

Sundaram-Clayton 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: L51100TN2017PLC118316

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**the Act 2013**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), 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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, 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 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 resolutions 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, 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 i.e., Friday, February 27, 2026. 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 Thursday, February 26, 2026, 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 Friday, March 06, 2026 [9.00 A.M (IST)] to Saturday, April 04, 2026 [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 at the Company's registered office by the Chairman or any one of the Directors of the Company, as authorized, within the prescribed timelines. 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.nsdl.com.

The last date of voting, i.e., Saturday, April 04, 2026, 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 with requisite majority.

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., corpsec@sundaramclayton.com.

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

SPECIAL BUSINESSES

Item No. 1

Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director of the Company

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 Mr. R Venkatesh (DIN: 11569393), who was appointed as an Additional Director by the Board of Directors with effect from 1st April 2026, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ("**the Act**") from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (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) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Item No. 2

Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 1st April 2026

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 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**"), subject to approval of the Central Government, 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 the members of the Company be and is hereby accorded for appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer ("**CEO**") for a period of 5 (five) years with effect from 1st April 2026 to 31st March 2031 (both days inclusive) on such terms and condition as set out therein, who is liable to retire by rotation, 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 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 Director & CEO 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 Regulations, 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 Mr. R Venkatesh (holding DIN: 11569393) shall be as detailed in the statement of material facts 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 Director & CEO and the total remuneration drawn by him from the Company does not exceed the higher maximum limit admissible, 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 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.”

By order of the Board
For Sundaram-Clayton Limited

Place: Chennai
Date: February 26, 2026

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 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, February 27, 2026 (cut-off date).
- (3) The Notice is being sent to the members to the e-mail addresses 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 einward@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/Information.htm>.

- 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 einward@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 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) 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.
 - (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., Saturday, April 04, 2026.
 - (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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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

Type of shareholders	Login Method
	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: center; gap: 20px;">   </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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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. 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.com or call at 022 - 4886 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. 1800-21-09911

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.com 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.com.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.com.

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 resolutions 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 einward@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 einward@integratedindia.in. If you are an Individual shareholder 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 / member may send a request to evoting@nsdl.com 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: February 26, 2026

P D Dev Kishan
Company Secretary

Annexure to the Notice of Postal Ballot dated 26th February, 2026

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 26th February, 2026 and shall be taken as forming part of the Notice.

Item No. 1 & 2

The Board of Directors (the Board) had at its meeting held on 26th February 2026, approved the appointment of Mr. R Venkatesh (holding DIN: 11569393) as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and Article 103 of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC).

Mr. R. Venkatesh, aged 48 years, is currently serving as Chief Operating Officer of Sundaram Clayton USA, LLC. He holds a B.E. (Hons.) in Mechanical Engineering, M.Sc. (Hons.) in Economics from BITS, Pilani, and an M.Sc. in Manufacturing Systems Engineering from the University of Warwick, UK.

With over 26 years of experience in the auto components sector, he has held leadership roles across several TVS–Sundaram Clayton group companies, including the brakes division of Sundaram Clayton Limited (later ZF Commercial Vehicle Systems India Pvt. Ltd.), the die-casting division of Sundaram Clayton Limited.

Mr Venkatesh has led multiple transformation initiatives within the organisation, supporting long-term, profitable growth across the group companies. He was a core member in the brakes division's Deming Grand Prize achievement (2003). His areas of expertise include Total Quality Management (TQM), strategic planning, operations, supply chain, lean manufacturing, project management, M&A, and talent development. He actively collaborates with academic institutions to develop 'Manufacturing Change Leaders' and has served on the CII TN Manufacturing Panel (2017–2019).

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. R Venkatesh for the office of Director of the Company.

Accordingly, it is proposed to appoint Mr. R Venkatesh as a Director of the Company liable to retire by rotation.

Further the Board of Directors at the same meeting, as per the recommendations of the NRC and given the industry-specific knowledge, experience, and expertise, background, skills and capabilities required for the role, by Mr. R Venkatesh, decided that it would be in the best interest of the Company to appoint him on the Board as the Director & Chief Executive Officer (CEO) as he fulfils the requisite criteria laid down by the Board in the Company's Nomination & Remuneration Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. Accordingly, the Board of Directors appointed Mr. R Venkatesh as the Director & Chief Executive Officer of the Company for a period of 5 (Five) years, commencing from 1st April, 2026 till 31st March, 2031, subject to the approval of the Members of the Company.

The Company has received Mr. R Venkatesh's consent to act as Director & CEO, along with a declaration that he is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013. Additionally, he has not been debarred or disqualified from being appointed as a Director by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other Statutory Authority.

Mr R Venkatesh satisfies all the conditions specified in Part-I of Schedule V of the Act, as well as the conditions under Section 196(3) of the Act, except that, Mr. R Venkatesh is a Non-Resident Indian (NRI), and hence, the appointment as Director & CEO of the Company requires approval of the Central Government.

