

Sundaram-Clayton Limited

(Formerly known as Sundaram - Clayton DCD Limited)

Regd. Office: No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.
Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115
CIN: 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 April 8, 2020, and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular Nos. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations, 2015"**) and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), for obtaining approval of the members, by way of ordinary/special resolutions, only through remote electronic voting (**"remote e-voting"**) process for the businesses as set out in this Postal Ballot Notice (**"Notice"**).

The draft of the resolution(s) to be passed together with the Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered email IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through "electronic means" to enable members to cast their votes for e-Voting by selecting appropriate options for the Resolution, 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 resolutions through the remote e-Voting system. 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, 15th March, 2024. 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.

Pursuant to Rule 22(5) of the Rules, 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 Friday, 9th February 2024, 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", viz., by casting their votes electronically from Wednesday, 27th March, 2024 [9.00 A.M (IST)] to Thursday, 25th April, 2024 [5.00 P.M (IST)] by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their 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 **Friday, 26th April, 2024**. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.sundaram-clayton.com and on the website of NSDL at www.evoting.nsd.com.

The last date of voting, i.e., Thursday, 25th April, 2024 will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the ordinary resolution with requisite majority and votes cast in favour of the special resolution being not less than three times the votes cast against the resolution.

Members requiring any clarification may contact Mr P D Dev Kishan, 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) up to Thursday, 25th April, 2024.

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

SPECIAL BUSINESSES

Item No. 1

Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024

To consider and if thought fit, to give assent or dissent to the following resolution, with or without modification, as a **Special Resolution** :

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act, 2013**"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("the **Listing Regulations, 2015**") and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("**Board**"), the consent of members of the Company be and hereby accorded for re-appointment and remuneration of Mr Venu Srinivasan (holding DIN 00051523), aged about 71 years, as Chairman Emeritus and Managing Director (CE & MD) for a further period of 5 (five) years from 23rd May 2024 to 22nd May 2029 (both days inclusive), who is liable to retire by rotation, notwithstanding holding similar position by him in TVS Motor Company Limited (TVSM) and receiving remuneration as approved by its shareholders, and the Board as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the Board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said re-appointment and remuneration and/or agreement including periodical increase in his remuneration as may be permissible within the overall remuneration limits as prescribed under the Act, 2013 in such manner, as it may deem fit and as may be agreed to between the Board and CE & MD and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary."

"RESOLVED FURTHER THAT the scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution), in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and/or the rules and regulations made thereunder, the Listing Regulation, 2015 and / or such guidelines, as may be announced by the Central Government, from time to time."

"RESOLVED FURTHER THAT the total remuneration payable to him as detailed in the explanatory statement annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee, individually and/or in aggregate along with the other executive directors during his tenure of office as CE & MD and the total remuneration drawn by him from the Company and TVSM does not exceed the higher

maximum limit admissible from anyone of these companies, in terms of Schedule V to the Act, 2013, be and is hereby approved.”

RESOLVED FURTHER THAT the Board of the Company be and is hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution.”

“**RESOLVED FURTHER THAT** any of the Directors and/or the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Item No. 2

Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to give assent or dissent to the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Regulation 31A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, from time to time (“**Listing Regulations**”) including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to necessary approvals of the stock exchanges where the shares of the Company are listed viz., the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and/or such other approvals, if any, as may be necessary, and pursuant to the approval of the Board of Directors at its meeting held on 9th February 2024, the consent of the members of the Company be and is hereby accorded for the reclassification of the following shareholder from ‘Promoter’ category to the ‘Public’ category of the Company, based on the request received from them:

SI No	Name of the Shareholder	Category of Shareholder	No. of paid-up shares held	Percentage of shareholding
1.	T.V. Sundram Iyengar & Sons Private Limited	Promoter	Nil	Nil
Total			Nil	Nil

