



Sundaram-Clayton Limited

Registered Office :
"Chaitanya"
No.12, Khader Nawaz Khan Road,
Chennai - 600006, Tamilnadu, India.
Telephone : +91-44-28332115
Fax : +91-44-28332113

31st March 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 520056

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

Dear Sir,

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

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

* * *

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice sent to the shareholders of the Company, seeking their consent, by way of ordinary resolution for appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit.

This is for your kind information.

Thanking you,

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@scl.co.in
Tel: 044-2833 2115 Fax: 044 - 2833 2113 CIN: L35999TN1962PLC004792

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of an Ordinary Resolution, through postal ballot including voting by electronic means for the business as set out in the postal ballot notice.

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

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

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

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date viz., 26th March 2021. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of Listing Regulations and Section 124 of the Act 2013, respectively.

The Board of Directors (the Board) at its meeting held on 24th March 2021, had appointed M/s B Chandra & Associates, Company Secretaries, Chennai as the Scrutinizer, for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

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

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Tuesday, the 4th May 2021; or
- (ii) casting their votes electronically from Monday, the 5th April 2021 (9.00 a.m.) to Tuesday, the 4th May 2021 (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 authorised person of the Company, after completion of the scrutiny of postal ballot forms and voting by electronic means.

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at its registered office on Wednesday, the 5th May 2021.

The last date of voting, i.e., Tuesday, the 4th May 2021 will be taken as the date of passing of the said Resolution 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@scl.co.in or sclshares@gmail.com.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, the 4th May 2021.

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 Rajesh Narasimhan, Director for holding office or place of profit

To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to Mr Rajesh Narasimhan (DIN: 07824276), Director, for continuing to hold office or place of profit, as Chief Executive Officer of TVS Motor (Singapore) Pte Limited, a subsidiary of the Company, or such other appointment in any position in the Company or in any of its Subsidiary Companies or Associate Companies on a monthly remuneration and on such terms and conditions as mutually agreed between him and the board."

"RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries / difficulties / doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company."

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

Place : Chennai
Date : 24th March 2021

R Raja Prakash
Company Secretary

Encl:

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

Sundaram-Clayton Limited

Annexure to the Notice of postal ballot dated 24th March 2021

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

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 24th March 2021 and shall be taken as forming part of the Notice.

Item No.1

Mr Rajesh Narasimhan has more than three decades of experience in both start-up and mature organizations across multiple industries including Information Technology. TVS Motor (Singapore) Pte Limited (TVSM Singapore), the wholly owned subsidiary of TVS Motor Company (subsidiary of the Company), is headquartered in Singapore. TVSM Singapore is being leveraged to operationalise a digital technology start-up focused on the Automotive & Fintech industries. Considering his rich experience, Mr Rajesh Narasimhan was appointed as Chief Executive Officer of TVSM Singapore. Now, he is also on the Board of TVSM Singapore.

As per Section 188 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules 2014, such appointment of a director to any office of profit in the Company, its subsidiary company or associate company at a monthly remuneration in excess of ₹ 2.50 lakhs requires prior approval of Shareholders by way of an Ordinary Resolution.

In this connection, the Audit Committee reviewed and recommended to the board for continuation of Mr Rajesh Narasimhan, as Chief Executive Officer of TVSM Singapore, or such other appointment in any position in the Company or in any of its Subsidiary Companies or Associate Companies on a monthly remuneration and on such terms and conditions as mutually agreed between him and the board. The board at its meeting held on 24th March 2021 recommended the same, subject to the approval of the shareholders.

Mr Rajesh Narasimhan, director is deemed to be concerned / interested in this resolution, since it relates to his appointment in office or place of profit.

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

The board, therefore, recommends the ordinary resolution, as set out in item No.1, for approval by the shareholders of the Company.

