keynes, UK and then from Michigan University GPMD (Global Program for Managers).
- Mr R Anandakrishnan has been an integral part of various companies within the TVS Group, He brings with him over 33 years of industry experience in Manufacturing, Sales, Marketing, Business Planning, Human Resources, and Information Technology in varied business environments in India and overseas markets.
- His areas of specialization and interest include Business HR strategy, change management, leadership development, organization restructuring / design and compensation & benefits.
- He has held the position of the Chairman of the Economic Research Group of Society of Indian Automobile Manufacturers (SIAM) from 2009 to 2011. He currently co-chairs the Human Capital Group of SIAM.

In terms of Regulation 17(1C) of Listing Regulations, 2015, the appointment of NE-NID will be required to be approved at the meeting of the shareholders of the Company, within a period of 3 months from the date of appointment or next General meeting, whichever is earlier. Hence, it is proposed that Mr R Anandakrishnan be appointed as a NE-NID of the Company, and as a director liable to retire by rotation, effective 10th November, 2023.

The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr R Anandakrishnan for the office of Director of the Company.

The Company has received a consent in writing from Mr R Anandakrishnan to act as a Director in Form DIR-2 and all other necessary disclosures under the Act, 2013.

Mr. R Anandakrishnan will be paid remuneration by way of the sitting fees for attending the meetings of the Board of Directors and / or its Committees, reimbursement of traveling and other out of pocket expenses for participating in the Board and other meetings.

Except Mr R Anandakrishnan, none of the Directors or any Key Managerial Personnel or any of their relatives, is in anyway, concerned or interested, financially or otherwise in the above resolution as set out in the item no 1 of this notice.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

The Board, therefore, recommend the Ordinary Resolution as set out in Item no. 1 of this Notice, for appointment of Mr R Anandakrishnan, as a Director (NE-NID) of the Company, for approval of the members.

By order of the Board
For **Sundaram-Clayton Limited**

Place : Chennai
Date : 10th November, 2023

Dev Kishan P D
Company Secretary

Sundaram - Clayton Limited (Formerly known as Sundaram - Clayton DCD Limited)

Regd. Office: No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006.

Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com

Tel: 044-2833 2115 Fax: 044 - 2833 2113 U51100TN2017PLC118316

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Details
Name of the Director (M/s.)	R Anandakrishnan
DIN	07806173
Age	57 Years
Date of first appointment on the Board	10 th November, 2023
Qualifications	<ul style="list-style-type: none"> Bachelor of Engineering from Annamalai University MBA from Milton Keynes, UK and Michigan University, USA
Experience	33 Years
Expertise in specific functional areas	<ul style="list-style-type: none"> Business HR strategy Change management Leadership development Organization restructuring/design and compensation & benefits. <p>As mentioned in Item No. 1 of the explanatory statement to this Notice</p>
Terms and conditions of appointment / re-appointment	Proposed to be appointed As a Non-Executive Director, liable to retire by rotation.
Details of remuneration last drawn (FY 2022-23)	Not Applicable
Details of remuneration sought to be paid	Mr R Anandakrishnan will be entitled to receive remuneration by way of sitting fees and reimbursement of travelling and other out of pocket expenses for participation in the meetings of the board and / or committees, if any.
Directorships in other Companies	<ol style="list-style-type: none"> 1. Ultraviolette Automotive Private Limited 2. PT. TVS Motor Company Indonesia
Membership / Chairpersonship of Committees in other companies	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	1
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
Shareholding details:	
(a) Own	5 equity shares of ₹ 5 each
(b) For other persons on a beneficial basis	

By order of the Board
For **Sundaram-Clayton Limited**

Place : Chennai
Date : 10th November, 2023

Dev Kishan P D
Company Secretary