



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

Sundaram-Clayton Limited

29th June 2023

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Equity Scrip code: 520056
NCRPS Scrip code: 717505

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

Dear Sir/Madam,

Reg.: Notice of 61st Annual General Meeting (AGM) under Regulations 30 and 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 61st Annual General Meeting of the Company on **Tuesday, 25th July 2023 at 3.00 P.M.** (Indian Standard Time).

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

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Sundaram-Clayton Limited

R Raja Prakash
Company Secretary

Encl :a/a

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty First Annual General Meeting (AGM) will be held on Tuesday, 25th July 2023 at 3.00 P.M. [Indian Standard Time (IST)] through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

- 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 2023, 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."
- 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."
- To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT Mr Rajesh Narasimhan (holding DIN 07824276), 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."

SPECIAL BUSINESS

- 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) the remuneration of ₹ 5,00,000 (Rupees Five Lakhs only), plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses, payable to M/s C S Adawadkar & Co, Practising Cost Accountant, 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 financial year ending 31st March 2024 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
5th May 2023

R Raja Prakash
Company Secretary

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

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 AGM, as listed out in the Notice, as annexed hereto.

- Pursuant to MCA Circular No. 10/2022 dated 28th December 2022 read with MCA Circular Nos. 2/2022 and 20/2020 dated 5th May 2022 and 5th May 2020 respectively, issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, and SEBI Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CMD2/CIR/P/2021/697 dated 5th January 2023 and 22nd December 2021 respectively, issued by the Securities and Exchange Board of India ("SEBI Circular") 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 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.
- 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 authorised representatives as Members to attend the AGM through VC / OAVM and participate and cast their votes through e-Voting.
- Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend this AGM, pursuant to Section 113 of the Act, 2013 through e-mail at corpsec@sundaramclayton.com or through post to the registered office of the Company.
- 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.
- 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.
- 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 5th May, 2020 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 e-Voting at the meeting will be provided by NSDL.

- 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 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.
- 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

- In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
- Members who have not encashed their dividend warrants in respect of the above period 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 and also on the website of MCA viz., www.iepf.gov.in.

General

- With a view to serve the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio.
- Members may also note that the Annual Report will also be available on the Company's website viz., www.sundaram-clayton.com for their download.

Members holding shares in electronic form

- The Securities and Exchange Board of India (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.

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

- Members can submit their PAN details to the Company / Share Transfer Agent (STA).
- 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 code, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be shared on request by e-mail.
- Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

Voting

- 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').
- 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 will be entitled to vote.
- In terms of Section 108 of the Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('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 18th July 2023 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 remote 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 22nd July 2023 at 9:00 A.M. (IST) and ends on 24th July 2023 at 5:00 P.M. (IST). During this period,

Members of the Company, holding shares either in physical form or in dematerialized form, 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.

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:

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. linkservices.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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL. (Continued)	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
	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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL <i>(Continued)</i>	without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/ Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for 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/> 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.
- 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 (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to corpserv@integratedindia.in. Institutional 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. 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 corpserv@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 the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-Voting credentials. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 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 / have questions may send their questions in advance mentioning their name demat account number / folio number, email ID, mobile number at corpsec@sundaramclayton.com from 20th July 2023 (9.00 A.M. (IST)) to 22nd July 2023 (5.00 P.M. (IST)).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to speak at the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions in advance 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 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 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, have been appointed as the Scrutinizers to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting 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 toll free no.: 1800-222-990 and 1800 2244 30 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
6. The Scrutinizers 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 48 (forty eight) hours 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 Scrutinizers shall be placed on the website of the Company at 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 National Stock Exchange of India Limited, Mumbai.
8. Pursuant to the Circulars issued by MCA and SEBI, Notice of the AGM and the Annual Report for the year 2022-23, 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 2022-23 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 License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address icsta@sundaramclayton.com
- 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 at corpsec@sundaramclayton.com.
10. In order to receive dividend/s in a timely manner, 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 address email ID corpsec@sundaramclayton.com or the email ID of STA corpsec@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;
 - v. Self-attested scanned copy of the PAN Card; and

- vi. Self-attested scanned copy of any document (such as AADHAAR Card, Driving License, 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 129 of the Articles of Association of the Company, Mr Venu Srinivasan and Mr Rajesh Narasimhan, Directors 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 directors, who are proposed to be re-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 given below:

I. Profile of Mr Venu Srinivasan

Mr Venu Srinivasan, aged 70 years (DIN:00051523), is Chairman Emeritus and Managing Director of Sundaram-Clayton Limited, a leading manufacturer of automotive components in India and TVS Motor Company, one of the largest two-wheeler manufacturers in the world. 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 Master's in management from Purdue University, USA.