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

Place : Chennai
Date : 24th March 2021

R Raja Prakash
Company Secretary

Notes:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot Resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations.
- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
- (3) Notice along with the postal ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners from NSDL and Central Depository Services (India) Limited (CDSL) as on 26th March 2021 (Cut-off date).
- (4) The Notice along with the Postal ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Department (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the notice are being sent by permitted mode along with a self addressed postage pre-paid envelope.

Sundaram-Clayton Limited

- (5) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the postal ballot form attached to the e-mail or from the Company's website www.sundaram-clayton.com, where the postal ballot notice is displayed and send the duly completed and signed postal ballot form, so as to reach the Scrutinizer on or before Tuesday, the 4th May 2021 (5.00 P.M.).
- (6) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members can opt for only one mode of voting, i.e., either by physical postal ballot or e-Voting. In case members cast their votes through both the modes, voting done by e Voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, 26th March 2021, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com.
- (10) A member cannot exercise his / her vote by proxy on postal ballot.
- (11) The Board of Directors has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700) as Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.sundaram-clayton.com and communicated to the Stock Exchanges and NSDL.
- (13) The Resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, the 4th May 2021.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Department / Depository Participant(s) for sending future communication(s) in electronic form.

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

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the postal ballot form and return the form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, the 4th May 2021, at the following address:

M/s B Chandra & Associates, Company Secretaries
Scrutinizer
C/o. Sundaram-Clayton Limited
Share Transfer Department
'Jayalakshmi Estates', No. 29, Haddows Road, Chennai - 600 006
2. The instructions for Members for e-Voting are as under:
 - (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
 - (i) Open e-mail and then open PDF file viz., "Sundaram - Clayton Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;

Sundaram-Clayton Limited

- (ii) Launch internet browser by typing the following URL: www.eVoting.nsdl.com;
 - (iii) Click on shareholder - Login;
 - (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
 - (v) Password change menu appears. Change the password with new password with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
 - (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";
 - (vii) Select "EVEN" of Sundaram - Clayton Limited;
 - (viii) Now Members are ready for e-Voting as Cast Vote page opens;
 - (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
 - (xi) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through email bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in and arockiaraj@scl.co.in;
 - (xii) Members who have cast their vote through postal ballot form shall not be entitled to vote electronically; and
 - (xii) Members can cast their vote online from Monday, 5th April 2021 (9.00 a.m) to Tuesday, the 4th May 2021 (5.00 p.m) through e-Voting. Once the vote on a Resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.
- (b) In case of Members receiving Postal ballot Form by Post:
- (i) Initial password is provided as below/at the bottom of the Postal ballot Form.
- | EVEN (e-Voting
Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|---------|----------------|
| | | |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;
- (c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and
 - (d) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent postal ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Department at "Jayalakshmi Estates", 1st Floor, No.29, Haddows Road, Chennai - 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.
4. The Scrutinizer, after completion of the scrutiny, will submit their report to the Chairman of the Company or in his absence anyone of the director of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence, any one of the directors of the Company, on Wednesday, 5th May 2021 at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company's notice board and website www.sundaram-clayton.com.
5. In case of any query, Members may contact the Company at investorscomplaintssta@gmail.com or sclshares@gmail.com.

Sundaram-Clayton Limited

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

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

Tel: 044-2833 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 resolution to be passed through postal ballot for the business stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

Item	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
115911		

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

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

Commencement of voting : From 9.00 a.m (IST) on Monday, the 5th April, 2021

End of voting : Upto 5.00 p m (IST) on Tuesday, the 4th May, 2021

(P.T.O.)

Sundaram-Clayton Limited

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

Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely Friday, **the 26th March 2021**.
- (3) The Company has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:
B Chandra & Associates, Company Secretaries,
Scrutinizer,
C/o. Sundaram-Clayton Limited,
Share Transfer Department,
'Jayalakshmi Estates', 1st Floor,
No. 29, Haddows Road, Chennai - 600 006
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at **5.00 p.m. on Tuesday, the 4th May 2021**. 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 26th March, 2021.
- (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 Wednesday, the 5th May 2021. However the ordinary resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely Tuesday, the 4th May 2021.
- (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.