



# Sundaram-Clayton Limited

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

6<sup>th</sup> August 2022

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

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

Dear Sir,

**Reg: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

\* \* \*

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice and Forms sent to the shareholders of the Company, seeking their consent, by way of Ordinary/Special resolutions:

1. Approving the amendment to Articles of Association of the Company
2. Approving the appointment of Mr. R. Gopalan (DIN: 01624555), as a Non-Executive Non-Independent Director
3. Approving the appointment of Mr. Anuj Shah (DIN: 05323410) as a Non-Executive Independent Director

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](http://www.sundaram-clayton.com); e-mail: [corpsec@sundaramclayton.com](mailto: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) of the Companies Act, 2013 (the Act, 2013), for obtaining approval of the members by way of a Special / Ordinary Resolutions through Postal Ballot, including electronic means (e-Voting) for the businesses as set out in this Notice.

The draft of the resolutions to be passed together with the statement of material facts explaining the reasons therefor pursuant to Section 102(1) of the Act, 2013, are being sent along with Postal Ballot Form to enable members to communicate their assent or dissent in writing.

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

The Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA) for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, 2<sup>nd</sup> August, 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 the Listing Regulations, 2015 and Section 124 of the Act, 2013, respectively.

The Board of Directors (the Board) has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on 29<sup>th</sup> July, 2022, for conducting the Postal Ballot Process (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. (IST) on 7<sup>th</sup> September, 2022; or
- (ii) casting their votes electronically from 9<sup>th</sup> August, 2022 (9.00 A.M. IST) to 7<sup>th</sup> September, 2022 (5.00 P.M. IST) by following the procedures as explained in the Notes hereinafter.

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 as authorised, after completion of the scrutiny of Postal Ballot Form and voting by electronic means.

The results will be announced by Chairman or any one of the Directors of the Company, as authorized, at its registered office on 8<sup>th</sup> September, 2022.

The last date of voting, i.e., Wednesday, 7<sup>th</sup> September, 2022 will be taken as the date of passing of the said Resolutions by the members of the Company.

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](mailto:rrp@sundaramclayton.com) or [corpsec@sundaramclayton.com](mailto:corpsec@sundaramclayton.com)

## **Sundaram-Clayton Limited**

---

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. (IST) and 12.00 Noon (IST) upto Wednesday, 7<sup>th</sup> September, 2022.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz, [www.sundaram-clayton.com](http://www.sundaram-clayton.com) for use by the Members.

### **SPECIAL BUSINESS**

#### **Item No.1**

##### **Approving the amendment to Articles of Association of the Company**

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded for deletion of Article 138A and amendment to existing Article 148 of the Articles of Association (AoA) of the Company as detailed below:

Article 148 (amended):

- a) Mr T S Srinivasan was the first Chairman of the Board. The Board may, from time to time, appoint one of their Body as Chairman of the Board for such period as may be considered necessary.
- b) The Chairman of the Board shall be entitled to take the Chair at every meeting of the Board. If at any meeting of the Board, he /she shall not be present within 30 (thirty) minutes of the time appointed for holding such meeting or if he / she shall be unable or unwilling to take the chair, then the Managing Director shall be entitled to take the Chair, and failing him / her, the Directors present may choose, one of their number to be the Chairman of that meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring any further approval of the members of the Company."

#### **Item No.2**

##### **Approving the appointment of Mr. R. Gopalan (DIN: 01624555), as a Non-Executive Non-Independent Director**

To consider providing your assent or dissent for 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 (the 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 members be and is hereby accorded for the appointment of Mr R Gopalan (holding DIN 01624555), as an Non-Executive Non-Independent Director of the Company and as a director liable to retire by rotation, effective 29<sup>th</sup> July 2022, and who holds office upto the date of the next General Meeting, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013."

