

Sundaram-Clayton Limited

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

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

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

POSTAL BALLOT NOTICE

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

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") under the Companies Act, 2013 ("the Act 2013") the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015), for obtaining approval of the members, by way of a Special Resolution, through Postal Ballot, including electronic means (e-Voting), for the business as set out in this Notice.

The draft of the resolution 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, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes for e-Voting by selecting appropriate options, 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 members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, 17th March 2023. 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 Monday, 13th March 2023, for conducting the Postal Ballot Process (voting by "post" and through "electronic means") in a fair and transparent manner and M/s B Chandra & Associates have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting 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 Thursday, 27th April 2023; or
- (ii) casting their votes electronically during the voting period from Wednesday, 29th March 2023 (9.00 a.m. IST) to Thursday, 27th April 2023 (5.00 p.m. IST) by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their consolidated 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.

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The results will be announced by the Chairman or any one of the directors of the Company, as authorized, at its registered office on Friday, the 28th April 2023.

The last date of voting, i.e., Thursday, 27th April 2023 will be taken as the date of passing of the said resolution 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 or corpsec@sundaramclayton.com

All documents, referred to in this Notice and in the Statement of material facts 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 Thursday, 27th April 2023.

The Notice and the Ballot Form have also been placed on the Company's website viz, www.sundaram-clayton.com for use by the Members.

SPECIAL BUSINESS

Item No.1

Approving the appointment of Mr C R Dua (DIN: 00036080) as a Non-Executive Independent Director (NE-ID)

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), 150, 152, 160, 161, 164 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, 2014, Regulation 17, 25(2A) and the other applicable regulations 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, approval of the members be and is hereby accorded for the appointment of Mr C R Dua (holding DIN 00036080) on the Board, as a Non-Executive Independent Director (NE-ID), for a term of five consecutive years, effective 13th March 2023, 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 member 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 fees for participation in the meetings of the Board and / or Committees or for any other purpose 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 : 13th March, 2023

R Raja Prakash
Company Secretary

Encl:

- (1) Statement of material facts 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) A statement of material facts pursuant to the provisions of Section 102(1) of the Act, 2013 setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to

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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 Friday, 17th March 2023 (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, 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 Thursday, 27th April 2023 (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) Resolution 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.
- (11) The Board of Directors have 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 will be declared by placing it along with the Scrutinizer's report on the Company's website www.sundaram-clayton.com and communicated to the Stock Exchanges.
- (13) The resolution, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, 27th April, 2023.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic

form. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: right;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	<p>2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN no. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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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 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.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bchandraandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. Sundaram-Clayton Limited.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail IDs for e-Voting for the 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 corpserv@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, 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 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.

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Profile of Mr C R Dua

Mr Dua, aged 71 years, holding DIN 00036080 having founded Dua Associates over thirty five years ago, is currently the Chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. He engages with the Partners of the firm, its Executive Committee and Sub-committees towards ensuring that the firm continues to retain its recognised leadership position in the uncertain and challenging environment nationally and internationally.

Mr Dua's experience covers a broad range of areas relating to Corporate and Commercial matters, Corporate Finance, Securities, Infrastructure and aspects of Public Policy and Administration, Governance and Ethics.

He sits on the Boards of Indian companies both listed and private including Indian subsidiaries of many major multinational corporations primarily representing the interests of foreign collaborators and investors. He is also Chairman of the Board of Procter & Gamble Hygiene and Health Care Limited and an Independent Director on the same board. He is a founding member of the American Chamber of Commerce in India and an invitee to its National Executive Board. He has been an invitee to the National Executive Board of the Federation of Indian Chambers of Commerce & Industry (FICCI). He is one of the Senior Vice Presidents of the Society of Indian Law Firms (SILF) and among the Chairpersons of the Legal Reforms Committee. He is also a member of the National Committee on Legal Services (2022-23) of Confederation of Indian Industry (CII).

An avid tennis player Mr Dua's interest in promoting sports are pursued as a Special Invitee to the Executive Committee of the International Lawn Tennis Club of India and Vice President and Co-Chairman of Sports Committee of the Delhi Lawn Tennis Association.

An honours graduate of St. Stephen's College, Mr Dua also holds a Master's degree in Economics from the Delhi School of Economics. He lives in New Delhi with his wife Amrita and daughter Shreya who is currently pursuing her academic interests in ancient history as an MPhil student at Oxford University, UK.

