NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of the Company (AGM) will be held on Wednesday, the 6th August 2025 at 2.30 PM [Indian Standard Time (IST)] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT Mr Rajesh Narasimhan (holding DIN 07824276), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT Mr Vivek S Joshi (holding DIN 09522758), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. Appointment of Secretarial Auditors

   To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 and other applicable provisions, if any, ("the Act, 2013"), including any amendments, modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700 allotted by the Institute of Company Secretaries of India, who have confirmed their eligibility and have also given their consent for appointment as Secretarial Auditors in terms of Regulation 24A(1A) of SEBI Listing Regulations and other applicable rules, be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors, from time to time during their tenure of appointment, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them.

   RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

5. Ratification of Cost Auditor's Remuneration

   To consider passing the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 5,00,000/- (Rupees five lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were re-appointed as Cost Auditors of the Company for the financial year ending 31st March 2026 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

By order of the Board of Directors

Chennai
6th May 2025

P D Dev Kishan
Company Secretary

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

Notes:

A Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act, 2013"), setting out the material facts in respect of the special business to be transacted at the Annual General Meeting (AGM), as listed out in the Notice, is annexed hereto.

Virtual Meeting

1. Pursuant to the MCA Circular No. 09/2024 dated 19th September 2024 read with MCA Circulars No. 10/2022, 02/2022 and 20/2020 dated 28th December 2022, 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives as Members to attend the AGM through VC/ OAVM and participate and cast their votes through e-Voting.
3. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sundaram-clayton.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e., www.evoting.nsdl.com.
7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.

Unclaimed Dividend

8. In terms of the provisions of Section 124 of the Act, 2013, TVS Holdings Limited, Demerged Company ("TVSH") as per the Composite Scheme of Arrangement, had transferred the unclaimed dividend to Investor Education and Protection Fund ("IEPF") which remained unclaimed for a continuous period of 7 (seven) years along with the corresponding equity shares.

   Further, the Company issued and allotted equity shares of the Company to the shareholders of TVSH, as per the Composite Scheme of Arrangement, including IEPF and the corresponding dividend declared by the Company was also transferred to IEPF.

   Further, the particulars of due dates for the transfer of the unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
9. Members who have not encashed their dividend warrants are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

   Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website.

General

10. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios shall be processed only in dematerialized form.

    The shares of the Company that were allotted to the shareholders of TVS Holdings Limited, Demerged Company, ("TVSH") in terms of the Composite Scheme of Arrangement, were in dematerialised form only. However, the shareholders who held the shares as physical certificates and if the demat account details were not provided to the Company on their holding in TVSH, on or before the Record Date, the Company issued the corresponding shares in dematerialised form to Beacon Trusteeship Limited, the trustee nominated by the Board of the Company who shall hold these Shares of the Company in trust for the benefit of such shareholders. The shareholders are hereby advised to share the demat account details and KYC documents with the Company / RTA. On receipt of the demat account details and upon verification and validation of the details provided, the entitlement of new shares of the Company will be credited to your demat account.

    To eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
11. Members may also note that the Annual Report will also be available on the Company's website viz., www.sundaram-clayton.com and on the websites of the Stock Exchanges viz., BSE Limited and National Stock Exchange

of India Limited at www.bseindia.com and www.nseindia.com respectively for their download.

Members holding shares in electronic form

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
13. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
14. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company.

Members holding shares in physical form

15. Shareholders holding the equity shares and preference shares of the Demerged Company in physical form (hereinafter referred to as "Physical Form"), the entitlement of new shares of the Company was credited to the demat account of the Trustee nominated by the Board viz., Beacon Trusteeship Limited.

    During the year, as per the terms of the issue, payment of the full and final redemption amount of the preference shares along with coupon rate was remitted on 30th August 2024.

    You are hereby advised to share your demat account / bank account details and KYC documents with the Company / RTA. On receipt of the documents and upon verification and validation, the entitlement of new equity shares / redemption amount will be credited to the respective demat / bank account.

Inspection of documents

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, 2013 and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
17. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to corpsec@sundaramclayton.com

Voting

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
19. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company / Register of Beneficial Owners maintained by Depositories will be entitled to vote.
20. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 1st August 2025 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.
21. The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date.

    Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting at the meeting.

The instructions for remote e-Voting and voting at the meeting are as under:

The remote e-Voting period begins on 3rd August 2025 at 9:00 A.M. (IST) and ends on 5th August 2025 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

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 and joining virtual meeting 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.	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 or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with NSDL. *(continued)*	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 or joining virtual meeting & voting during the meeting. 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 see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com"www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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	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 eVoting 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.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 09 911

B) Login Method for e-Voting and joining virtual meeting 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.
   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 and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".

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.

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 of TVS Holdings Limited (front and back), self attested scanned copy of PAN card, 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, self attested scanned copy of PAN card, self attested scanned copy of AADHAAR Card to einward@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, Members can see link of "VC/ OAVM link" placed under "Join meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

ii. Members are encouraged to join the Meeting through Laptops for better experience.

iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at corpsec@sundaramclayton.com from 1st August 2025 (9.00 A.M. (IST)) to 4th August 2025 (5.00 P.M. (IST)).

vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID

and Client ID number / folio number and mobile number, to reach the Company's e-mail address corpsec@sundaramclayton.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

General Guidelines for shareholders:

1. Institutional / Corporate 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: bchandraandassociates@gmail.com with a copy marked to e-mail of NSDL: evoting@nsdl.com. Institutional / Corporate 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. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

4. M/s. B Chandra & Associates, Practising Company Secretaries, (Reg. No. P2017TN065700), Chennai, has been appointed as the Scrutinizer to scrutinize the Voting during the meeting and remote e-Voting process in a fair and transparent manner.

5. In case of any queries, Members 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 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.

6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sundaram-clayton.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

8. Pursuant to the Circulars issued by MCA and SEBI, the Notice of the AGM and the Annual Report for the year 2024-25, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

   a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company's email address einward@integratedindia.in.

   b. For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Further, as per Regulation 36(1)(c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.

9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address einward@integratedindia.in along with the documents as stated in Para No. 8.

10. In order to receive dividend/s in a timely manner,

    a. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the company's email ID corpsec@sundaramclayton.com or the email ID of STA einward@integratedindia.in.

a. Signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

i. Name and Branch of Bank and Bank Account type;

ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

iii. 11 digit IFSC Code;

iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

v. Self-attested scanned copy of the PAN Card; and

vi. Self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

b. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

c. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024]

11. In accordance with the provisions of Article 110 of the Articles of Association of the Company, Mr Rajesh Narasimhan, Director and Mr Vivek S Joshi, Director & CEO and will retire by rotation at this AGM and being eligible offer themselves for re-appointment.

12. In terms of the Regulation 36(3) of the Listing Regulations read with Secretarial Standards on General Meeting, brief profile of Mr Rajesh Narasimhan and Mr Vivek S Joshi, who are proposed to be re-appointed in this AGM, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other directors of the Company along with listed entities from which the Director has resigned in the past three years are provided below:

I. Profile of Mr Rajesh Narasimhan

Mr Rajesh Narasimhan, a Singaporean, aged 59, (DIN: 07824276), is an alumnus of the Indian Institute of Management - Ahmedabad and also holds a Masters in Computer Applications and a Bachelor's Degree in Statistics. He recently served as the Director and Chief Executive Officer of TVS Digital, a wholly owned subsidiary of TVS Motor Company that was established in May 2021 and is focused on delivering innovative solutions to help address real-life business problems in the Automotive & Financial services industries leveraging exponential technologies. The start-up focused on both Autotech and Fintech Platforms & Solutions has made some credible inroads in the region with key clients.

Mr Narasimhan is a Non-Executive and Non-Independent Director on the board of the company and chairs Stakeholders Relationship Committee. He was also the TVS Digital and TVS Motor Company Nominee Director on the boards of several digital start-ups. He has also served as a Non-Executive Independent Director and as a Non - Executive Non-Independent Director on the boards of TVS Motor Company, a listed company in India (May 2017 – March 2021) and TVS Motor (Singapore) Pte. Ltd (March 2021 – September 2023).

