



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

25th November 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code: 544066

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Scrip code: SUNCLAY

Dear Sir/Madam,

Sub.: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot seeking consent of the shareholders of the Company

Ref.: Our letter dated 12th November 2024

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the copy of Postal Ballot Notice sent today to the shareholders of the Company, seeking their consent, by way of ordinary resolution, for approval for re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025.

Date and time of occurrence of event: 25th November 2024 at 04:05 P.M. (IST).

This is for your kind information.

Thanking you,

Yours faithfully,

For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary

Encl.: a/a

Sundaram-Clayton Limited

(Formerly known as Sundaram - Clayton DCD Limited)

Regd. Office: No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.

Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com Tel: 044-2833 2115

CIN: 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 and 09/2024 dated September 19, 2024, 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 resolution, only through remote electronic voting ("**remote e-voting**") process for the business as set out in this Postal Ballot Notice ("**Notice**").

The draft of the resolution 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, 22nd November 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited - Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("**the Board**") has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Tuesday, November 12, 2024, for conducting the Postal Ballot Process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", viz., by casting their votes electronically from Tuesday, 26th November 2024 [9.00 A.M (IST)] to Wednesday, 25th December 2024 [5.00 P.M (IST)] by following the procedures as explained in the Notes hereinbelow.

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

The results will be announced by the Chairman or any one of the Directors of the Company, as authorized, at its registered office on or before Thursday, 26th December 2024. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. www.sundaram-clayton.com and on the website of NSDL at www.evoting.nsdl.com.

The last date of voting, i.e., Wednesday, 25th December 2024, will be taken as the date of passing of the said resolution by the members of the Company, subject to the votes cast in favour of the ordinary resolution 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 BUSINESS

Item No. 1

Re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025

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**”) 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 re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020) as Managing Director (“**MD**”) for a further period of 5 (five) years with effect from 22nd March 2025 to 21st March 2030 (both days inclusive) on such terms and condition as set out therein, who is liable to retire by rotation, notwithstanding her holding the office as Deputy Managing Director in TAFE Motors and Tractors Limited (TMTL) and receiving remuneration as approved by its shareholders, and the Board as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the Board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said re-appointment and remuneration and/or agreement including periodical increase in her 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 MD and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.”

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

“RESOLVED FURTHER THAT the total remuneration payable to Dr. Lakshmi Venu (holding DIN: 02702020) shall be as detailed in the explanatory statement annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee, individually and/or in aggregate along with the other executive directors during her tenure of office as MD and the total remuneration drawn by her from the Company and TMTL does not exceed the higher maximum limit admissible from anyone of these companies, in terms of Schedule V to the Act, 2013, be and is hereby approved.”

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

“**RESOLVED FURTHER THAT** any of the Directors and/or the 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: 12th November, 2024

P D Dev Kishan
Company Secretary

NOTES:

- (1) A statement of material facts pursuant to the provisions of Section 102 of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment is annexed.
- (2) The Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 22nd November 2024 (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.sundaramclayton.com/investors/communication>.

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
- c) In case of queries, Members are requested to write to 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 i.e. Friday, 22nd November 2024 will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (5) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (6) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (8) The Board of Directors have appointed M/s B Chandra & Associates, Practising Company Secretaries, as Scrutinizer to conduct the Postal Ballot through electronic means, in a fair and transparent manner.
- (9) The Scrutinizers will submit their report to the Chairman or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.sundaram-clayton.com and communicated to the Stock Exchanges in which the Company's Shares are listed and uploaded on the website of NSDL.
- (10) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Wednesday, 25th December 2024.
- (11) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-48867000/24997000 .
- (12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

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




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

Step 1: Access to NSDL e-Voting system

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

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

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

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

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

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

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

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

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

By order of the Board
For Sundaram-Clayton Limited

Place: Chennai
Date: 12th November, 2024

P D Dev Kishan
Company Secretary

Annexure to the Notice of Postal Ballot dated 12th November 2024

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

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated 12th November 2024 and shall be taken as forming part of the Notice.

