

Sundaram-Clayton Limited

60th Annual Report 2022

Sundaram-Clayton Limited

Board of Directors

R GOPALAN

Chairman

venu srinivasan

Chairman Emeritus & Managing Director

Dr. LAKSHMI VENU

Managing Director

K GOPALA DESIKAN

Director & Group Chief Financial Officer

KAMLESH GANDHI

VICE ADMIRAL P J JACOB (Retd.)

RAJESH NARASIMHAN

S SANTHANAKRISHNAN

V SUBRAMANIAN

SASIKALA VARADACHARI

SUDARSHAN VENU

R VIJAYARAGHAVAN

Audit Committee

VICE ADMIRAL P J JACOB (Retd.)

Chairman

R GOPALAN

S SANTHANAKRISHNAN

V SUBRAMANIAN

Nomination and Remuneration Committee

S SANTHANAKRISHNAN

Chairman

VICE ADMIRAL P J JACOB (Retd.)

V SUBRAMANIAN

R VIJAYARAGHAVAN

Risk Management Committee

R GOPALAN

Chairman

Dr. LAKSHMI VENU

VICE ADMIRAL P J JACOB (Retd.),

K GOPALA DESIKAN

Stakeholders' Relationship Committee

R VIJAYARAGHAVAN

Chairman

Dr. LAKSHMI VENU

S SANTHANAKRISHNAN

Corporate Social Responsibility Committee

venu srinivasan

Chairman

Dr. LAKSHMI VENU

VICE ADMIRAL P J JACOB (Retd.)

President and Chief Executive Officer

VIVEK S JOSHI

Company Secretary

R RAJA PRAKASH

Statutory Auditors

M/s. RAGHAVAN, CHAUDHURI & NARAYANAN

Chartered Accountants,

No. 17/12, II Floor, Casa Capitol,

Wood Street, Ashoknagar,

Bengaluru - 560 025.

Tel. : 080-2556 7578 / 2551 4771

E-mail : sathya@nca-india.com

Cost Auditor

A N RAMAN

Cost Accountant,

No.10, P. Muthukumaraswami Salai,

Off. Baby Nagar 1st Main Road,

Velachery, Chennai - 600 042.

Tel. : 044-2243 3462

E-mail : anraman@gmail.com

Secretarial Auditor

B CHANDRA

Practising Company Secretary

AG 3, Ragamallika,

No. 26, Kumaran Colony Main Road,

Vadapalani, Chennai 600 026

E-mail : bchandraandassociates@gmail.com

Shares listed with

BSE Limited, Mumbai

National Stock Exchange of India Limited, Mumbai

Share Transfer Agent

Integrated Registry Management Services

Private Limited,

Registered Office:

2nd Floor, Kences Towers,

No.1, Ramakrishna Street,

North Usman Road,

T Nagar, Chennai - 600 017

Tel. : (044) 2814 0801-03

Fax : (044) 2814 2479

Email : corpserv@integratedindia.in,

srirams@integratedindia.in

Bankers

STATE BANK OF INDIA

Corporate Accounts Group Branch

Chennai

Registered Office

"Chaitanya"

No. 12, Khader Nawaz Khan Road,

Nungambakkam, Chennai - 600 006,

Tamil Nadu, India.

Tel. : 044 - 2833 2115

Fax : 044 - 2833 2113

CIN : L35999TN1962PLC004792

E-mail : corpsec@sundaramclayton.com

Website: www.sundaram-clayton.com

Plant Locations

Padi

Chennai - 600 050, Tamil Nadu, India.

Tel. : 044 - 2625 8212

Mahindra World City

Plot No. AA5, VI Avenue

Auto Ancillary SEZ, Mahindra World City,

Chengalpattu, Kancheepuram District - 603 004,

Tamil Nadu, India.

Tel. : 044 - 4749 0049

Oragadam

Plot No.B-14, SIPCOT

Industrial Growth Centre,

Sriperumbudur Taluk,

Kancheepuram District - 602 105

Tamil Nadu, India.

Tel. : 044 - 6710 3300

Hosur

Hosur - Thally Road

Belagondapalli

Hosur - 635 114, Tamil Nadu, India.

