



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

16th July 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 and 50 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of the 7th Annual General Meeting of the Company

Pursuant to Regulations 30 and 50 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice for convening the 7th Annual General Meeting of the Company on Friday, 9th August 2024 at 2.30 P.M. (IST) via Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The copy of the same is also available on the website of the Company viz., www.sundaram-clayton.com.

Date and time of occurrence of event: 16th July 2024 at 8:36 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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh Annual General Meeting of the Company (AGM) will be held on Friday, the 9th August 2024 at 2.30 P.M. [Indian Standard Time (IST)] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

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

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2024, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

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

"RESOLVED THAT Mr Venu Srinivasan (holding DIN 00051523), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

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

"RESOLVED THAT Dr. Lakshmi Venu (holding DIN 02702020), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. To consider passing the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, (read with Schedule IV), 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act, 2013"), (including any amendments, modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25 (2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and other applicable provisions of law, if any, and pursuant to the provisions of the articles of association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr P Kaniappan (holding DIN 02696192), as a Non-Executive Independent Director ("NE-ID") of the Company, for a term of five consecutive years effective 3rd July 2024, who is not disqualified under Section 164(2) of the Act 2013, who possesses relevant expertise and experience and signified his consent to act as independent director of the Company, and has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Act, 2013

and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as a NE-ID on the Board and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 5,00,000/- (Rupees five lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were appointed as Cost Auditors of the Company for the period from 11th August 2023 to 31st March 2024 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 5,00,000/- (Rupees five lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were re-appointed as Cost Auditors of the Company for the financial year ending 31st March 2025 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

By order of the Board of Directors

Chennai
3rd July 2024

P D Dev Kishan
Company Secretary

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

Sundaram-Clayton Limited (Formerly known as Sundaram-Clayton DCD Limited)

Notes:

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

1. Pursuant to the MCA Circular No. 09/2023 dated 25th September 2023 read with MCA Circulars No. 10/2022, 02/2022 and 20/2020 dated 28th December 2022, 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and all other relevant circulars issued from time to time, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023, issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members is not required at a common venue and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives as Members to attend the AGM through VC/ OAVM and participate and cast their votes through e-Voting.
3. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 to check, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sundaram-clayton.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.

Unclaimed Dividend

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

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

Further, the particulars of due dates for the transfer of the unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

9. Members who have not encashed their dividend warrants are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

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

General

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

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

To eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

11. Members may also note that the Annual Report will also be available on the Company's website viz., <https://www.sundaram-clayton.com/> for their download.

Members holding shares in electronic form

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
13. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC, Mandates, Nominations,

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.

14. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.

Members holding shares in physical form

15. Shareholders holding the equity shares and preference shares of the Demerged Company in physical form (hereinafter referred to as “Physical Form”), the entitlement of new shares of the Company have been credited to the demat account of the Trustee nominated by the Board viz., Beacon Trusteeship Limited. You are hereby advised to share your demat account details and KYC documents with the Company / RTA. On receipt of the documents and upon verification and validation, the entitlement of new shares of the Company will be credited to the respective demat account.

Inspection of documents

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

Voting

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting (‘remote e-Voting’).
19. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company / Register of Beneficial Owners maintained by Depositories will be entitled to vote.
20. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (‘the Rules’) and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 2nd August 2024 being the “Cut-off Date” (“Cut-Off” for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting at the meeting.

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

The remote e-Voting period begins on 6th August 2024 at 9:00 A.M. (IST) and ends on 8th August 2024 at 5:00 P.M. (IST). During this

period, Members of the Company, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e-Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 2nd August 2024.

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

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

Step 1: Access to NSDL e-Voting system


A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “Login” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

<p>Individual Shareholders holding securities in demat mode with NSDL. (continued)</p>	<ol style="list-style-type: none"> 2. 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 3. 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 VerificationCode as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>	<p>Individual Shareholders holding securities in demat mode with CDSL</p> <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 the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where
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Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

Individual Shareholders holding securities in demat mode with CDSL (Continued)	the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on 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 & e-Voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](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.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate of TVS Holdings Limited (front and back), self attested scanned copy of PAN card, self attested scanned copy of Aadhaar Card by email to einward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self attested scanned copy of PAN card, self attested scanned copy of AADHAAR Card to einward@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

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

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, Members can see link of “VC/ OAVM link” placed under “Join meeting” menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at corpsec@sundaramclayton.com from 4th August 2024 (9.00 A.M. (IST)) to 6th August 2024 (5.00 P.M. (IST))
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address corpsec@sundaramclayton.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

General Guidelines for shareholders:

