



Sundaram-Clayton Limited

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

13th February 2020

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

Scrip code: 520056

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

Scrip code: SUNCLAYLTD

Dear Sir,

Reg: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Postal Ballot Notice seeking the consent of the shareholders of the Company

* * *

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice and Forms sent to the shareholders of the Company, seeking their consent, by way of an ordinary resolution for re-appointment of Dr. Lakshmi Venu as Joint Managing Director for a further period of five years from 22nd March 2020, including the terms of remuneration payable to her.

This is for your kind information.

Thanking you,

Yours faithfully,

For Sundaram-Clayton Limited


R Raja Prakash
Company Secretary

Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com; e-mail: corpsec@scl.co.in

Tel: 044-2833 2115 Fax: 044 – 2833 2113 CIN: L35999TN1962PLC004792

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 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of an Ordinary Resolution, through postal ballot including voting by electronic means for the business as set out in the postal ballot notice.

The draft of the Resolution to be passed together with the Explanatory Statement, pursuant to Section 102(1) of the Act 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with postal ballot form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is also providing the facility for voting through 'electronic means' to enable members for casting their votes by selecting appropriate options for the Resolution, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In accordance with Regulation 44 of Listing Regulations and in terms of Section 110 of the Act 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the Resolution.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement 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 viz., 7th February 2020. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of Listing Regulations and Section 124 of the Act 2013, respectively.

The Board of Directors (the Board) at its meeting held on 5th February 2020, had appointed M/s B Chandra & Associates, Company Secretaries, Chennai as the Scrutinizer, for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 17th March 2020; or
- (ii) casting their votes electronically from 17th February 2020 (9.00 a.m.) to 17th March 2020 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit their report on the results of voting by means of "post" and through "electronic means" to the Chairman or any one of the directors of the Company, after completion of the scrutiny of postal ballot forms and voting by electronic means.

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at its registered office on 18th March 2020.

The last date of voting, i.e., Tuesday, the 17th March 2020 will be taken as the date of passing of the said Resolution by the members of the Company.

Members requiring any clarification may contact Mr K Gopala Desikan, Chief Financial Officer or Mr R Raja Prakash, Company Secretary at the registered office of the Company or through e-mail viz., rrp@scl.co.in or sclshares@gmail.com.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, the 17th March 2020.

The said Notice of postal ballot and ballot form have also been placed on the Company's website viz., www.sundaram-clayton.com for use by the Members.

SPECIAL BUSINESS

Item No.1

RE-APPOINTMENT OF DR. LAKSHMI VENU AS JOINT MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS FROM 22nd MARCH 2020

To consider passing the following Resolution as an Ordinary Resolution:

"RESOLVED THAT subject to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval be and is hereby accorded for the re-appointment of Dr. Lakshmi Venu (holding DIN 02702020) as Joint Managing Director (JMD) of the Company in the rank of Managing Director, for a further period of five years from 22nd March 2020 to 21st March 2025 and the remuneration payable to her, as recommended by the Nomination and Remuneration Committee of Directors notwithstanding of her holding Deputy Managing Director position in TAFE Motors and Tractors Limited (TMTL) and receiving remuneration as approved by its shareholders and the Board of Directors (the Board), as set out in the explanatory statement, which is hereby specifically approved with authority to the board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and JMD 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 may be enhanced, enlarged, widened, altered or varied by the Board, 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 and/or such guidelines, as may be announced by the Central Government / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) from time to time."

RESOLVED FURTHER THAT the total remuneration payable to her 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 of Directors of the Company, individually and / or in aggregate along with the other executive directors will be within the limits prescribed under the Act, 2013 and Listing Regulations during the said tenure and the total remuneration drawn by her from the Company and TMTL does not exceed the higher maximum limit admissible from any one of these companies, in terms of Schedule V to the Act, 2013, be and is hereby approved.

"RESOLVED FURTHER THAT the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

By order of the Board
For SUNDARAM-CLAYTON LIMITED

Place: Chennai
Date: 5th February 2020

R Raja Prakash
Company Secretary

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through "electronic means" and "post".
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

Annexure to the Notice of postal ballot dated 5th February 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE ORDINARY RESOLUTION

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 5th February 2020 and shall be taken as forming part of the Notice.