Item No. 1

Dr. Lakshmi Venu has served as the Managing Director of Sundaram-Clayton Limited since March 2010 (now known as TVS Holdings Limited), until the demerger in August 2023. Post-demerger, she continued her role as Managing Director of the Company which gets completed on 22nd March 2025. During this term, Dr. Lakshmi Venu has demonstrated exceptional leadership skills and industry expertise, with a deep understanding of the consumer market. Her invaluable experience has helped the Company navigate numerous challenges and opportunities over the years. She has consistently shown a strong commitment to the Company.

The Nomination and Remuneration Committee (NRC) has considered Dr. Lakshmi Venu's significant industry-specific knowledge, experience, and expertise; as well-suited to lead the Company. The NRC believes that her track record and skills are valuable assets for effective leadership. The NRC also believes that she has a clear and compelling strategic vision for the Company's future growth and success, along with the ability to make decisions in the best interests of the Company and its stakeholders. Based on the performance evaluation of Dr. Lakshmi Venu, her significant contributions to the smooth and efficient running of the business, and its growth, the NRC recommended her continued association with the Company and terms of re-appointment including the remuneration.

The Board, basis the recommendations of the NRC for the re-appointment of Dr Lakshmi as Managing Director of the Company, believes her continued leadership beneficial and finds it desirable to extend her tenure as Managing Director for an additional five-year period and has accordingly fixed her terms of re-appointment and remuneration in terms with the provisions of Sections 196, 197, and 203 read with Schedule V to the Companies Act, 2013.

Accordingly in terms of Article 134 of the Articles of Association of the Company, the Board of Directors subject to approval of the members of the Company re-appointed Dr. Lakshmi Venu as Managing Director for a further five-year term, from 22nd March 2025 to 21st March 2030, at their meeting held on 12th November 2024.

The Company has received Dr. Lakshmi Venu's consent to act as Managing Director, along with a declaration that she is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013. Additionally, she has not been debarred or disqualified from being appointed or continuing as a Director by SEBI, MCA, or any other statutory authority. Dr. Lakshmi Venu 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 for re-appointment eligibility.

Dr. Lakshmi Venu is also the Deputy Managing Director of TAFE Motors and Tractors Limited. She serves as a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee, and Risk Management Committee of the Company. She holds 1,65,043 equity shares in the Company.

The Company has entered into the necessary agreement, which was executed with Dr. Lakshmi Venu, giving effect to the above proposal, subject to the approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 12th November 2024 entered into between the Company and Dr. Lakshmi Venu are as follows:

Components	Particulars of Remuneration
Tenure	5 years – 22.03.2025 to 21.03.2030

Sundaram-Clayton Limited

Components	Particulars of Remuneration
Salary	Rs. 7.50 lakhs per month and such amounts based on the recommendation of the Nomination and Remuneration Committee (NRC) and as may be decided by the Board, from time to time.
Accommodation	Free furnished residential accommodation with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation including all communication facilities and housekeepers / attendants. In case no accommodation is provided by the Company she is entitled to receive house rent allowance, subject to a ceiling of sixty per cent of the salary.
Commission	Such percentage of net profits of the Company based on the recommendation of the Nomination and Remuneration Committee (NRC) and as may be determined by the Board, from time to time. However, such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Leave Travel Concession (LTC)	For four weeks in a year including two trips anywhere in the world in a year, for self and family. In case of non availment of LTC, she is entitled to receive leave travel allowance equivalent to one month's salary.
Cars	Two cars for company's work as well as for personal purposes along with drivers.
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 membership fees for self and family in three clubs in India and abroad, including any admission / life membership fees.
Medical / Personal accident / Travel insurance	Payment of actual premium for self & family.
Provident / Gratuity / Other Fund	Statutory contributions in accordance with Laws, wherever applicable.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per the rules of the Company.
Telephone including Telecommunication Facilities	Provision of telephone / mobile phone and other suitable communication facilities to her.
Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by her in furtherance of or in connection with performance of her duties.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and

Components	Particulars of Remuneration
	(ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Total Remuneration	The total remuneration shall not exceed the maximum permissible limit 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 the MD, during any financial year during currency of her tenure of office, in such manner as may be agreed to between the Board of Directors and the MD subject to the condition that the total remuneration by way of salary, perquisites, commission, 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 / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to MD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the MD, 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 above remuneration governing the re-appointment of Dr. Lakshmi Venu as Managing director (MD) of the Company is notwithstanding the fact that she draws remuneration as Deputy Managing Director in TAFE Motors and Tractors Limited, as approved by the shareholders of the said Company, subject to the overall limit prescribed under the applicable provisions of the Act 2013. During her tenure as MD, she will not be paid any sitting fee for attending meetings of the Board or Committees thereof.