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
4. M/s B Chandra & Associates, Practising Company Secretaries (Reg. No. P2017TN065700), Chennai, has been appointed as the Scrutinizer to scrutinize the Voting during the meeting and remote e-Voting process in a fair and transparent manner.
5. In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.sundaram-clayton.com/> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
8. Pursuant to the Circulars issued by MCA and SEBI, the Notice of the AGM and the Annual Report for the year 2023-24, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company's email address einward@integratedindia.in.
 - b. For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.Further, as per Regulation 36(1)(c) of the Listing Regulations, hard copy of the full annual report will be given to those shareholders who request for the same.
9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address einward@integratedindia.in along with the documents as stated in Para No. 8.
10. In order to receive dividend/s in a timely manner,
 - a. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the company's email ID corpsec@sundaramclayton.com or the email ID of STA einward@integratedindia.in.
 - a. Signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

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

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

11. In accordance with the provisions of Article 110 of the Articles of Association of the Company, Mr Venu Srinivasan, Chairman Emeritus & Managing Director and Dr. Lakshmi Venu, Managing Director will retire by rotation at this AGM and being eligible offer themselves for re-appointment; and

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

I. Profile of Mr Venu Srinivasan

Mr Venu Srinivasan, aged 71 years, (DIN: 00051523) is also the Chairman Emeritus and Managing Director of TVS Motor Company Limited, one of the largest two-wheeler manufacturers in the world and Sundaram-Clayton Limited, a leading manufacturer of automotive components in India. He is also the Vice Chairman of Tata Trusts, India's most respected and largest philanthropic foundation and the majority shareholder of the Tata group. He is a Director on the Central Board of Reserve Bank of India.

He holds an engineering degree from the College of Engineering, Chennai, India and a Masters in management from Purdue University, USA.

Mr Srinivasan has held various important positions in the Indian Industry, such as the President, Confederation of Indian Industry and the President, Society of Indian Automobile Manufacturers.

He has several prestigious awards to his credit including the Padma Bhushan, the third-highest civilian award of India. The distinguished civilian honour "Order of Diplomatic Merit" (Heung-In Medal) was conferred by the President of Korea for his valuable contribution to promote Korea-India bilateral relations.

He was awarded the Deming Distinguished Service Award for Dissemination and Promotion (Overseas) Award (2019) by Japanese Union of Scientists and Engineers (JUSE); the Ishikawa-Kano Award (2012) by the Asian Network of Quality, the apex body for quality in Asia. Under his leadership, both the companies were awarded the Deming Prize and the Japanese Quality Medal in 2002.

In 2023, he was presented with the Outstanding Institution Builder of the Year award by All India Management Association (AIMA) for displaying exceptional vision and leadership in building an institution. He was conferred with Lifetime Achievement award by CNBC-TV18's India Business Leadership Awards (IBLA) in 2023.

In 2024, Ernst & Young, recognized him with the Lifetime Achievement award for his decades of entrepreneurial excellence in revolutionizing the two-wheeler industry in India.

His commitment to competitiveness and quality of our economy is manifested through his companies market presence in more than 80 countries across the globe.

Mr Srinivasan's dedication to the transformation of rural India by empowering women in the rural areas can be seen through his passion towards setting up the Srinivasan Services Trust which has touched the lives of 1.6 million people in 2500 villages across the country in the last 28 years.

Mr Srinivasan is the Chairman of InKo Centre (The Indo-Korean Cultural and Information Centre) which is a non-profit society set up in 2006 with support from TVS Motor Company and Hyundai Motor India Limited to promote a sustainable, meaningful intercultural dialogue between India and South Korea.

He has received a sum of ₹ 0.60 Cr as remuneration during the year 2023-24. He was appointed as a Director on the Board on 7th September, 2022.

Mr Venu Srinivasan is the father of Dr. Lakshmi Venu, Managing Director and he holds 9,66,600 equity shares in the Company.

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

He has attended all eight Board Meetings held during the year 2023-24. He is the Chairman of the Corporate Social Responsibility Committee of the Company.

