

Sundaram - Clayton Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting/ ballot paper are furnished below:

Date of declaration of results: 26th September 2014

Total shareholders as on 14th August 2014 : 15,731

Details of voting on the special resolutions as detailed in the notice of Postal Ballot dated: 13th August 2014

Resolution No. 1	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Approving the borrowing limits upto Rs. 750 Cr in terms of Sections 180(1)(c) and 180(2) of the Companies Act, 2013	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	29,17,084	20,96,223	71.86%	20,96,223	-	100.00%	0.00%
	Public - Others	21,40,941	2,50,851	11.72%	2,45,891	4,960	98.02%	1.98%
	Total	2,02,32,085	1,75,21,134	86.60%	1,75,16,174	4,960	99.97%	0.03%

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Creating a mortgage and / or charge in respect of all or any of the Company's movable / immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	29,17,084	20,96,223	71.86%	20,96,223	-	100.00%	0.00%
	Public - Others	21,40,941	2,50,252	11.69%	2,45,170	5,082	97.97%	2.03%
	Total	2,02,32,085	1,75,20,535	86.60%	1,75,15,453	5,082	99.97%	0.03%



K. Sriram, B. Com, ACA, FCS
Practising Company Secretary

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Nandanam Extension, Chennai-600035
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sriram.krishnamurthy@rediffmail.com**

25th September 2014

To,
The Chairman,
Sundaram -Clayton Limited
"Jayalakshmi Estates", No. 29 (8),
Haddows Road, Chennai – 600006

Dear Sir,

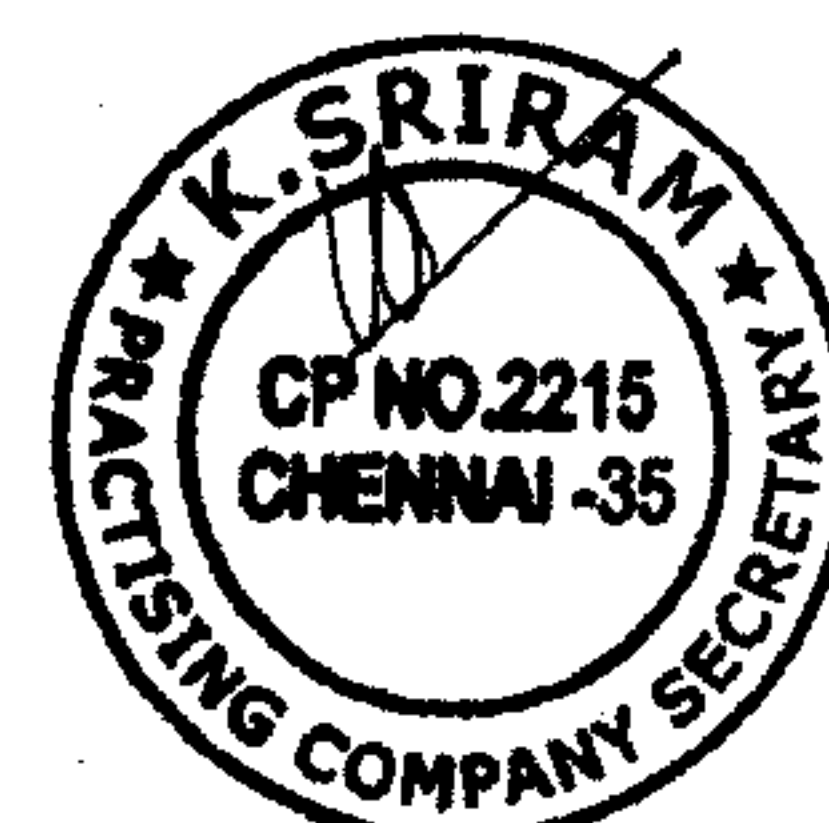
Sub: Scrutiniser's report on the Postal Ballot process conducted under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement with stock exchanges

Your Board of Directors, at its meeting held on 13th August 2014, decided to conduct a postal ballot process for passing two special resolutions under the Companies Act, 2013 ("the Act") seeking the consent of the shareholders for–

- (a) Borrowing monies upto a limit of Rs.750 Crores in terms of Sections 180(1)(c) and 180(2) of the Act; and
- (b) Creating a mortgage and/ or charge in respect of all or any of the Company's movable/ immovable properties and fixed assets comprising land, buildings, plant and machinery, both present and future, including a floating charge over the whole or any part of the undertaking of the Company for the purpose of securing such borrowings by the Company in ordinary course of business in terms of Section 180(1)(a) of the Act.

I have been appointed as Scrutiniser for the said postal ballot process. I submit my report as under:

1. The company had 15,731 members in the Register of Members/ Record of Depositories as on 14th August 2014 ("cut-off date").
2. E-voting facility was also made available to the members through National Securities Depository Limited (NSDL) and the postal ballot notice duly contained the necessary particulars for e-voting (EVEN: 100820).
3. Postal ballot notice was sent through:
 - (a) Registered post on 21st August 2014 to 9,940 members.
 - (b) Electronic means by NSDL on 22nd August 2014 to 5,790 members who had provided email address for receipt of documents in electronic mode.
 - (c) Registered post on 30th August 2014 to 22 members in respect of whom emails sent by NSDL returned undelivered.
4. The postal ballot notice indicated the process and manner for voting by electronic means and also mentioned that:
 - (a) The business set out in the notice may be transacted through electronic voting system.
 - (b) 25th August 2014 (9.00 am) to 23rd September 2014 (6.00 pm) would be the time period during which votes may be cast through electronic means; and
 - (c) 23rd September 2014 (6.00 pm) would be the last date and time for physical ballots to reach the Scrutiniser.