The aggregate of remuneration payable to Dr. Lakshmi Venu, in both the companies viz., the Company and TAFE Motors and Tractors Limited, shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act, 2013.

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

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

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

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

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

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

By order of the Board
For Sundaram-Clayton Limited

Place: Chennai
Date: 12th November, 2024

P D Dev Kishan
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Profile of Dr. Lakshmi Venu:

Dr. Lakshmi Venu, aged 41 years, (DIN:02702020) is a graduate of Yale University, and holds a Doctorate in Engineering Management from the University of Warwick.

She is the Managing Director of Sundaram-Clayton Limited (“SCL” or the “Company”) and Deputy Managing Director of TAFE Motors and Tractors Limited. She underwent an extensive in-depth induction in SCL, wherein she had worked in the areas of business strategy, corporate affairs, product design and sales & marketing.

She has been the lead architect in establishing SCL’s global footprint. Her decision to set up a foundry in U.S. in 2019 in Dorchester, South Carolina was almost prescient, as most U.S. based customers were looking for on-shore foundry units to reduce supply chain risks and curtail carbon footprint.

She holds directorships in Tractors and Farm Equipment Limited and various other companies. She has been awarded the “BT Most Powerful Women in Business Award 2024”.

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	Dr. Lakshmi Venu
DIN	02702020
Age	41 Years
Date of first appointment on the Board	22 nd March 2010 in erstwhile Sundaram-Clayton Limited (prior to demerger) and appointed as Director in the Company on 7 th September 2022.
Qualifications	<ul style="list-style-type: none"> ➤ Graduate of Yale University, and ➤ Doctorate in Engineering Management, University of Warwick
Experience	Over 15 years
Expertise in specific functional areas	<ul style="list-style-type: none"> ➤ In all spheres of management including strategic planning, business administration and digital platform. ➤ Always strives for excellence in both quality and cost along with customer satisfaction and take advantage of emerging opportunities and catch new waves of wealth creation. ➤ Very resourceful in her approach and implementation of strategies.

Sundaram-Clayton Limited

Particulars	Details
	➤ Made extra-ordinary efforts to improve SCL's presence in global market.
Terms and conditions of appointment / re-appointment	For a term of five years effective 22 nd March 2025
Details of remuneration last drawn (FY 2023-24)	Rs.3.16 Cr
Details of remuneration sought to be paid	Refer details provided under Item No.1 of the statement of material facts.
Directorships in other Companies	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. TAFE Motors and Tractors Limited 2. Tractors and Farm Equipment Limited 3. Sundaram Auto Components Limited 4. Sundaram Non-Conventional Energy Systems Limited 5. LV Trustee Private Limited 6. SCL Properties Private Limited 7. Sivasailam Chamraj Educational Foundation 8. Sivasailam Chamraj Hospital Foundation 9. TAFE Foundation 10. Chennai Willingdon Corporate Foundation <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. Sundaram Holding (USA) Inc., 2. Sundaram-Clayton (USA) Limited
Membership/ Chairpersonship of Committees in other companies	<p>TAFE Motors and Tractors Limited:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee; 2. Nomination and Remuneration Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	<ul style="list-style-type: none"> ➤ TVS Motor Company Limited ➤ TVS Holdings Limited ➤ ZF Commercial Vehicle Control Systems India Limited
No. of Board Meetings attended during FY 2024-25 (Upto the date of this Notice)	4 (four)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Dr. Lakshmi Venu is the daughter of Mr Venu Srinivasan, Chairman Emeritus & Managing Director of the Company.
Shareholding details:	
(a) Own	1,65,043 equity shares
(b) For other persons on a beneficial basis	Nil

By order of the Board
For Sundaram-Clayton Limited

Place: Chennai
Date: 12th November, 2024

P D Dev Kishan
Company Secretary