Details of his other Directorships / Memberships of the Committees are given below:

S.No.	Name of the Company	Position held	Committee Membership
Indian Companies:			
1.	TVS Holdings Limited	Chairman	Corporate Social Responsibility Committee*
2.	TVS Motor Company Limited	Chairman Emeritus and Managing Director	• Corporate Social Responsibility Committee* • Stakeholders' Relationship Committee
3.	TVS Credit Services Limited	Director	Corporate Social Responsibility Committee*
4.	TVS Electric Mobility Limited	Director	-
5.	Sundaram Auto Components Limited	Chairman	-
6.	T.V. Sundram Iyengar & Sons Private Limited	Director	-
7.	TATA Sons Private Limited	Director	• Nomination & Remuneration Committee • Audit Committee
8.	TVS Housing Finance Private Limited	Director	-

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

S.No.	Name of the Company	Position held	Committee Membership
9.	LV Trustee Private Limited	Director	-
10.	S. Venu Trustee Private Limited	Director	-
11.	VS Trustee Private Limited	Director	-
12.	Venu Srinivasan Trustee Private Limited	Director	-
13.	Cheema Educational Foundation	Director	-
14.	Namma School Foundation	Chairman	-
15.	Indian Foundation for Quality Management	Chairman	-
16.	TVS Cheema Scholarship Foundation	Director	-
17.	Reserve Bank of India	Director	-
Foreign Companies:			
18.	The Norton Motorcycle Co. Limited, UK	Chairman	-
19.	TVS Motor (Singapore) Pte Limited, Singapore	Director	-
20.	TVS Digital Pte. Ltd., Singapore	Director	-
21.	Swiss E-Mobility Group (Holding) AG	Director	-
22.	Swiss E-Mobility Group (Schweiz) AG	Director	-
23.	Sundaram Holding USA Inc., USA	Director	-

(*) Indicates committee in which he holds the position as Chairman

II. Profile of Dr. Lakshmi Venu

Dr. Lakshmi Venu, aged 40 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) and Deputy Managing Director of TAFE Motors and Tractors Limited.

She underwent her initial training in Sundaram Auto Components Limited, a subsidiary of the Company. Thereafter, 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 received a sum of Rs. 3.16 Cr as remuneration during the year 2023-24. She was appointed as a Director on the Board on 7th September, 2022.

Dr. Lakshmi Venu is the daughter of Mr Venu Srinivasan, Chairman Emeritus & Managing Director and she holds 1,65,043 equity shares in the Company.

During the last three years, she has resigned from TVS Holdings Limited consequent to Demerger and ZF Commercial Vehicle Control Systems India Limited due to her increase in responsibilities.

She has attended all eight Board Meetings held during the year 2023-24. She is a member of Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

Details of her other Directorships / Memberships of the Committees are given below:

S. No.	Name of the Company	Position held	Committee Membership
Indian Companies:			
1.	TVS Motor Company Limited	Director	-
2.	TAFE Motors and Tractors Limited	Deputy Managing Director	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Nomination and Remuneration Committee
3.	Sundram Non- Conventional Energy Systems Limited	Director	-
4.	Sundaram Auto Components Limited	Director	-
5.	LV Trustee Private Limited	Director	-
6.	Tractors and Farm Equipment Limited	Director	-
7.	Sivasailam Chamraj Education Foundation	Director	-
8.	Sivasailam Chamraj Hospital Foundation	Director	-
9.	TAFE Foundation	Director	-
10.	Chennai Willingdon Corporate Foundation	Director	-
Foreign Companies:			
11.	Sundaram-Clayton (USA) Limited	Director	-
12.	Sundaram Holding (USA) Inc.	Director	-

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

III. Profile of Mr P Kaniappan

Mr P Kaniappan (DIN: 02696192) aged 64 years is the Managing Director of ZF Commercial Vehicle Control Systems India Limited since March 2022. This company was formerly known as WABCO India Limited, but it was renamed following ZF's acquisition of WABCO in May 2020.

Before taking on this role, Mr Kaniappan led WABCO in the strategic growth market of India as a Whole-time Director since 2009. This position came after WABCO acquired a majority stake in the Brakes division of Sundaram Clayton Limited. His career began as a graduate engineer trainee at Sundaram Clayton Moped division in Hosur, India, which later became part of TVS Motor Company Limited.

Throughout his career, Mr Kaniappan has held various management roles within the Brakes business. He joined the Sundaram Clayton Brakes division in Chennai, India, in 1992 and later moved to the Foundry division as the business head. In 2001, he became the operations head of the Brakes business and eventually served as President (operations) of the Brakes Division.

His educational background includes a bachelor's degree in mechanical engineering from the National Institute of Technology Suratkal, Karnataka, India, and a master's degree in manufacturing systems engineering from the University of Warwick, UK. Additionally, he holds an Executive MBA from the Great Lakes Institute of Management in Chennai, India, and completed the Wharton Business School's Advanced Management Program at the University of Pennsylvania, USA.

Mr Kaniappan's achievements include being ranked among the top 100 and Best CEOs in 2016 by Business Today (BT), India's largest circulated business fortnightly magazine. He was also honored with Frost & Sullivan's IMEA Lifetime Achievement Award in 2018 for his valuable contributions to the manufacturing sector. He has been conferred the Ashoka Award by ISQ in 2022, in recognition of his leadership, guidance, and exceptional contribution through the practice and promotion of quality management of sustainable results. Besides the business recognitions, Mr Kaniappan was also deemed by NIQR as "Outstanding Quality Man - 2023".