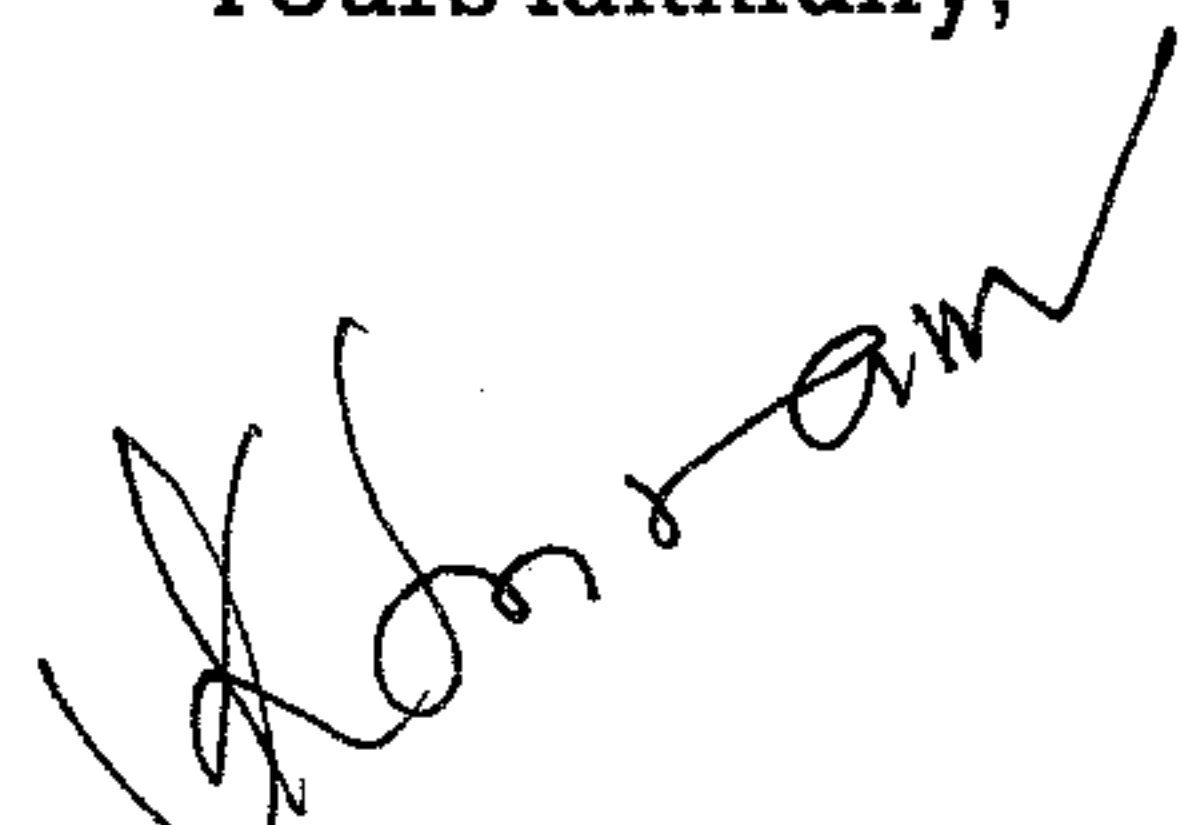
Sundaram -Clayton Limited
Scrutiniser's Report – Postal ballot-25th September 2014

5. The company published advertisements about having sent the postal ballot notice on 22nd August 2014 in the following newspapers:
 - (a) "Business Line" an English newspaper in English language and
 - (b) "Makkal Kural" a Tamil newspaper in Tamil language.
6. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
7. The physical **postal ballot forms** received were opened in my presence as and when they were received.
8. I have matched/ confirmed the shareholding stated in the ballot forms with Register of Members/ Record of Depositories as on the cut-off date.
9. I have scrutinized all the **postal ballot forms received** (*both physical and electronic*) from the members of the company **upto 6.00 p.m. on 23rd September 2014**, the last time and date fixed by the company in this regard and recorded the detailed electronically in a separate register maintained for the purpose in my computer system.
10. No postal ballot forms were received by me after 6.00 pm on 23rd September 2014.
11. No mutilated ballot papers were received.
12. A summary of the valid postal ballot forms received is given below:

Particulars		Resolution 1		Resolution 2	
		Number of persons/ ballots	Number of shares/ votes	Number of persons/ ballots	Number of shares/ votes
Total number/ votes		15,731	2,02,32,085	15,731	2,02,32,085
Total valid votes exercised		591	1,75,21,134	587	1,75,20,535
Votes cast for the resolution	In figures	560	1,75,16,174	550	1,75,15,453
	In %	99.97%		99.97%	
Votes cast against the resolution	In figures	31	4,960	37	5,082
	In %	0.03%		0.03%	

13. To summarise, out of the valid votes polled, **99.97 %** have been cast in favour of and **0.03 %** against **both the resolutions**.
14. **Hence both the special resolutions have been duly passed.**
15. Please declare the result of the voting by postal ballot accordingly.

Thanking you,
Yours faithfully,


K SRIRAM,
SCRUTINISER.