Mr Narasimhan is an Innovative & highly adaptable leader with almost four decades of experience in both start-up and mature organizations across multiple industries including Information Technology, Consumer Durables & Consumer Electronics and brings extensive experience in General Management, Executive & Technology Leadership, Business & Digital Transformation and Leadership & Talent development. He is very passionate on Human Capital Management including Leadership and Talent Management and has a credible track record in building high performance teams. He has advised several Fortune 500 clients on their business transformation through digital and technology innovation leveraging Automation, Cloud, Cyber-security, Data Analytics and Management, Mobility & Social.

Since 2017, Mr Narasimhan has successfully helped the Sundaram Clayton Limited and TVS Motor Company Limited group companies deliver on their mission to continuously solidify Cyber Defences & accelerate Digital Transformation initiatives with some of these initiatives securing global recognition including Sundaram Clayton's 3rd place finish at the Global Digital Engineering Awards 2024. He continues to engage with Sundaram Clayton's leadership team to help provide relevant coaching and guidance on Digital and Technology related matters.

Mr Narasimhan has a successful and credible career track record at various TVS companies, CSC / Covansys (Public listed, US headquartered and a CSC Group Company) and Hewlett Packard. He held several Senior Executive positions at Hewlett Packard where he successfully led multiple business transformations and turnarounds last leading the delivery of their multi-billion $ enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President & General Manager of the Enterprise Services business in

Asia and as Vice President of Hewlett Packard's multi-billion $ Applications services business for Asia Pacific & Japan.

Prior to joining Hewlett Packard in June 2010, Mr Narasimhan had a 15+ year tenure with CSC / Covansys during which he lived and worked in France, the Middle East & Singapore establishing and expanding its business & presence in the Asia Pacific, Japan and the Middle East geography last serving as their Senior Vice President and Head for the geography. Prior to joining CSC / Covansys in January 1994, he held several executive positions with TVS companies in India including at Sundaram-Clayton Ltd., TVS Whirlpool and TVS Electronics.

He has received a sum of ₹ 0.01 Cr as remuneration during the year 2024-25. He was appointed as a Director on the Board on 7th September, 2022 and he does not holds any equity shares in the Company.

He has not resigned from any of the listed entities during the last three years.

He has attended six Board Meetings out of seven Board Meetings held during the year 2024-25. He is the Chairman of the Stakeholders Relationship Committee of the Company. He does not hold any other Directorships / Memberships of the Committees other than as stated above.

II. Profile of Mr Vivek S Joshi

Mr Vivek S Joshi, aged 49 years, (DIN: 09522758) is the Director and CEO of our Company. He has over 27 years of rich experience in automotive manufacturing industry in areas like plant operations, quality, engineering, systems, and metallurgy and has served organizations such as Greaves Limited, Perfect Alloy Components Private Limited, Ryobi Die Casting USA, Jaya Hind Industries Private Limited and Endurance Technologies.

Mr. Vivek S Joshi completed his bachelor's degree in metallurgy from Government College of Engineering, Pune. He has a master's degree in industrial and systems engineering from the Ohio State University, Columbus, Ohio, USA and a master's in business administration from Indiana Tech University, USA.

Mr. Vivek S Joshi is also a Six Sigma Black Belt from the North Carolina State University, USA. He was the youngest member of the executive team of Ryobi Die Casting a well-known Japanese die casting company. For more than a decade of professional career in the USA, he worked in various functions at Ryobi Die Casting including, research and development, process development, quality and engineering for USA and Mexico plants.

Mr. Vivek S Joshi frequently travelled to Japanese plants and was instrumental in studying various systems in Japan and bringing them to the plants in North America and Mexico. He was lead customer contact for customers like Ford, GM, Toyota, Hyundai, Nissan, Jatco and Allison.

In 2010, Mr. Vivek S Joshi joined Jaya Hind Industries Private Limited, as senior general manager and was responsible for quality and operations systems for their various plants and locations for high pressure and gravity die-casting, machining, assembly and auto-component division.

Mr. Vivek S Joshi was instrumental in development of customer specific requirements for leading auto-OEMs in India and overseas. He was associated with Jaya Hind Industries Private Limited for six years. In 2016, Mr. Vivek S Joshi joined Endurance Technologies as executive vice president of operations and was responsible for their entire Pune belt with various die-casting, machining, painting and alloy-wheel, plants.