Tel. : 04347 - 233 445

Subsidiary Companies

TVS Motor Company Limited

Sundaram-Clayton (USA) Limited, USA

Sundaram-Clayton DCD Limited

Sundaram Holding USA Inc., USA

Sundaram Auto Components Limited

TVS Housing Limited

TVS Motor Services Limited

Intellicar Telematics Private Limited

TVS Credit Services Limited

TVS Electric Mobility Limited

TVS Motor (Singapore) Pte. Limited, Singapore

The Norton Motorcycle Co Limited, United Kingdom

TVS Motor Company (Europe) B.V., Amsterdam

PT TVS Motor Company Indonesia, Jakarta

Swiss E-Mobility Group (Holding) AG, Switzerland

The GO Corporation, Switzerland

TVS Digital Pte Ltd., Singapore

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Sundaram-Clayton Limited

FINANCIAL HIGHLIGHTS INCLUDING SELECTED INDICATORS AND RATIOS

(₹ in crores)

Details	Previous GAAP			Ind AS						
	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Sales *	1018.6	1196.8	1346.1	1,527.9	1,515.4	1,672.3	1,833.1	1,324.3	1,176.9	1,743.3
Other income	38.1	35.8	55.0	105.1	74.3	94.4	99.9	99.8	111.2	93.6
Total Income	1056.7	1232.6	1401.1	1,633.0	1,589.7	1,766.7	1,932.9	1,424.1	1,288.1	1,836.9
Gross profit before interest, depn & tax	127.9	149.7	181.1	249.8	208.9	107.6	277.8	237.6	261.6	324.5
Depreciation	51.3	53.2	59.8	55.0	60.6	73.1	92.2	92.7	77.9	101.7
Profit before interest & tax	76.6	96.5	121.3	194.8	148.3	34.5	185.6	145.0	183.7	222.8
Interest	44.3	35.7	36.9	32.3	28.6	33.7	55.2	55.4	47.6	44.9
Profit before taxation and exceptional items	32.3	60.8	84.4	162.5	119.7	0.8	130.5	89.6	136.1	177.9
Exceptional items	–	5.8	3.1	6.0	2.3	–	–	(20.4)	(13.0)	2,122.6
Profit after taxation	35.4	53.7	71.2	144.4	105.6	54.9	119.7	68.7	123.1	2,276.7
Net Fixed assets	408.8	405.9	418.2	456.9	531.3	699.9	760.5	746.2	725.0	680.1
Net current assets	248.6	256.0	289.1	290.0	257.6	321.1	325.4	260.7	279.7	2,587.2
Share capital	9.5	10.1	10.1	10.1	10.1	10.1	10.1	10.1	10.1	10.1
Reserves & surplus	282.6	333.5	364.5	493.0	601.5	653.9	678.6	584.3	705.8	2,890.2
Net worth	292.1	343.6	374.6	503.1	611.6	664.0	688.7	594.4	715.9	2,900.4
Loan funds	414.3	362.2	378.2	369.1	354.2	665.5	723.7	668.3	631.2	732.6
Deferred taxation (net)	16.9	18.5	22.3	30.0	35.8	(20.1)	(20.3)	(27.7)	23.4	23.6
Total	723.2	724.3	775.1	902.2	1,001.6	1,309.4	1,392.1	1,235.0	1,370.5	3,656.6
EPS (Rs)	18.7	27.0	35.2	71.4	52.2	27.1	59.1	34.0	37.5	1,125.3
DPS (Rs)	14.0	19.3	19.0	41.0	31.5	15.0	36.0	31.0	26.0	44.0
Book value per share (Rs)	153.9	169.8	185.2	248.7	302.3	328.2	340.4	293.8	353.8	1,433.5
Return on capital employed (ROCE) %	10.8	13.3	16.2	23.2	15.6	3.0	13.7	9.5	11.5	17.0
Return on net worth (RONW) %	12.3	16.9	19.8	32.9	18.9	8.6	17.7	10.7	13.6	22.7
Fixed assets turnover (no of times)	2.5	2.9	3.3	3.5	3.1	2.7	2.5	1.8	1.6	2.5
Working capital turnover (no of times)	4.3	4.7	4.9	5.3	5.5	5.8	5.7	4.5	9.0	18.6
Gross profit as % of sales (EBITDA)	12.6	12.0	13.2	15.9	13.6	6.4	15.2	17.9	22.2	18.6
Gross profit as % of total income	12.1	11.7	12.7	14.9	13.0	6.1	14.4	16.7	20.3	17.7
Net profit as % of total income	3.4	3.9	4.9	8.5	6.5	3.1	6.2	6.3	7.6	8.8

* Sales includes Excise duty upto June 2017.

ROCE is profit before interest and taxation divided by average capital employed.

RONW is profit after tax divided by average network.

Fixed assets turnover is sales divided by average net fixed assets as at the end of the year.

Working capital turnover is sales divided by average net current assets as at the end of the year.

Profitability ratios are calculated without considering exceptional income.

