



Sundaram-Clayton Limited

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

18th February 2022

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,

Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Appointment of Director – approval through Postal Ballot seeking consent of the shareholders of the Company

* * *

This has reference to our letter dated February 09, 2022 intimating the Stock Exchanges regarding appointment of Mr K Gopala Desikan as an Additional Director and also as 'Director & Group Chief Financial Officer' in the rank of Whole-Time Director of the Company for a period of five years effective 9th February 2022.

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 ordinary resolutions for the aforesaid businesses.

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 - 600006.

Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act), for obtaining approval of the members, by way of Ordinary Resolutions, through postal ballot including electronic means (e-Voting) for the businesses as set out in the Postal Ballot Notice.

The draft of the resolutions 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 pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 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 resolutions.

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, 15th February 2022. 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 SEBI (LODR) Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (Board) has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai, as Scrutinizers, at its meeting held on 9th February 2022, 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 21st March 2022; or
- (ii) casting their votes electronically from 20th February 2022 (9.00 a.m.) to 21st March 2022 (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 Chairman or any one of the Directors of the Company, at the registered office of the Company at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, on Tuesday, the 22nd March 2022.

The last date of voting, i.e., Monday, the 21st March 2022 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Sundaram-Clayton Limited

Members requiring any clarification may contact Mr R Raja Prakash, Company Secretary at the registered office of the Company or through e-mail viz., rrp@sundaramclayton.com or corpsec@sundaramclayton.com

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, are open for inspection at the Registered Office of the Company at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Monday, the 21st March 2022.

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

Approving the appointment of Mr K Gopala Desikan as a Director of the Company

To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT subject to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded for the appointment of Mr K Gopala Desikan (DIN 00067107) as a Non-Independent Director of the Company, liable to retire by rotation, effective 9th February 2022.

Item No.2

Approving the appointment of Mr K Gopala Desikan as a Director & Group Chief Financial Officer in the rank of Whole-time Director of the Company for a period of 5 years

To consider passing the following resolution 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), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr K Gopala Desikan (holding DIN 00067107), as a Director & Group Chief Financial Officer in the rank of Whole-Time Director of the Company for a period of five years with effect from 9th February 2022, upon such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors (the Board) as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the Board to alter and vary the terms and conditions of the said appointment and payment of remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and Mr K Gopala Desikan 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, 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 / Income Tax Act, 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time."

"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 : 9th February 2022

R Raja Prakash
Company Secretary

Sundaram-Clayton Limited

Encl:

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

Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) [Listing Regulations] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment is annexed.
2. Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners on NSDL and Central Depository Services (India) Limited (CDSL) as on Tuesday, 15th February, 2022 (cut-off date)
3. 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 Registrar and Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice is being sent by permitted mode along with a self-addressed postage pre-paid envelope.
4. 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 Monday, 21st March, 2022 (5.00 P.M.)
5. Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) 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.
8. The members can opt for only one mode of voting, i.e., either by physical 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, 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>.
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, Practising Company Secretaries as Scrutinizers to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
12. The Scrutinizer will submit his report to the 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.
13. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Monday, 21st March 2022.

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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 the following telephone no. 022-24994600.
15. 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.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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 held 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. 4. 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: right;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

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Type of shareholders	Login Method
	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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 e-Services 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***

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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.
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.

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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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corpsec@sundaramclayton.com
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), AADHAR (self attested scanned copy of Aadhar Card) to corpsec@sundaramclayton.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice of postal ballot dated 9th February 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 9TH FEBRUARY 2022 IN RESPECT OF THE ORDINARY RESOLUTIONS

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying Notice dated 9th February 2022 and shall be taken as forming part of the Notice.

Item Nos.1 & 2

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to get approval of the members for appointment of a person on the Board of Directors at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Board of Directors of the Company at its meeting held on 9th February 2022 appointed Mr K Gopala Desikan (holding DIN 00067107) as an additional and Non- Independent Director of the Company.

In compliance with the above regulations, the Board seeks the approval of the members for his appointment as a Director of the Company, liable to retire by rotation.

In pursuance of Section 203(3) read with Section 196 of the Companies Act, 2013 (the Act), the Board of Directors also appointed him as Director & Group Chief Financial Officer in the rank of Whole-Time Director (WTD) of the Company for a period of five years from 9th February 2022 and fixed his terms of remuneration in accordance with the provisions of Section 198 read with Schedule V to the Act and as recommended by the Nomination and Remuneration Committee, subject to the approval of the shareholders of the Company. Mr Desikan prior to his appointment as Director and Group Chief Financial Officer was holding the position of Chief Financial Officer of the Company from 9th August, 2018.