RESOLVED FURTHER THAT T.V. Sundram Iyengar & Sons Private Limited have separately confirmed to the Company that all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations have been complied with.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of T.V. Sundram Iyengar & Sons Private Limited, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr Venu Srinivasan, Chairman Emeritus and Managing Director, Dr. Lakshmi Venu, Managing Director, Mr Vivek S Joshi, Director and Chief Executive Officer and Mr P D Dev Kishan, Company Secretary, be and are hereby severally authorized on behalf of the Company to do either by themselves or through delegation to any person as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and making

all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient for this purpose and settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”

By order of the Board
For Sundaram Clayton Limited

Place: Chennai
Date: 9th February, 2024

P D Dev Kishan
Company Secretary

NOTES:

- (1) A statement of material facts pursuant to the provisions of Section 102 of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment is annexed.
- (2) The Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, the 15th March, 2024 (cut-off date).
- (3) The Notice is being sent to the members to the 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 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.sundaramclayton.com/investors/communication>.

- 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.

- (4) Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. Friday, 15th March, 2024 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.
- (5) Resolution 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.
- (6) 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.
- (7) 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>.
- (8) The Board of Directors have 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 in which the Company's Shares are listed and uploaded on the website of NSDL.
- (10) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, 25th April, 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. 022-48867000/24997000 .
- (12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where

Type of shareholders	Login Method
	<p>the voting is in progress as per the information provided by company. On clicking the evoting 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 evoting 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.

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.

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 corpserv@integratedindia.in
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

corpserv@integratedindia.in. 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.

By order of the Board
For Sundaram Clayton Limited

Place: Chennai
Date: 9th February ,2024

P D Dev Kishan
Company Secretary

Annexure to the Notice of Postal Ballot dated 9th February 2024

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

The following statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying notice dated 9th February 2024 and shall be taken as forming part of the Notice.

Item No. 1

The present term of office of Mr Venu Srinivasan as Chairman Emeritus and Managing Director of the Company expires on 22nd May 2024.

Based on the performance evaluation of Mr Venu Srinivasan as Managing Director and considering his knowledge of various aspects relating to the Company's affairs, and the contribution made by him during his tenure for smooth and efficient running of the business and as per recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr Venu Srinivasan would be beneficial to the Company. It is desirable to continue to avail his services as the Managing Director of the Company for a further period of 5 (five) years. The Board feels that the Mr Venu Srinivasan has a deep understanding of the consumer market and his expertise and experience have been invaluable in navigating the Company through several challenges and opportunities over the years. In addition to his exception leadership skills and industry expertise, Mr Venu Srinivasan has consistently demonstrated a strong commitment to our Company. Accordingly, in terms of Article 134 of the Articles of Association of the Company, Mr Venu Srinivasan was re-appointed by the Board of Directors as Managing Director for a further period of five years from 23rd May 2024 to 22nd May 2029 at their meeting held on 9th February 2024.

The Company has received from Mr Venu Srinivasan, his consent to act as Chairman Emeritus and Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the SEBI, MCA or any such other statutory authority. Further, Mr. Venu Srinivasan satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

Mr Venu Srinivasan, is also the Chairman Emeritus and Managing Director of TVS Motor Company Limited and the Chairman of TVS Holdings Limited.

He is the Chairman of CSR committee of the Company and holds 23,82,847 equity shares in the Company.

Nomination and Remuneration Committee (NRC) has considered Mr Venu Srinivasan's significant industry-specific knowledge, experience and expertise well-suited to lead the Company. His track record and skills can be seen as valuable assets for effective leadership. He has a clear and compelling strategic vision for the Company's future growth and success and his leadership qualities and ability to make decisions in the best interests of the Company and its stakeholders. NRC recommended the re-appointment of Mr Venu Srinivasan as Chairman Emeritus and Managing Director of the Company considering the above attributes and fixed his terms of re-appointment and remuneration in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013.

The Company had entered into necessary agreement and the same was executed by the Company with Mr Venu Srinivasan giving effect to the above said proposal subject to approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 9th February 2024 entered into between the Company and Mr Venu Srinivasan are as under:

Components	Particulars of Remuneration
Tenure	5 Years – 23.05.2024 to 22.05.2029.
Salary	Rs. 4.25 lakhs per month and such increments as may be decided by the NRC and Board, from time to time.