Item No.1

The present term of office of Dr. Lakshmi Venu as Joint Managing Director of the Company (JMD) expires on 21st March 2020. Dr. Lakshmi Venu was re-appointed by the Board of Directors as JMD for a further period of five years from 22nd March 2020 to 21st March 2025 at their meeting held on 5th February 2020.

The Company had entered into necessary agreement and the same was executed by the Company with Dr. Lakshmi Venu giving effect to the above said proposal subject to approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 5th February 2020 entered into between the Company and Dr. Lakshmi Venu are as under:

Components	Particulars of Remuneration
Term	5 Years – 22.03.2020 to 21.03.2025.
Salary	Rs. 7.50 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company 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 Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings 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.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family. In case of non availment of LTC, 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 three clubs in India and abroad, including any admission / life membership fees.
Insurance	<u>Medical/Personal accident/ Travel insurance:</u> Payment of actual premium for self & family.
Provident Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone / mobile phone and other suitable communication facilities, at residence.
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 (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.

Components	Particulars of Remuneration
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 JMD, 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 JMD 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 JMD, 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 JMD, 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.

During her tenure as JMD, she will not be paid any sitting fee for attending meetings of board or committees thereof. She has attended 2 board meetings out of 4 held so far in the current financial year.

The above remuneration governing the re-appointment of Dr. Lakshmi Venu as JMD of the Company is notwithstanding the fact that she also draws remuneration as Deputy Managing Director from TMTL, as approved by the shareholders of TMTL, subject to the overall limit prescribed under the applicable provisions of the Act, 2013.

During the year 2018-19, she was paid a sum of Rs. 6.27 Cr as remuneration by way of salary, commission and other perquisites from the Company and Rs. 11.77 Cr from TMTL by way of salary, commission and other perquisites.

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

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 to 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.

Except Mr Venu Srinivasan, Chairman and Managing Director and Mr Sudarshan Venu, Director, being her relatives, 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 as set out in Item no.1 to this Notice.

Accordingly, the Board recommends the resolution, as set out in item no.1 to 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: 5th February 2020

R Raja Prakash
Company Secretary

NOTES:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot Resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations.

- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
- (3) Notice along with the postal ballot form is being sent to the members whose names appear on the register of members / list of beneficial owners from NSDL and Central Depository Services (India) Limited (CDSL) as on 7th February 2020 (Cut-off date).
- (4) The Notice along with the postal ballot form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Department (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the postal ballot form attached to the e-mail or from the Company's website www.sundaram-clayton.com, where the postal ballot notice is displayed and send the duly completed and signed postal ballot form, so as to reach the Scrutinizer on or before Tuesday, the 17th March 2020 (5.00 P.M.).
- (6) Resolution passed by the members through postal ballot including 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.
- (7) 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 Listing Regulations, 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.
- (8) The members can opt for only one mode of voting, i.e., either by physical, postal ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (9) 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 i.e. Friday, 7th February 2020, 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: www.evoting.nsdl.com.
- (10) A member cannot exercise his / her vote by proxy on postal ballot.
- (11) The Board of Directors has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700) as Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit their report to the Chairman after the completion of scrutiny and the results of voting by postal ballot (including 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 and NSDL.
- (13) The Resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, the 17th March 2020.
- (14) 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 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Department / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions to be followed by members opting to vote through electronic means

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the postal ballot form and return the form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, the 17th March 2020, at the following address:

M/s B Chandra & Associates, Company Secretaries
 Scrutinizer
 C/o. Sundaram-Clayton Limited
 Share Transfer Department
 'Jayalakshmi Estates', No. 29, Haddows Road, Chennai - 600 006

2. The instructions for Members for e-Voting are as under:

(a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:

- (i) Open e-mail and then open PDF file viz., "Sundaram-Clayton Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: www.eVoting.nsd.com;
- (iii) Click on shareholder – Login;
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
- (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";
- (vii) Select "EVEN" of Sundaram - Clayton Limited;
- (viii) Now Members are ready for e-Voting as Cast Vote page opens;
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (xi) Institutional Members (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. together with attested specimen signature of the duly Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through email: bchandra1@gmail.com with a copy marked to evoting@nsdl.co.in and raman@scl.co.in;
- (xii) Members who have cast their vote through postal ballot form shall not be entitled to vote electronically; and
- (xiii) Members can cast their vote online from Monday, 17th February 2020 (9.00 a.m) to Tuesday, the 17th March 2020 (5.00 p.m) through e-Voting. Once the vote on a Resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

(b) In case of Members receiving Postal ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal ballot Form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

(c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and

(d) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

3. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent postal ballot Notice by e-mail and who wish to vote through postal ballot form

can obtain the ballot form from Share Transfer Department at “Jayalakshmi Estates”, 1st Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.