Necessary agreement was entered into between the Company and Mr K Gopala Desikan in this regard. Details of terms of appointment and remuneration entered into between the Company and Mr K Gopala Desikan are as follows:

S. No.	Particulars	Terms of appointment
1.	Term of office	From 9 th February 2022 to 8 th February 2027 (for a period of 5 years)
2.	Salary	₹ 2,00,000/- per month and such increments as may be decided by the Board, from time to time.
3.	Provident Fund and Gratuity	As per the Rules of the Company.
4.	Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.

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S. No.	Particulars	Terms of appointment
5.	Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Director & Group Chief Financial Officer, during such financial year, in the manner as may be agreed to between the Board / Nomination and Remuneration Committee of the Board and Director & Group Chief Financial Officer, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Act, subject to the disclosures made separately in such event.
6.	Total Remuneration	The total remuneration payable to Director & Group Chief Financial Officer shall not exceed the limit specified under the Act.

Mr K Gopala Desikan is also the Chief Financial Officer of TVS Motor Company Limited (TVSM), the listed subsidiary engaged in the business of manufacturing two and three-wheelers, where he is designated as Key Managerial Personnel in terms of Section 203 of the Act and receives remuneration thereof.

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of Mr K Gopala Desikan, Director & Group Chief Financial officer including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company are appended to the Notice annexed hereto. He has attended one Board Meeting on 9th February 2022, in which he was appointed as a Director of the Company.

The Company has also received a Notice from a member of the Company under Section 160 of the Act, 2013, proposing the candidature of Mr K Gopala Desikan for the office of Director of the Company.

Except Mr K Gopala Desikan, Director & Group Chief Financial Officer, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item no.1 & 2 of this Notice.

Accordingly, the Board recommends the resolutions, as set out in item nos.1 & 2 in the Notice to be approved by the shareholders, by way of an ordinary resolution.

By order of the Board
For **Sundaram-Clayton Limited**

Place : Chennai
Date : 9th February 2022

R Raja Prakash
Company Secretary

Brief profile of Mr K Gopala Desikan

- Mr K Gopala Desikan, aged 57 years, is a qualified Chartered Accountant and also holds an MBA from Open University Business School, UK.
- He has been with the Group for the last 32 years and has handled various functions which include Direct Taxation, Treasury & Risk Management, M&A activities, Corporate finance & accounts and various accounting functions at Plant level.
- He is involved in the strategic initiatives of the Group's International business and Long-range planning.
- He has represented the Industry Associations in various Expert Committees.
- He has attended various Leadership Programs both within and outside India.
- He is also the Chief Financial Officer of TVS Motor Company Limited, the listed subsidiary engaged in the business of manufacturing two and three-wheelers and also oversees the finance function of the Group's business relating to NBFC and Realty.

He does not hold any equity shares in the Company and is not related to any other Director or Key Managerial Personnel of the Company. He is a member of Risk Management Committee of the Company.

He holds directorships in various companies viz. Emerald Haven Town and Country Private Limited, Sundram Services Limited, TVS Holdings Private Limited, Emerald Haven Estates Limited, Venu Srinivasan Trustee Private Limited, LV Trustee Private Limited, S. Venu Trustee Private Limited, Srinivasan Trading Private Limited, VEE ESS Trading Private Limited, VS Trustee Private Limited, TVS Investment and Consultancy Services Private Limited, VEEYES Charities Foundation, Sundaram Clayton Employees Welfare Foundation Private Limited, Jupiter Cultural and Heritage Foundation and Goodwill Financial Services Private Limited.

He is also a member of CSR Committee of Sundram Services Limited.

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Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com; e-mail: corpsec@sundaramclayton.com

Tel: 044-2833 2115 Fax: 044 - 2833 2113 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 resolutions 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 resolutions 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)
APPROVING THE APPOINTMENT OF MR K GOPALA DESIKAN AS A DIRECTOR OF THE COMPANY			
APPROVING THE APPOINTMENT OF MR K GOPALA DESIKAN AS A DIRECTOR & GROUP CHIEF FINANCIAL OFFICER IN THE RANK OF WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
119300		

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 Sunday, the 20th February, 2022

End of voting : Upto 5.00 p m (IST) on Monday, the 21st March, 2022

P.T.O

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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 date, namely Tuesday, the **15th February 2022**.
- (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. Share Transfer Agent,
Integrated Registry Management Services Private Limited,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street,
North Usman Road, T Nagar,
Chennai - 600 017
- (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 Monday, the 21st March 2022**. 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 **15th February, 2022**.
- (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 or 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 Tuesday, the 22nd March 2022. However the ordinary resolution(s), 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 Monday, the 21st March 2022.
- (12) The results will thereafter be published on the Website of the Company, www.sundaram-clayton.com and sent to the stock exchanges where the Company's shares are listed.