Although Mr. R Venkatesh is presently a Non-Resident Indian (NRI), he has confirmed that, upon assuming office as Director & Chief Executive Officer effective 1st April 2026, he will be stationed in India

on a full-time basis. He has expressed his firm commitment to relocate to India and dedicate his complete time, attention, and expertise to the affairs of the Company. Given the scale of operations, strategic priorities, and the leadership requirements of the organisation, Mr. Venkatesh will be deeply involved in overseeing all business functions, driving operational excellence, engaging with stakeholders, and leading the Company's long-term growth. His relocation ensures that he will discharge the responsibilities of Director & CEO in a full-time capacity from India, thereby meeting the functional expectations of the role and ensuring seamless execution of the Company's strategic and operational plans. Accordingly, the Company will be making the necessary application to the Central Government seeking approval for his appointment, as mandated for non-resident appointees under the Companies Act, 2013.

The Company has entered into the necessary agreement with Mr. R Venkatesh, giving effect to the above proposal, subject to the approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 26th February 2026, entered into between the Company and Mr. R Venkatesh are as follows:

Components	Terms of Appointment / Remuneration
Tenure	5 years – 01.04.2026 to 31.03.2031
Fixed Compensation	This includes basic salary, house rent allowance, special allowance, personal pay, uniform maintenance allowance, communication allowance, professional development allowance, leave travel concession, provident fund, gratuity etc., as per the Company's policy, amounting to Rs.1,82,00,000/- per annum for FY 2026-27 with an annual increase of maximum 12% till his tenure.
Variable Compensation	Actual payment may vary depending upon the performance of the individual, performance of the company and the Company's policy, which would be in the range of 50% to 150% of his CTC based on the individual and company's performance and such other amounts as may be decided by the board, from time to time.
Long-term incentive	In addition to the above, he will also be eligible to be part of the Company's long-term incentive plan, payable as per rules in force and approved by the Board and delegated to the Committee in this regard.
Car	One Car for the Company's work as well as for personal purposes.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s).
Club Fees	Payment of fees for self in two clubs in India including any admission / membership fees.
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 at the end of the tenure.
Medical / Personal accident / Travel insurance	Payment of actual premium for self & family.
Provident / Gratuity / Other Fund	Statutory contributions in accordance with Laws, wherever applicable.
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.

Components	Terms of Appointment / Remuneration
Benefits and Amenities	<ul style="list-style-type: none"> • 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 • 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.
Termination of employment	Director & CEO employment / agreement with the Company can be terminated with or without cause by providing 3 months' notice or 3 months' pay as per the Company's policy in lieu of notice.
Total Remuneration	The total remuneration payable to the Director and Chief Executive Officer shall not exceed the maximum permissible limits prescribed under the Act 2013 including the remuneration payable to other Executive Directors, in aggregate, notwithstanding the individual limit of 5% of net profits per Executive Director.
Other Clauses	The Board may revise the remuneration payable to Director and Chief Executive Officer, in any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and Director and Chief Executive Officer subject to the condition that the total remuneration by way of salary, perquisites, other allowances and other benefits, shall be within the limits permissible under the Act 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Committee of the Board shall approve the remuneration payable to Director and Chief Executive Officer, during such financial year, in such manner as may be agreed to between the Board of Directors / Committee of the Board and Director and Chief Executive Officer, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Act 2013, subject to the disclosures made separately in such event and requisite approvals, if any.

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 compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, the terms of appointment and the remuneration specified above are now being placed before the members for their approval, as set out in this Notice.

A copy of the Agreement between the Company and Mr. R Venkatesh setting out the terms and conditions and other documents relating to this item of business shall be available for inspection. The Members who wish to inspect the same can send the request by writing to the Company at corpsec@sundaramclayton.com, mentioning their name, Folio no. / Client ID and DP ID during the business hours and during the voting period.

As required under Regulation 36 of the Listing Regulations and Secretarial Standards-2, other requisite information is annexed hereto.

None of the 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 & 2 of this Notice.

Sundaram-Clayton Limited

Accordingly, the Board recommends the resolutions, as set out in Item no.1 & 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: February 26, 2026

P D Dev Kishan
Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT

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. R Venkatesh
DIN	11569393
Age	48 Years
Date of first appointment on the Board	The Board of Directors, at their meeting held on 26 th February 2026, approved the appointment effective 1 st April 2026.
Qualifications	<ul style="list-style-type: none">• B.E. (Hons.) in Mechanical Engineering, BITS, Pilani• M.Sc. (Hons.) in Economics, BITS, Pilani; and• M.Sc. in Manufacturing Systems Engineering, University of Warwick, UK.
Experience	Over 26 years
Expertise in specific functional areas	<ul style="list-style-type: none">• Strategic Planning & Business Leadership• Manufacturing Excellence & Quality Systems• Operations, Supply Chain & Project Management• Talent Development & Organisational Building
Terms and conditions of appointment / re-appointment	For a term of five years effective 1 st April 2026
Details of remuneration last drawn	It is proposed to appoint Mr. R Venkatesh as Director on the Board for the first time, and hence these details are not applicable.
Details of remuneration sought to be paid	Refer details provided under Item No.1 & 2 of the statement of material facts.
Directorships in other Companies	Nil
Membership/ Chairpersonship of Committees in other companies	Nil

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Particulars	Details
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY 2025-26 (Up to the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Nil
Shareholding details:	
(a) Own	2 equity shares
(b) For other persons on a beneficial basis	Nil

By order of the Board
For Sundaram-Clayton Limited

Place: Chennai
Date: February 26, 2026

P D Dev Kishan
Company Secretary