Earnings Per Share (EPS) of ₹ 1,125.29 for the year ended 31.03.2022, as given above is after including the exceptional income of ₹ 2,142.35 crores. Excluding the exceptional income, EPS for the year ended 31.03.2022 is ₹ 66.39.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixtieth Annual General Meeting of the Company (AGM) will be held on Tuesday, 28th June 2022 at 10.35 A.M. [Indian Standard Time (IST)] through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:
RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31st March 2022, together with the Directors' Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.
2. To consider passing the following resolution as an ordinary resolution:
RESOLVED THAT Dr. Lakshmi Venu (holding DIN 02702020), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.
3. To consider passing the following resolution as an ordinary resolution:
RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), 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.
4. To consider passing the following resolution as an ordinary resolution:
RESOLVED THAT the re-appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, having Firm Registration No. 007761S allotted by The Institute of Chartered Accountants of India, as statutory auditors of the Company to hold office, for the second term of five consecutive years from the conclusion of this annual general meeting till the conclusion of the 65th Annual General Meeting, as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby approved.
RESOLVED FURTHER that approval be and is hereby accorded for the payment of statutory audit fees of ₹ 40 lakhs (Rupees Forty lakhs only) plus reimbursement of out of pocket expenses and applicable taxes excluding services in the nature of limited review, statutory certifications and other professional work, to M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, for the financial year 2022- 23 and the Board of Directors of the Company be and are hereby authorized to increase and pay such statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their re-appointment.

SPECIAL BUSINESS

5. To consider passing the following resolution as an ordinary resolution:
RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 5,00,000 (Rupees Five Lakhs only), in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to Mr A N Raman, practising cost accountant, holding Membership No. 5359, allotted by The Institute of Cost Accountants of India, who was re-appointed as cost auditor of the Company for the year 2022-23 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
6th May 2022

R Raja Prakash
Company Secretary

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

Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), in respect of the special businesses to be transacted at the AGM, as set out in the Notice is annexed hereto.

1. Pursuant to the Circular No. 2/2022 dated 5th May 2022 read with Circular No. 20/2020 dated 5th May 2020, issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, and SEBI/HO/CFD/CMD2/CIR/P/2021/697 dated 22nd December 2021 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.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives as Members to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
3. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Sundaram-Clayton Limited

4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 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 voting at the meeting will be provided by NSDL.
6. In line with MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sundaram-clayton.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act, 2013, read with Circulars issued by MCA and SEBI from time to time.
11. 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

12. 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.
13. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
14. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.

Members holding shares in physical form

15. Members can submit their PAN details to the Company / Share Transfer Agent (STA).
16. 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.
17. 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

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
19. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
20. In terms of Section 108 of the Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 21st June 2022 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.

Unclaimed Dividend

8. 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.
9. 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

10. With a view to serving 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 as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND VOTING AT THE MEETING ARE AS UNDER

1. The remote e-voting period begins on 25th June 2022 at 9:00 A.M. (IST) and ends on 27th June 2022 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. 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 demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be 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
	<p>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</p> <p>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.</p> <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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their userid 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/Login0 login or

Type of shareholders	Login Method
	<p>www.cdslindia.com and click on New System Myeasi.</p> <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 e-Voting Service Provider (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. 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 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.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar 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. Member 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 24th June 2022 (9.00 A.M. (IST)) to 26th June 2022 (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.
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 or Mr Amit Vishal, Assistant Vice President@ 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.

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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, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2021-22, the said documents 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 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) 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:

- a. 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 AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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

11. In accordance with the provisions of Article 129 of the Articles of Association of the Company, Dr. Lakshmi Venu and Mr Sudarshan Venu, Directors will retire by rotation at AGM and being eligible offer themselves for re-appointment; and

12. In terms of 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 alongwith listed entities from which the Director has resigned in the past three years are given below:

I. Profile of Dr. Lakshmi Venu

Dr. Lakshmi Venu, Managing Director, aged 39 years, graduate of Yale University, holds a Doctorate in Engineering Management from the University of Warwick.

She underwent her initial training for three years as a Management Trainee in Sundaram Auto Components Limited, a subsidiary of the Company, beginning from 2003 and when she was deputed to work in the Company. Dr. Lakshmi Venu underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of the Company.

She has been the lead architect of establishing Company's global footprint. Her decision to set up a foundry in US three years ago in 2019 in Dorchester, South Carolina was indeed remarkable, as most US-based customers were looking for on-shore foundry units to reduce supply chain risks and curtail carbon footprint.

Dr. Lakshmi Venu is also the Deputy Managing Director of TAFE Motors and Tractors Limited. She also holds Directorships in various other companies. She has not resigned in any of the listed companies during the last three years.

She has been the Director of the Company since 22nd March 2010 and was appointed as Joint Managing Director effective 11th September 2014.

Effective 6th May 2022, Dr. Lakshmi Venu took over as Managing Director of the Company.

She is the daughter of Mr Venu Srinivasan, Chairman Emeritus & Managing Director and sister of Mr Sudarshan Venu, Director of the Company.

She does not hold any share in the Company. During the year 2021-22, her remuneration was ₹ 6.82 Cr.

She is a member of Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.