4. The Scrutinizer, after completion of the scrutiny, will submit their report to the Chairman of the Company or in his absence any one of the directors of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence, any one of the directors of the Company, on Wednesday, 18th March 2020 at 4.00 pm at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company’s notice board and website www.sundaram-clayton.com.
5. In case of any query, Members may contact the Company at icsta@scl.co.in or sclshares@gmail.com.

In terms of Regulation 36 (3) of Listing Regulations, read with Secretarial Standards on General Meetings, brief profile of Dr. Lakshmi Venu, who is proposed to be re-appointed as Joint Managing Director, nature of her expertise in specific functional areas, other directorships and committee memberships, shareholding and relationship with other Directors of the Company is given below:

Profile of Dr. Lakshmi Venu

Dr. Lakshmi Venu, aged 36 years, a graduate of Yale University, holds a Doctorate in Engineering Management from the University of Warwick.

She underwent her initial training for three years as a Management Trainee in Sundaram Auto Components Limited, a subsidiary of the Company, beginning from 2003 and when she was deputed to work in the Company, being its holding company, she underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of the Company.

Dr. Lakshmi Venu is currently the Deputy Managing Director of TAFE Motors and Tractors Limited. She also holds directorships in various other companies. She does not hold any share in the Company. She has been the director of the company since 22-03-2010. She was appointed as JMD effective 11-09-2014 and was re-appointed as JMD effective 22-03-2015 for a further period of 5 years.

She is the daughter of Mr Venu Srinivasan, Chairman and Managing Director and sister of Mr Sudarshan Venu, Director of the Company.

Details of her other directorships and memberships / chairmanships of committees are given below:

S. No.	Name of the Company	Position held	Committee membership
1.	TAFE Motors and Tractors Limited	Deputy Managing Director	-
2.	TVS Motor Company Limited	Director	-
3.	Sundram Non- Conventional Energy Systems Limited	Director	-
4.	Sundaram Auto Components Limited	Director	Audit Committee and Corporate Social Responsibility Committee
5.	WABCO India Limited	Independent Director	Corporate Social Responsibility Committee
6.	LV Trustee Private Limited	Director	-
7.	Sundaram- Clayton (USA) Limited	Director	-
8.	Sundaram Holding(USA) Inc.	Director	-

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Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in

Tel: 044-28332115 Fax: 044 – 28332113 CIN: L35999TN1962PLC004792

Postal Ballot Form

1. Name (s) of Member(s) :
[including joint holders, if any]

2. Registered address of the sole / :
first named member

3. Registered Folio No./ Client ID No.* :
(*Applicable to Member(s) holding
shares in dematerialized form)

4. Number of shares held :

I / we hereby exercise my / our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the notice of the Company. I / we have marked my / our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

Item	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Re-appointment of Dr. Lakshmi Venu as Joint Managing Director for a further period of five years from 22 nd March 2020 including the terms of remuneration payable to her.			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m (IST) on Monday, the 17th February 2020

End of voting : Upto 5.00 p m (IST) on Tuesday the 17th March 2020

(P.T.O.)

Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in

Tel: 044-28332115 Fax: 044 – 28332113 CIN: L35999TN1962PLC004792

Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the "cut-off" date, namely 7th February 2020.
- (3) The Company has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

B Chandra & Associates, Company Secretaries,
Scrutinizer,
C/o. Sundaram-Clayton Limited,
Share Transfer Department,
'Jayalakshmi Estates', 1st Floor,
No. 29, Haddows Road, Chennai - 600 006
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at **5.00 p.m. on Tuesday, the 17th March 2020**. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of **7th February 2020**.
- (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (9) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the Director of the Company, at the Registered Office of the Company, at "Chaitanya" No.12 Khader Nawaz Khan Road, Chennai 600 006, Tamil Nadu, India, on Wednesday, the 18th March 2020. However the ordinary resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely Tuesday, the 17th March 2020.
- (12) The results will thereafter be published in the Website of the Company, www.sundaram-clayton.com and sent to the stock exchanges where the Company's shares are listed.