Components	Particulars of Remuneration
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, he is entitled to receive leave travel allowance equivalent to one month's salary
Car	Two cars for company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family anywhere in the world including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
Club Fees	Payment of membership fees for self and family in three clubs anywhere in the world, including any admission / life membership fees.
Medical/Personal accident/Travel insurance	Actual premium to be paid by the Company for self & family.
Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be en-cashable as per Company's Policy.
Telecommunication facilities	Provision of telephone / mobile phone and other suitable communication facilities to him.
Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Other Clauses	The Board may revise the remuneration payable to the CE & MD, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the CE & MD subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be in accordance with the provisions of the Companies Act, 2013, as amended from time to time.

Components	Particulars of Remuneration
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to CE & MD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the CE & MD, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013, subject to the disclosures made separately in such event.

The above remuneration governing the re-appointment of Mr Venu Srinivasan as Chairman Emeritus and Managing director (CE & MD) of the Company is notwithstanding the fact that he draws remuneration as CE & MD from TVS Motor Company Limited, as approved by the shareholders of the said Company, subject to the overall limit prescribed under the applicable provisions of the Act 2013. During his tenure as CE & MD, he will not be paid any sitting fee for attending meetings of the Board or Committees thereof.

The aggregate of remuneration payable to Mr Venu Srinivasan, in both the companies viz., the Company and TVS Motor Company Limited, shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act, 2013.

Further the aggregate remuneration payable to Executive Directors shall be within the permissible limits as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015.

In terms of Section 196 (3) (a) read with Schedule V to the Act, 2013, for appointment or continuation of employment of any person as managing director, whole-time director or manager who has attained the age of 70 years requires approval of the shareholders by way of special resolution. Since, CE & MD has attained the age of 71 years, the approval of the shareholders is sought through Special Resolution.

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, the terms of re-appointment and the remuneration specified above are now being placed before the members for their approval, as set out in Item no.1 of this Notice.

A brief profile including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company are appended to the Notice annexed hereto.

Mr Venu Srinivasan is deemed to be concerned / interested in this resolution, since it relates to his appointment as Chairman Emeritus and Managing Director and Dr. Lakshmi Venu, Managing Director is also deemed to be interested, being his relative.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no.1 of this Notice.

Accordingly, the Board recommends the resolution, as set out in Item no.1 of this Notice to be approved by the shareholders, by way of a special resolution.

Item No. 2

The Company had received application dated 16th January, 2024, from T.V. Sundram Iyengar & Sons Private Limited ("**TVSS**") requesting for reclassification of their status from "Promoter" Category to "Public" Category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The rationale for the re-classification is as follows:

It may be noted that TVSS was holding 40,00,811 equity shares (19.78%) and Southern Roadways Private Limited ("**SRPL**") was holding 30,31,127 equity shares (14.98%) and Sundaram Industries Private Limited ("**SIPL**") was holding 60,62,522 equity shares (29.96%) in TVS Holdings Limited

("TVSH") and TVSS was categorised under Promoter of TVSH and SRPL and SIPL were categorised under Promoter group of TVSH.

Pursuant to the approval of the Composite Scheme of Amalgamation and Arrangement involving TVSS, SRPL, SIPL and Trichur Sundaram Santhanam & Family Private Limited ("**TSSFPL**") by the Honourable National Company Law Tribunal, Chennai ("**NCLT**"), vide its order dated 6th December, 2021 ("**Scheme**"), SRPL and SIPL were amalgamated with TVSS and the entire shareholding of SRPL and SIPL in TVSH were vested / transferred to TVSS effective 6th January, 2022 ("**First Appointed Date**"). Post the First Appointed Date, TVSS held 1,30,94,460 equity shares (64.72%) in TVSH.

