

Date of the AGM/EGM/Postal Ballot		22 nd June 2016						
Total number of shareholders on record date		15,548						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:		N.A.						
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 1		Approving the appointment of Mr R Gopalan as a Non-Executive Independent Director of the Company.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,315	888	99.57	0.43
	Postal Ballot		29,532	1.50	29,172	360	98.78	1.22
	Total		2,35,735	11.99	2,34,487	1,248	99.47	0.53
Total		2,02,32,085	1,79,18,734	88.57	1,79,17,486	1,248	99.99	0.01



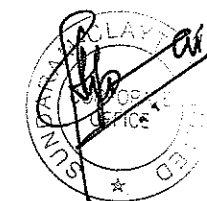
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No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 2		Approving the revision in the terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company, effective 1 st April 2016.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	30,91,744	25,08,939	81.15	25,02,037	6,902	99.72	0.28
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,02,037	6,902	99.72	0.28
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,217	986	99.52	0.48
	Postal Ballot		29,450	1.50	28,687	763	97.41	2.59
	Total		2,35,653	11.98	2,33,904	1,749	99.26	0.74
Total		2,02,32,085	1,79,18,652	88.57	1,79,10,001	8,651	99.95	0.05



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No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 3		Approving the variation in the terms of remuneration relating to certain perquisites payable to Dr Lakshmi Venu, Joint Managing Director of the Company, effective 1 st April 2016						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	30,91,744	25,02,936	80.96	25,02,037	899	99.96	0.04
	Postal Ballot		-	-	-	-	-	-
	Total		25,02,936	80.96	25,02,037	899	99.96	0.04
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,213	990	99.52	0.48
	Postal Ballot		29,450	1.50	28,097	1,353	95.41	4.59
	Total		2,35,653	11.98	2,33,310	2,343	99.01	0.99
Total		2,02,32,085	1,79,12,649	88.54	1,79,09,407	3,242	99.98	0.02



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No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 4		Approving the revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1 st April 2016.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	30,91,744	25,08,939	81.15	25,02,037	6,902	99.72	0.28
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,02,037	6,902	99.72	0.28
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,198	1,005	99.51	0.49
	Postal Ballot		29,445	1.50	28,544	901	96.94	3.06
	Total		2,35,648	11.98	2,33,742	1,906	99.19	0.81
Total		2,02,32,085	1,79,18,647	88.57	1,79,09,839	8,808	99.95	0.05



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No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 5		Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant, as Cost Auditor for the financial year 2016-17.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,257	946	99.54	0.46
	Postal Ballot		29,363	1.49	29,053	310	98.94	1.06
	Total		2,35,566	11.98	2,34,310	1,256	99.47	0.53
Total		2,02,32,085	1,79,18,565	88.57	1,79,17,309	1,256	99.99	0.01



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No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public		N.A.						
Item No. 6		Approving the payment of Commission to Non-Executive Directors for a period of 5 years not exceeding 1% of the Profits of the Company for each financial year commencing from 2016 – 2017.						
Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,193	10.49	2,05,031	1,162	99.44	0.56
	Postal Ballot		29,410	1.50	26,493	2,917	90.08	9.92
	Total		2,35,603	11.98	2,31,524	4,079	98.27	1.73
Total		2,02,32,085	1,79,18,602	88.57	1,79,14,523	4,079	99.98	0.02





B. CHANDRA
Practising Company Secretary

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June 21st, 2016

SCRUTINIZER'S REPORT

To

The Chairman,
M/S SUNDARAM -CLAYTON LIMITED
JAYALAKSHMI ESTATES, NO.29(8),HADDOWS ROAD,
CHENNAI TN 600006 IN

Dear Sir,

Subject:

1. Appointment of Mr. R Gopalan as Non Executive Independent director - Ordinary Resolution under Section 149, 150, 152,160 and other applicable provisions of the Companies Act 2013
2. Revision in the terms of remuneration payable to Mr. Venu Srinivasan - Chairman and MD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
3. Variation in terms of remuneration relating to certain perquisites payable to Dr. Lakshmi Venu, JMD effective from 1.4.2016 - Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
4. Revision in the terms of remuneration payable to Mr. Sudarshan Venu, JMD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
5. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant for the FY 16-17 - Ordinary Resolution under Section 148 of the Companies Act 2013
6. Payment of commission to Non Executive Directors for a period of five years not exceeding 1% of the Profits of the Company for each FY commencing from 16-17 - Special Resolution under Section 197 and other applicable provisions of the Companies Act 2013