#### **Item No.3**

##### **Approving the appointment of Mr. Anuj Shah (DIN: 05323410) as a Non-Executive Independent Director**

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013) 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Anuj Shah (holding DIN 05323410), as an Additional Director and Non-Executive Independent Director of the Company, for a term of five consecutive years effective 29<sup>th</sup> July, 2022, and whose office shall not be liable to retire by rotation during his tenure, 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 including reimbursement of expenses and

## **Sundaram-Clayton Limited**

---

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."

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

Place : Chennai  
Date : 29<sup>th</sup> July, 2022

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.

### **Notes:**

- (1) An explanatory statement pursuant to the provisions of Section 102 of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors' 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 National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Tuesday, 2<sup>nd</sup> August, 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 are 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](http://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 Wednesday, 7<sup>th</sup> September, 2022, (5.00 P.M. IST)
- (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, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (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.

## Sundaram-Clayton Limited

- (11) The Board of Directors has appointed M/s B Chandra & Associates, Practising Company Secretaries, 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 or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website [www.sundaram-clayton.com](http://www.sundaram-clayton.com) and communicated to the Stock Exchanges.
- (13) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Wednesday, 7<sup>th</sup> September, 2022.
- (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](http://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. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

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

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

#### Step 1: Access to NSDL e-Voting system


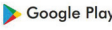


##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

## Sundaram-Clayton Limited

Type of shareholders	Login Method
	<p>4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: right;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 5px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN no. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository Participants	<p>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.</p> <p>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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

- 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, 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



## Sundaram-Clayton Limited

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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

## **Sundaram-Clayton Limited**

---

### **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](mailto:bchandraandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [corpsec@sundaramclayton.com](mailto: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), AADHAAR (self attested scanned copy of Aadhaar Card) to [corpsec@sundaramclayton.com](mailto: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](mailto: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.



## **Sundaram-Clayton Limited**

---

### **Profile of Mr. R. Gopalan**

Mr. R. Gopalan, aged 70 years, holding DIN 01624555, a retired IAS officer has served, as Member of Public Enterprises Selection Board (PESB). This body selects CMDs, MDs and Directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 Officers.

Served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India before retirement. Was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy.

Represented the country effectively in the G-20 meetings, ADB, World Bank (WB) and International Monetary Fund (IMF) meetings. Brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure. Initiated number of measures to enhance financing for infrastructure. Represented Government of India on the Board of the Reserve Bank of India (RBI). Chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India. Was the cadre controlling authority for Officers belonging to the Indian Economic Service.

Mr. R. Gopalan was a Secretary in the Department of Financial Services, Ministry of Finance - overall in charge of banking, insurance, and pension reforms. The function included supervision of policy support to Public Sector Banks (PSBs), Insurance Companies and Development Financial Institutions (DFIs) through policy guidelines, legislative and other administrative changes, monitoring their performance, policy formulation in respect of NBFCs, private banks and foreign banks, support to regulatory authorities i.e. RBI, IRDA, PFRDA, NHB and NABARD, administration of all Acts relating to Banks, DFIs and Insurance Companies, framing rules and regulations, wage settlement in banking and insurance industry and coordination between industry, banks and financial institutions.

He was also responsible for selection of Chairman and EDs of Public Sector Banks, MD of SIDBI, Chairman of Nabard, Deputy Governor of RBI, Chairman and MDS of SBI and Chairman of SEBI. Responsible for introduction of "Swavalamban" - an insurance scheme for unorganized sector and "Swabhiman" - a scheme for financial inclusion through business correspondent's model.

As Special Secretary in the Department of Commerce, Ministry of Commerce & Industry, served as Director General, Anti-Dumping and Anti-Subsidy Investigations, Director on the Boards of MMTC, STC and PEC Ltd. During his long and varied career in Govt of India, he held several key assignments, like Joint Secretary, National Manufacturing Competitiveness Council (NMCC); Joint Secretary in Commerce Department in charge of WTO and FTA negotiations; Joint Secretary in charge of export promotion division in the Commerce Ministry and CMD, Tamil Nadu Industrial Development Corporation (TIDCO).