Since last 26 years, Mr. Vivek S Joshi is practicing lean manufacturing and advanced-problem-solving tools including design of experiments and was fortunate to learn from leading professors at the Ohio State University, Columbus, USA and Juran Institute of Quality at NC State University.

Mr. Vivek S Joshi has worked with various Japanese experts in die-casting processes and problem solving-techniques and has been personally mentored in lean and total quality management practices by well- known industrial professionals from North America, Japan, Germany, France and UK.

He has received a sum of ₹ 4.05 Cr as remuneration during the year 2024-25. He was appointed as a Director on the Board on 7th September, 2022. He holds 10 equity shares in the Company.

He has not resigned from any of the listed entities during the last three years.

He has attended six out of seven Board Meetings held during the year 2024-25. He is the member of the Risk Management Committee of the Company. He is a Director in SCL Properties Private Limited, Sundaram Holding USA Inc., and Sundaram Clayton GmbH.

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 6th May 2025 and shall be taken as forming part of the Notice.

Item No. 4

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors is required to be approved by the Shareholders of the Company at the Annual General Meeting. In case of a Secretarial Audit Firm, it cannot be for more than two consecutive terms of 5 (five) years each.

In compliance with the above-said provisions, and based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 6th May, 2025, recommended the appointment of M/s. B Chandra & Associates, Practicing Company Secretaries, Chennai, having Firm Registration No. P2017TN065700, as Secretarial Auditors of the Company for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30 for approval of the members, at a fees of ₹ 3 Lakhs (Rupees three lakhs only) excluding applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them in connection with the secretarial audit of the Company for the financial year 2025-26. The audit fee for subsequent financial years shall be mutually agreed upon between the secretarial auditors and the Board of Directors of the Company, from time to time.

Brief Profile of Secretarial Auditors:

M/s. B Chandra & Associates, Practicing Company Secretaries, established as a sole proprietorship in 2008 and registered as a partnership firm in the year 2017 and has been advising about 40 to 50 small and medium companies, 15 to 20 Multinational Companies and 10 to 15 Listed Companies. All the senior partners have rich and deep experience for over 17 years in sectors like Automobiles, NBFC, Real Estate, Renewable energy and rendering audit services.

The firm has qualified & experienced partners and staffs / smart collaborations to compliment geography reach and strong confluence of people, process and technology.

The Auditors have reported their independence from the Company according to the standards issued by the Institute of Company Secretaries of India ('ICSI') and the ethical requirements relevant to audit. The remuneration proposed to be paid to the Secretarial Auditors during their term would be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors may alter, vary and modify the terms and conditions of appointment and enhance remuneration, in such manner as may be mutually agreed with the Secretarial Auditors. M/s. B Chandra & Associates, Practicing Company Secretaries, have furnished their consent to act as Secretarial Auditors and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under the SEBI Listing Regulations.

Mrs. B Chandra, Practicing Company Secretary, the Secretarial Auditors of the Company for FY 2024-25, was appointed with a fee of ₹ 3 Lakhs (Rupees three lakhs only), excluding applicable taxes and reimbursement of travelling and out of pocket expenses.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Board recommends their appointment and accordingly, the approval of the Members is being sought by means of an Ordinary Resolution.

Item No. 5

In terms of Section 148 of the Companies Act, 2013 (the Act, 2013), the Company is required to carry out an audit of cost records maintained for the production of goods covered under the specific Customs Tariff Act headings specified under Table B "Non-regulated sector" of Section 3 of the Companies (Cost Records and Audit) Rules, 2014.

As recommended by the Audit Committee, the Board at its meeting held on 6th May 2025, re-appointed M/s. C S Adawadkar & Co, Practising Cost Accountant, having Firm Registration No. 100401, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of ₹ 5,00,000/- (Rupees five lakhs only) as remuneration subject to applicable taxes in addition to reimbursement of travel and out of pocket expenses for the FY 2025-26, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.5 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.5 of this Notice, for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai
6th May 2025

P D Dev Kishan
Company Secretary

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