Dear Sir,

Please refer to your letter dated 12.5.2016 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolution(s) passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company, on 19 th May 2016 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 12 th May 2016. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms alongwith the notice and the Statement were sent by e-mail on the same date through the in-house Share Transfer department of the company. Members were also given the option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL), as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 20 th May 2016 in English Newspaper Daily & on 20 th May 2016 in Tamil Newspaper Daily.
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours (i.e. before Tuesday, 21 st June 2016 (5.00 P.M)). In case of E voting, members were requested to cast their votes electronically on or before Tuesday, 21 st June 2016 (5.00 P.M.)
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody of myself.
1.6	The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 12 th May 2016 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 21 st June 2016 after 5 P.M. No duplicate votes could be detected.

1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 21 st June 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.8	Envelopes containing postal ballot forms received after 5.00 PM on 21 st June 2016, if any, were not considered for my scrutiny.
1.9	520 envelopes containing postal ballot form were returned undelivered and 43 notices sent by email were bounced
1.10	I did not find any defaced or mutilated ballot papers.

2. A summary of the postal ballot forms process is given below:

S.No	Resolutions	Nature of Resolution
1	Appointment of Mr. R Gopalan as Non Executive Independent director -Ordinary Resolution under Section 149, 150, 152,160 and other applicable provisions of the Companies Act 2013	Ordinary
2	Revision in the terms of remuneration payable to Mr. Venu Srinivasan- Chairman and MD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
3	Variation in terms of remuneration relating to certain perquisites payable to Dr. Lakshmi Venu, JMD effective from 1.4.2016 - Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
4	Revision in the terms of remuneration payable to Mr. Sudarshan Venu, JMD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant for the FY 16-17 - Ordinary Resolution under Section 148 of the Companies Act 2013	Ordinary
6	Payment of commission to Non Executive Directors for a period of five years not exceeding 1% of the Profits of the Company for each FY commencing from 16-17 - Special Resolution under Section 197 and other applicable provisions of the Companies Act 2013	Special

The details of the number of postal ballots received, number of evoting carried out by members and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes by Postal Ballot		Number of valid Votes		Number of invalid votes
	ASSENT	DISSENT	ASSENT	DISSENT	
1	366	6	29172	360	5338
2	356	16	28687	763	5420
3	353	19	28097	1353	5420
4	357	15	28544	901	5420
5	363	8	29053	310	5502
6	342	29	26493	2917	5420

Resolution S.No	Number of members who cast their votes by e-voting		Number of valid Votes	
	ASSENT	DISSENT	ASSENT	DISSENT
1	127	5	17888314	888
2	119	13	17881314	7888
3	117	12	17881310	1889
4	116	16	17881295	7907
5	123	9	17888256	946
6	120	11	17888030	1162

E Voting & Postal Ballot						
Res.	No. of Votes cast in favour	No. of Votes cast against	Total – Valid Votes	Assent (%)	Dissent (%)	Passed / Not Passed
1	17917486	1248	17918734	99.99	0.01	Passed as an Ordinary Resolution
2	17910001	8651	17918652	99.95	0.05	Passed as an Ordinary Resolution
3	179109407	3242	17912649	99.98	0.02	Passed as an Ordinary Resolution
4	17909839	8808	17918647	99.95	0.05	Passed as an Ordinary Resolution
5	17917309	1256	17918565	99.99	0.01	Passed as an Ordinary Resolution
6	17914523	4079	17918602	99.98	0.02	Passed as a Special Resolution

3. You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been approved on 21st June 2016.
4. The e-voting data, the postal ballot forms and all other connected records relating to the aforesaid postal ballot/e-voting process received are under my safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

13/6/16
B Chandra

Company Secretary in Practice
CP No. 7859