He had represented India in trade negotiations at World Trade Organization and has participated actively in Ministerial Meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong, and assisted the Commerce Minister at G-6, G-20 and G-1 10 meetings. He also participated in inter-governmental negotiations for Free Trade Agreements in the areas of agriculture, services and environmental goods, and led the Indian delegation at the WTO.

As Chairman, TIDEL Park Ltd, helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major Software Technology Park at Chennai. Helped the State Government in formulation of policies on IT and biotechnology.

Managed the establishment of Auto Ancillary Park, Hi-tech Park for manufacturing hardware components, Petrochemical Park, Floriculture Infrastructure Park for exports and Rubber Park.

Mr Gopalan has a Master's Degree in Economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He does not hold any share in the Company. He has been appointed as Chairman of the Risk Management Committee and also as member of Audit Committee and Nomination and Remuneration Committee of the Company.

He has not resigned in any of the listed entities during the last three years before the expiry of his tenure. He is not related to any Directors of the Company.

## Sundaram-Clayton Limited

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

S.No.	Name of the Company	Position held	Name of the Committee
1.	TVS Motor Company Limited	Director	<ul style="list-style-type: none"> <li>• Audit Committee *</li> <li>• Corporate Social Responsibility Committee</li> </ul>
2.	TVS Credit Services Limited	Director	<ul style="list-style-type: none"> <li>• Audit Committee*</li> <li>• Stakeholders' Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>
3.	Zee Entertainment Enterprises Limited	Chairman	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Risk Management Committee</li> </ul>
4.	MB Power (Madhya Pradesh) Ltd	Director	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Related Party Transaction Committee</li> </ul>
5.	Ana Arc Private Limited	Director	<ul style="list-style-type: none"> <li>• Audit Committee*</li> </ul>
6.	New Delhi Center For Sight Limited	Director	–

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

### Profile of Mr. Anuj Shah

Mr. Anuj Shah, aged 40 years, holding DIN 05323410, is also an LLB from ILS Law College, Pune and a Diploma in Securities Law, Government Law College, Mumbai. He is also a member of the Bar Council of Maharashtra and Goa.

He regularly represents corporations, financial institutions, private equity sponsors and sovereign wealth funds in a broad range of corporate matters and M&A transactions and also acts as a 'trusted advisor' to several Indian promoters on a wide range of corporate matters.

Mr. Anuj Shah, as a part of a secondment programme, has also worked in the London and New York office of a premier global law firm.

He has published numerous articles on diverse corporate law issues and is regularly ranked as a "recommended lawyer", "notable practitioner" by publications such as Legal 500, RSG and IFLR.

He had represented various reputed Corporates viz., American Family Ventures and MassMutual Ventures, Swiss Re, Medi Assist Insurance TPA, Go Daddy, Toshiba Tech, Japan etc. in the matters of Insurance related deals, acquisitions, Mergers & investments.

He does not hold any share in the Company and is not related to any Directors of the Company. He has also been appointed as a member of Nomination and Remuneration Committee of the Company. He has not resigned in any of the listed entities during the last three years before the expiry of his tenure.

He is currently on the Board of Shah Mehta Holding Private Limited.

### Annexure to the Notice of Postal Ballot dated 29<sup>th</sup> July, 2022

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated 29<sup>th</sup> July, 2022 and shall be taken as forming part of the Notice.

#### Item No.1

As per Section 152(6) of the Act, 2013, not less than 2/3<sup>rd</sup> of the Non-Independent Directors of the Company must compulsorily be liable to retirement by rotation. As per Section 149 of the Act, 2013, Independent Directors are not subject to liable to retire by rotation during their tenure.