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, his companies were awarded the Deming Prize and the Japanese Quality Medal in 2002. He was honored with the "Outstanding Institution Builder" Award by AIMA (All India Management Association) at the 13th Managing India Awards in recognition of excellence in Business Leadership and Management and his significant contributions in building and shaping an institution, driving its growth, and creating a lasting legacy.

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.

His commitment of 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 27 years.

He does not hold any share in the Company. He is a member of the Corporate Social Responsibility Committee and Administrative Committee of the Company. He has attended seven out of eight Board Meetings held during the year 2022-23 and was paid a remuneration of ₹ 0.99 Cr. He was initially appointed as a Director on the Board on 23rd May 1979.

He is the father of Dr. Lakshmi Venu, Managing Director and Mr Sudarshan Venu, Director of the Company. He resigned from the Board of Cummins India Limited effective 1st September 2020.

Details of his other directorships and Directorships / Memberships / Chairmanships are given below:

S.No.	Name of the Companies	Position held	Committee Membership
1.	TVS Motor Company Limited	Chairman Emeritus and Managing Director	<ul style="list-style-type: none"> • Stakeholders' Relationship Committee • Corporate Social Responsibility Committee*
2.	TVS Credit Services Limited	Director	Corporate Social Responsibility Committee*
3.	TVS Electric Mobility Limited	Director	-
4.	Sundaram Auto Components Limited	Chairman	-
5.	Sundaram-Clayton DCD Limited	Director	-
6.	Reserve Bank of India	Director	-
7.	T. V Sundram Iyengar & Sons Private Limited	Director	Audit Committee
8.	Tata Sons Private Limited	Director	<ul style="list-style-type: none"> • Nomination and Remuneration Committee • Audit Committee
9.	TVS Housing Finance Private Limited	Director	-
10.	LV Trustee Private Limited	Director	-
11.	S. Venu Trustee Private Limited	Director	-
12.	VS Trustee Private Limited	Director	-
13.	Venu Srinivasan Trustee Private Limited	Director	-
14.	TVS Motor (Singapore) Pte Limited, Singapore	Director	-
15.	Sundaram Holding USA Inc., USA	Director	-
16.	TVS Digital Pte Limited, Singapore	Director	-
17.	Swiss E- Mobility Group (Holding) AG, Switzerland	Director	-
18.	Swiss E- Mobility Group (Schweiz) AG, Switzerland	Director	-
19.	The Norton Motorcycle Co. Limited, UK	Chairman	-
20.	Cheema Educational Foundation	Director	-
21.	Namma School Foundation	Director	-

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

II. Profile of Mr Rajesh Narasimhan

Mr Rajesh Narasimhan, aged 57 years (DIN: 07824276), is an alumnus of the Indian Institute of Management - Ahmedabad and also holds a Masters in Computer Applications and a Bachelor's Degree in Statistics. He currently serves as the Director and Chief Executive Officer of TVS Digital, headquartered in Singapore that is being leveraged to operationalize a digital technology start-up focused on the Automotive and Fintech industries with portfolios & offerings that will deliver high quality solutions and platforms to help address real life business challenges by harnessing the power of exponential technologies including Analytics, Artificial Intelligence (AI), Augmented Reality (AR), Internet of Things (IoT), Machine Learning (ML) and Virtual reality (VR).

Mr Narasimhan is currently a Non-Executive and Non-Independent Director on the Boards of Sundaram Clayton Limited and TVS Motors Singapore in addition to serving as the TVS Motor Company and TVS Digital Nominee Director in a Non-Executive capacity on the board of several digital start-ups in which they have invested including Altizon Systems, Fabric IoT, Intellicar Telematics, Predictronics Corp., Scienaptic AI and Tagbox. He has also served as a Non-Executive Independent Director and as a Non-Executive Non-Independent Director on the Board of TVS Motor Company between May 2017 - March 2021 in addition to serving as a Non-Executive Director on the Board of Parrot Solutions Pte. Limited, a Singapore incorporated digital start-up between May 2017 - January 2021.