Mr C R Dua, was recognized as Corporate Lawyer of the Year in India -2023 by Global Law Experts.

He does not hold any share in the Company. He shall be paid remuneration in the form of sitting fees and commission, if any and approved by the Board from the date of his appointment.

He has not resigned in any of the listed entities during the last three years before the expiry of his tenure.

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"> Nomination and Remuneration Committee * Audit Committee Stakeholders' Relationship Committee
2.	Sundaram - Clayton DCD Limited	Director	—
3.	Linde Engineering Private India Limited	Director	<ul style="list-style-type: none"> Corporate Social Responsibility Committee
4.	Gillette India Limited	Director	<ul style="list-style-type: none"> Audit Committee* Nomination & Remuneration Committee* Cash and Investment Committee Risk Management committee
5.	Procter & Gamble Hygiene and Health Care Limited	Chairman	<ul style="list-style-type: none"> Audit Committee* Nomination & Remuneration Committee
6.	Pearl Global Industries Limited	Director	—
7.	Cabot India Limited	Director	—
8.	Wimco Limited	Director	—
9.	Mccann- Erickson India Private Limited	Director	—

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10.	Amit Investments Private Limited	Director	–
11.	Sella Synergy India Private Limited	Director	–
12.	Associated Corporate Consultants India Private Limited	Director	–
13.	Result Services Private Limited	Director	–
14.	Inapex Private Limited	Director	–

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

Annexure to the notice of Postal Ballot dated 13th March 2023

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following is the statement setting out all the material facts relating to the Special Business mentioned in the accompanying notice dated 13th March 2023 and shall be taken as forming part of the Notice.

Item No.1

The Board at its meeting held on 13th March 2023, on recommendation of the Nomination and Remuneration Committee of directors (NRC), appointed Mr C R Dua (holding DIN 00036080) 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, 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). In the opinion of the NRC and the Board, Mr C R Dua, fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015, for his appointment as a NE-ID of the Company and he is independent of the management of the Company.

NRC at its meeting held on 13th March 2023, evaluated qualification, skills, experience, integrity and knowledge of Mr C R Dua 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 has also enrolled with the database for Independent Directors as specified under the Section 150 of the Companies Act, 2013.

In terms of Regulation 25(2A) of Listing Regulations, appointment of Mr C R Dua as an Non-Executive Independent Director (NE-ID) requires approval of the members of the Company by way of special resolution. Further, 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 members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Mr C R Dua was appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years from 13th March 2023 and not liable to retire by rotation during his tenure of appointment, subject to approval of the members of the Company.

Mr C R Dua had attended one Board meeting during the Financial Year 2022-23 upto the date of this notice in which he was appointed as a Director. The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr C R Dua for the office of director of the Company.

The Company has received a consent in writing from Mr C R Dua to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director, and a declaration in writing that he meets the criteria of independence and he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties which an objective independent judgement and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015.

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The members' approval sought by way of Special Resolution through this postal ballot notice will also be considered as approval in terms of Regulation 17(1A) of Listing Regulations 2015, for the continuance of his appointment when he crosses the age of 75 years during his tenure as an Independent Director of the Company.

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 .

Except Mr C R Dua, 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 1 of this notice. He is not related to any Directors of the Company.

The Board, therefore, recommends the Special Resolution as set out in Item no. 1 of this Notice, for appointment of Mr C R Dua, as a Non- Executive Independent Director (NE-ID) of the Company, for approval of the members.

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

Place : Chennai
Date : 13th March, 2023

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

S.N.	Particulars	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Approving the appointment of Mr C R Dua (DIN : 00036080) as a Non- Executive Independent Director (NE-ID).			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
123699		

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 Wednesday, the 29th March 2023

End of voting : Up to 5.00 p.m. (IST) on Thursday the 27th April 2023

Sundaram-Clayton Limited

Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely, Friday, 17th March 2023.
- (3) The Company has appointed M/s. B Chandra & Associates, Practising Company Secretaries, 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 Secretaries,
Scrutinizer,
C/o. Share Transfer Agent
Integrated Registry Management Services Private Limited,
2nd Floor, Kences Towers,
No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., Thursday, 27th April 2023. 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 17th March 2023.
- (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, Friday, 28th April 2023. However, the Special resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely, Thursday, 27th April 2023.
- (12) The results will thereafter be published in the Website of the Company, www.sundaram-clayton.com and sent to the stock exchanges where the Company's shares are listed.