Even though the Executive Directors' tenure is fixed by means of Board and shareholders' resolutions, they are also liable to retire by rotation in order to comply with the aforesaid provisions that require 2/3<sup>rd</sup> number of Directors of the Board (not counting the Independent Directors) should be liable to retirement by rotation. However, few clauses in

## **Sundaram-Clayton Limited**

the Articles of Association (AoA) of the Company provides that the Directors are not liable to retire by rotation when they hold the position of Chairman or Chairman and Managing Director of the Company.

To maintain harmony among the non-Independent (non-Executive) Directors and Executive Directors and also to synchronise the AoA with the provisions of the Companies Act, 2013, it is proposed to amend the AoA by deleting Article 138A and amending existing Article 148 of Articles of Association of the Company as detailed below:

The Existing and the proposed amendments are mentioned below:

<b>Existing Provision</b>	<b>Proposed Amendment</b>
<p><b>Article 138A:</b></p> <p>In the event the Managing Director appointed by the Board pursuant to Article 138 and the Chairman of the Board appointed pursuant to Article 148 are one and the same individual, the Board can decide one of the other Directors to be a non-retiring director and in such case the Director so designated shall not, subject to the applicable provisions of the Act, be subject to retirement by rotation in accordance with Article 129.</p>	<p>Deletion</p>
<p><b>Article 148:</b></p> <p>a) Mr. T.S. Srinivasan was the first Chairman of the Board. The Board may, from time to time, appoint one of their Body as Chairman of the Board for such period as may be considered necessary.</p> <p>b) The Chairman of the Board appointed in pursuance of this article, shall not be subject to retirement by rotation in accordance with article 129.</p> <p>c) The Chairman of the board shall be entitled to take the Chair at every meeting of the board. If at any meeting of the Board, he shall not be present within 30 (thirty) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair, then the Managing Director shall be entitled to take the Chair, and failing him, then the Directors present may choose one of their number to be the Chairman of that meeting.</p>	<p><b>Article 148:</b></p> <p>a) Mr. T.S. Srinivasan was the first Chairman of the Board. The Board may, from time to time, appoint one of their Body as Chairman of the Board for such period as may be considered necessary.</p> <p>b) The Chairman of the Board shall be entitled to take the Chair at every meeting of the Board. If at any meeting of the Board, he / she shall not be present within 30 (thirty) minutes of the time appointed for holding such meeting or if he / she shall be unable or unwilling to take the chair, then the Managing Director shall be entitled to take the Chair, and failing him / her, then the Directors present may choose one of their number to be the Chairman of that meeting.</p>

The Board at its meeting held on 29<sup>th</sup> July, 2022 approved the amendment to AoA of the Company and recommended the same for approval of the Shareholders of the Company by way of a special resolution through Postal Ballot.

Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the members by way of a Special Resolution is required for amendment to AoA of the Company and accordingly, the approval of the shareholders is being sought.

A copy of Articles of Association of the Company with the proposed amendment is available for inspection at the Registered Office of the Company at any working day during business hours till Wednesday, 7<sup>th</sup> September, 2022; the last date for receipt of the Postal Ballot forms and will also be available on the website of the Company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution as set out in item no 1 of this Notice.

The Board, therefore, recommend the Special Resolution as set out in Item no. 1 of this Notice for approval of the members.

## Item No. 2

The Board, in terms of Section 161 of the Act, 2013, and Companies (Appointment and Qualifications of Directors) Rules, 2014 and based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC), at its meeting held on 29<sup>th</sup> July, 2022, has appointed Mr R Gopalan (holding DIN 01624555) as a Non-Executive Non-Independent Director (NE-NID) of the Company, liable to retire by rotation, effective that date.

The Board, considering his significant experience in the area of finance and risk assessment, nature of its operations, the strategic and operational restructuring and transformation requirements, felt that his appointment as NE-NID will further strengthen the Board and help in guiding the Company for its growth in future.