Further, as per the terms of the Scheme, the entire shareholding of TVSS in TVSH, including the shares held by SRPL and SIPL, viz., 1,30,94,460 equity shares (64.72%) were transferred to TVS Holdings Private Limited ("**TVSHPL**") effective 4th February 2022 ("**Second appointed date**").

As a subsequent step to the above, in terms of the Scheme, after 18 business days from the First Appointed Date, i.e., on 4th February, 2022 ("**Second Appointed Date**"), two-wheeler auto parts and die casting business undertaking of TVSS (which includes equity shares of TVSH) shall be demerged from TVSS to TVSHPL. Therefore, after the Second Appointed Date, 64.72% shareholding of TVSS in TVSH has been vested/ transferred to TVSHPL.

Further, TVSS continued to be the Promoter of TVSH considering the implementation of the Composite Scheme of Arrangement amongst TVS Holdings Limited (formerly Sundaram Clayton Limited) and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram Clayton Limited (formerly Sundaram Clayton DCD Limited) ("**Second Composite Scheme**").

Pursuant to the Second Composite Scheme and consequent to the Demerger, the Promoter and Promoter group of TVSH was represented identically to the Company. Hence, TVSS was classified as the Promoter of the Company. The implementation of the last part of the Second Composite Scheme was effected on 11th August 2023, and hence, TVSS has now proposed to re-classify itself from "Promoter" into "Public" Category.

The Company has received a request letter from TVSS on 16th January 2024 for reclassification of TVSS from Promoter Category to Public category, since all stages of the Composite Scheme have been completed.

Further, in accordance with Regulation 31(A)(3)(b) of the Listing Regulations, the Outgoing Promoter has confirmed that neither they nor the persons related to them:-

- Hold more than 10% of the total voting rights in the Company.
- Exercise control over the affairs of the Company, directly or indirectly.
- Have any special rights with respect to the Company through formal or informal arrangements, including shareholder agreements.
- Are represented on the Company's board of directors, including by way of a nominee director.
- Act as key managerial personnel in the Company.
- Are classified as willful defaulters as per the Reserve Bank of India's guidelines.
- Have been categorized as fugitive economic offenders.

and that the Outgoing Promoter has also confirmed their continued compliance with the conditions of Regulation 31A(4) of the Listing Regulations following reclassification from the "Promoter and Promoter Group" category to the "Public" category.

The Board of Directors of the Company at their meeting held on 9th February 2024 have considered the facts stated above and approved the request for re-classification from 'Promoter' category to the 'Public' category by the outgoing Promoters subject to approval of the shareholders of the Company and approval of BSE and NSE and/ or such other authorities, as may be required.

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Pursuant to provisions of 31A(3)(c) of the Listing Regulations,

- the Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations.
- based on Company's records, the Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges, or the Depositories.
- the trading in the equity shares of the Company has not been suspended by the stock exchanges.

The Pre and Post shareholding of Promoter and Promoter group after reclassification of T.V. Sundram Iyengar & Sons Private Limited, member of Promoter and promoter group will be as under:

Category of shareholder	% before Re-classification	% after Re-classification
Promoter and Promoter Group	74.45	74.45
Public	25.55	25.55
Total	100.00	100.00

T.V. Sundram Iyengar & Sons Private Limited do not hold any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution except the following: (i) Mr Venu Srinivasan, Promoter and Chairman Emeritus and Managing Director of Sundaram-Clayton Limited (the Company), being a Director in TVSS (ii) Dr. Lakshmi Venu, Managing Director and one of the promoter group of Sundaram-Clayton Limited (the Company), holds 26,378 equity shares of face value Rs. 100 each representing 1.67% of the paid up share capital of TVSS (iii) VS Trust (Mr Venu Srinivasan, Trustee), the promoter of Sundaram-Clayton Limited (the Company), holds 58,916 equity shares of face value Rs.100 each representing 3.74% of the paid up share capital of TVSS (iv) Mrs Mallika Srinivasan, one of the promoter group of Sundaram-Clayton Limited (the Company), holds 10,680 equity shares of face value Rs. 100 each representing 0.68% of the paid up share capital of TVSS and (v) Srinivasan Trust (VS Trustee Private Limited, Trustee), one of the promoter group of Sundaram-Clayton Limited (the Company), holds 26,378 equity shares of face value Rs. 100 each representing 1.67% of the paid up share capital of TVSS.