Mr Narasimhan is an Innovative & highly adaptable leader with more than three and a half decades of experience in both start-up and mature organizations across multiple industries including Information Technology, Consumer Durables & Consumer Electronics and brings extensive experience in General Management, Executive & Technology Leadership, Business & Digital Transformation and Leadership & Talent development.

Mr Narasimhan has a successful and credible career track record at various TVS companies, CSC / Covansys (Public listed, US headquartered and a CSC Group Company) and Hewlett Packard, where he has been highly rated and valued as a quality top talent consistently delivering in every role and growing rapidly within the respective organizations. He held several Senior Executive positions at Hewlett Packard where he successfully led multiple business transformations and turnarounds last leading the delivery of their multi-billion \$ enterprise services business across 25 countries in Asia Pacific & Japan where he had accountability for over 15,000 employees and more than 400 partners and vendors. Prior to this, he also served as the Vice President & General Manager of the Enterprise Services business in Asia and as Vice President of Hewlett Packard's multi-billion \$ Applications services business for Asia Pacific & Japan.

Mr Narasimhan has advised several Fortune 500 clients on their business transformation through digital and technology innovation

leveraging Automation, Cloud, Cyber-security, Data Analytics and Management, Mobility & Social and is currently helping the Sundaram Clayton Limited and TVS Motor Company Limited group companies with their Digital Transformation and Cyber security initiatives. He is very passionate and highly focused on Human Capital Management including Leadership and Talent development and has an established track record in acquiring, developing and retaining talent and in building high performance teams.

Prior to joining Hewlett Packard in June 2010, Mr Narasimhan had a 15+ year tenure with CSC / Covansys during which he lived and worked in France, the Middle East & Singapore establishing and expanding its business & presence in the Asia Pacific, Japan and the Middle East geography last serving as their Senior Vice President and Head for the geography. Prior to joining CSC / Covansys in January 1994, he held several executive positions with TVS companies in India including at Sundaram-Clayton Ltd., TVS Whirlpool and TVS Electronics.

He has been the Director of the Company since 24th March 2021. He has resigned from TVS Motor Company Limited effective 24th March 2021.

He does not hold any share in the Company. During the year 2022-23, he had not received any remuneration from the Company except sitting fees. He is not related to any Director of the Company.

He has attended all the eight Board Meetings held during the year 2022-23.

Details of his other Directorships / Memberships / Chairmanships of committees are given below:

S.No.	Name of the Company	Position held	Committee Membership
1.	Sundaram-Clayton DCD Limited	Director	-
2.	Altizon Systems Private Limited	Director	-
3.	Tagbox Solutions Private Limited	Director	-
4.	Intellicar Telematics Private Limited	Director	-
5.	Fabric IOT Private Limited	Director	-
6.	TVS Motor (Singapore) Pte Limited	Director & CEO	-
7.	Altizon Inc, USA	Director	-
8.	Predictronics Corporation, USA	Director	-
9.	Scienaptic Inc, USA	Director	-
10.	Tagbox Pte Limited, Singapore	Director	-
11.	TVS Digital Pte Limited, Singapore	Director & CEO	-
12.	Intellicar Singapore Pte Limited, Singapore	Director	-

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 5th May 2023 and shall be taken as forming part of the Notice.

Item No.4

As recommended by the Audit Committee, the Board at its meeting held on 5th May 2023, approved the appointment of M/s C S Adawadkar & Co, Practising Cost Accountant, having Firm Registration No. 100401, as Cost Auditor of the Company, in the place of Mr A N Raman, Practising cost accountant, in terms of Section 148 of the Act, 2013 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, and fixed a sum of ₹ 5,00,000 (Rupees Five Lakhs only) as remuneration payable to them for the financial year 2023-24, subject to ratification by the members 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, is required to be ratified by the members 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 resolution as set out in Item No.4 of this Notice.

The Board, therefore, recommends the ordinary resolution, as set out in Item No.4 of this Notice for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai
5th May 2023

R Raja Prakash
Company Secretary

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