In terms of Regulation 17(1C) of Listing Regulations, 2015, the appointment of NE-NID will be required to be approved at the meeting of the shareholders of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. Hence, it is proposed that Mr. R. Gopalan be appointed as a NE-NID of the Company and as a director liable to retire by rotation, effective 29<sup>th</sup> July, 2022, 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, proposing the candidature of Mr. R. Gopalan for the office of Director of the Company.

The Company has received a consent in writing from Mr. R. Gopalan to act as a Director in Form DIR-2 and all other necessary disclosures under the Act, 2013.

Except Mr. R. Gopalan, 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 the item no 2 of this notice.

The Board, therefore, recommend the Ordinary Resolution as set out in Item no. 2 of this Notice, for appointment of Mr. R. Gopalan, as a Director (NE-NID) of the Company, for approval of the members.

## Item No.3

The Board at its meeting held on 29<sup>th</sup> July, 2022, on recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Mr. Anuj Shah (DIN 05323410) as a Non-Executive Independent Director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). In the opinion of the NRC and the Board, Mr. Anuj Shah, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015, for the appointment as a NE-ID of the Company and he is independent of the management of the Company.

NRC evaluated qualification, skills, experience, integrity and knowledge of Mr. Anuj Shah 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. He is also enrolled himself with the database for Independent Directors as specified under the Section 150 of the Companies Act, 2013.

In terms of Regulation 17(1C) of Listing Regulations, 2015 and 149 read with Schedule IV to the Act, 2013, the appointment of NE-ID will be required to be approved at the meeting of the shareholders of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Mr. Anuj Shah was appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years from 29<sup>th</sup> July, 2022 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, proposing the candidature of Mr. Anuj Shah for the office of director of the Company.

The Company has received a consent in writing from Mr. Anuj Shah 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 as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015.

A copy of 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 - 600 006, Tamilnadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at [www.sundaram-clayton.com](http://www.sundaram-clayton.com).

Except Mr. Anuj Shah, 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 3 of this notice.

The Board, therefore, recommend the Special Resolution as set out in Item no. 3 of this Notice, for appointment of Mr. Anuj Shah, as a Director (NE-ID) of the Company, for approval of the members.

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

Place : Chennai  
Date : 29<sup>th</sup> July, 2022

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 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 / special resolutions to be passed through postal ballot for the businesses 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:

S.NO	Particulars	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	APPROVING THE AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY			
2.	APPROVING THE APPOINTMENT OF MR R GOPALAN (DIN :01624555), AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR			
3.	APPROVING THE APPOINTMENT OF MR ANUJ SHAH (DIN : 05323410) AS A NON - EXECUTIVE INDEPENDENT DIRECTOR			

Place :

Date :

Signature of the member

### ELECTRONIC VOTING PARTICULARS

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

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

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

Commencement of voting : From 9.00 a.m. (IST) on Tuesday, the 09<sup>th</sup> August 2022

End of voting : Up to 5.00 p.m. (IST) on Wednesday, the 07<sup>th</sup> September 2022

P.T.O



# Sundaram-Clayton Limited

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

Website: [www.sundaram-clayton.com](http://www.sundaram-clayton.com);

e-mail: [corpsec@sundaramclayton.com](mailto:corpsec@sundaramclayton.com) 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, Tuesday, 2nd August 2022.
- (3) The Company has appointed M/s. B Chandra & Associates, Practising Company Secretary, as the 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:

M/s. B Chandra & Associates,  
Practising Company Secretary,  
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., Wednesday, 7th September 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 2nd August 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 Chairman or any one of the Director of the Company, as authorized, at the Registered Office of the Company, at "Chaitanya' No.12, Khader Nawaz Khan Road, Chennai - 600 006, Tamilnadu, India, Thursday, 8th September 2022. However, the Ordinary / Special resolutions, 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, Wednesday, 7th September 2022.
- (12) The results will thereafter be published in the Website of the Company, [www.sundaram-clayton.com](http://www.sundaram-clayton.com) and sent to the stock exchanges where the Company's shares are listed.