Pursuant to Regulation 31A of the Listing Regulations, 2015, the aforesaid are, eligible to vote for this resolution.

The Board therefore recommends the Resolution, as set out in Item no. 2 of this Notice to be approved by the shareholders, by way of an ordinary resolution.

By order of the Board
For Sundaram Clayton Limited

Place: Chennai
Date: 9th February,2024

P D Dev Kishan
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Profile of Mr. Venu Srinivasan:

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

He holds an engineering degree from the College of Engineering, Chennai, India and a Masters in management from Purdue University, USA.

Mr Srinivasan has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

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

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

In 2023, he was presented with the Outstanding Institution Builder of the Year award by All India Management Association (AIMA) for displaying exceptional vision and leadership in building an institution. He was conferred with Lifetime Achievement award by CNBC-TV18's India Business Leadership Awards (IBLA) in 2023.

His commitment to competitiveness and quality of our economy is manifested through his company's market presence in more than 80 countries across the globe.

Mr Srinivasan's dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 28 years.

Mr Srinivasan is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

Information as required to be furnished Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings:

Particulars	Details
Name of the Director	Mr. Venu Srinivasan
DIN	00051523
Age	71 Years
Date of first appointment on the Board	7 th September, 2022
Qualifications	➤ Engineering Degree from the College of Engineering, Chennai

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Particulars	Details
	➤ Master's Degree in Management from Purdue University, USA.
Experience	More than 4 decades
Expertise in specific functional areas	<ul style="list-style-type: none"> ➤ In all spheres of management including strategic planning, business administration and digital platform. ➤ Always strives for excellence in both quality and cost along with customer satisfaction and take advantage of emerging opportunities and catch new waves of wealth creation. ➤ Very resourceful in his approach and implementation of strategies. ➤ He is the Chairman Emeritus and Managing Director of TVS Motor Company Limited and also the Chairman of TVS Holdings Limited. ➤ Made extra-ordinary efforts to improve TVS's presence in global market.
Terms and conditions of appointment / re-appointment	For a term of five years effective 23 rd May 2024
Details of remuneration last drawn (FY 2022-23)	Nil
Details of remuneration sought to be paid	Refer the details provided under the Item No.1 of statement of material facts.
Directorships in other Companies	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. TVS Holdings Limited 2. TVS Motor Company Limited 3. TATA Sons Private Limited 5. TVS Credit Services Limited 6. TVS Electric Mobility Limited 7. Sundaram Auto Components Limited 8. T.V. Sundram Iyengar & Sons Private Limited 9. TVS Housing Finance Private Limited 10. LV Trustee Private Limited 11. S. Venu Trustee Private Limited 12. VS Trustee Private Limited 13. Venu Srinivasan Trustee Private Limited 14. Cheema Educational Foundation 15. Namma School Foundation 16. Indian Foundation For Quality Management 17. TVS Cheema Scholarship Foundation <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. The Norton Motorcycle Co. Limited 2. TVS Motor (Singapore) Pte Limited, Singapore 3. TVS Digital Pte. Ltd., Singapore 4. Swiss E-Mobility Group (Holding) AG 5. Swiss E-Mobility Group (Schweiz) AG 6. Sundaram Holding USA Inc., USA

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Particulars	Details
Membership/ Chairpersonship of Committees in other companies	<u>TVS Motor Company Limited:</u> Stakeholders' Relationship Committee
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 (up to the date of this Notice)	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr Venu Srinivasan is the father of Dr. Lakshmi Venu, Managing Director.
Shareholding details:	
(a) Own	23,82,847 equity shares
(b) For other persons on a beneficial basis	Nil

By order of the Board
For Sundaram Clayton Limited

Place: Chennai
Date: 9th February, 2024

P D Dev Kishan
Company Secretary