His impressive career trajectory and accolades highlight his leadership and expertise in the industry.

Mr Kaniappan is a veteran in automotive industry with expertise in operations, manufacturing and management of business. Since he was appointed on 3rd July 2024, no remuneration was paid to him during the year. He has attended one board meeting after his appointment during the financial year 2024-25. He has not resigned from any listed entities in last 3 (three) years. He does not hold any share in the Company and is not related to any Director of the Company.

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

S. No.	Name of the Company / Body Corporate	Position held	Committee Membership
1	ZF Commercial Vehicle Control Systems India Limited	Managing Director	<ul style="list-style-type: none"> • Stakeholders' Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee*
2	ZF Digital Solutions India Private Limited	Director	-
3	ZF Rane Automotive India Private Limited	Director	<ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee
4	WABCO Foundation Brakes Private Limited	Director	-
5	ZF CV Control Systems Manufacturing India Private Limited	Director	-

(*) Indicates committee in which he holds the position as Chairman.

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

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 3rd July 2024 and shall be taken as forming part of the Notice.

Item No. 4

The Board at its meeting held on July 3, 2024, based on the recommendation of the Nomination and Remuneration Committee of Directors ("**NRC**"), appointed Mr P Kaniappan (DIN:02696192) as a Non-Executive Independent Director of the Company ("**NE-ID**") for a term of 5 (Five) years, effective July 3, 2024, in terms of Sections 149, 150, 152 (read with Schedule IV, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company.

NRC at its meeting held on July 3, 2024, evaluated qualification, skills, experience, integrity and knowledge of Mr P Kaniappan and felt that it would be sufficient / satisfactory to recommend his appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company.

In the opinion of the NRC and the Board, Mr P Kaniappan, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and SEBI Listing Regulations for the appointment as a NE-ID of the Company and he is independent of the management of the Company. He has also enrolled himself with the database for Independent Directors as specified under the Section 150 of the Act, 2013.

In terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Mr P Kaniappan as a Non-Executive Independent Director requires approval of the members of the Company by way

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

of a Special Resolution. In terms of proviso to Regulation 25(2A) of the SEBI Listing Regulations where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of SEBI Listing Regulations, the appointment of NE- ID will be required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Mr P Kaniappan was appointed as a NE-ID of the Company to hold office for a term of 5 consecutive years from July 3, 2024, and not liable to retire by rotation during his tenure of appointment, subject to approval of the members of the Company.

The Company has also received a notice from a member under Section 160 of the Act, 2013, signifying his candidature as a director of the Company. The Company has received consent in writing from Mr P Kaniappan to act as a Director in Form DIR 2, intimating to the effect that he is not disqualified to be appointed as a Director and a declaration in writing that he meets the criteria of independence and he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the SEBI Listing Regulations.

Mr P Kaniappan is entitled to receive remuneration by way of profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the SEBI Listing Regulations and sitting fees and reimbursement of expenses for participation in the meetings of the Board and / or committees.

The disclosure containing the profile and other details of Mr P Kaniappan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Notice. The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai – 600006, Tamil Nadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at www.sundaram-clayton.com.

Except Mr P Kaniappan, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in Item No. 4 of this Notice.

The Board, therefore, recommended the Special Resolution as set out in Item No. 4 of this Notice, for appointment of Mr P Kaniappan, as

a Non-Executive Independent Director of the Company, for approval of the members.

Item No. 5 and 6

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

In accordance with the Composite Scheme of Arrangement, the die casting business had been demerged and vested with the Company effective 11th August 2023. The Board of Directors based on the recommendation of the Audit Committee at their meeting held on 10th November 2023 appointed M/s. C S Adawadkar & Co having Firm Registration No. 100401 as Cost Auditor for the period 11th August 2023 to 31st March 2024 on a remuneration of ₹ 5,00,000/- subject to applicable taxes in addition to reimbursement of travel and out of pocket expenses, subject to ratification by the Shareholders of the Company.

Further, as recommended by the Audit Committee, the Board of Directors at their meeting held on 10th May 2024, re-appointed them as Cost Auditor of the Company on the same remuneration for the financial year 2024-25, subject to ratification by the Shareholders of the Company.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolutions as set out in Item No.5 and 6 of this Notice. The Directors, therefore, recommend the ordinary resolutions, as set out in Item No.5 and 6 of this Notice for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai
3rd July 2024

P D Dev Kishan
Company Secretary

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