

## Sundaram-Clayton Limited

Registered Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006.

Website: [www.sundaram-clayton.com](http://www.sundaram-clayton.com); e-mail: [corpsec@scl.co.in](mailto:corpsec@scl.co.in)

Tel: 044-2827 2233 Fax: 044 - 2825 7121 CIN: L35999TN1962PLC004792

### **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

#### **Dispatch of Postal Ballot Forms**

Members are hereby informed that the Company has, on 22<sup>nd</sup> February 2018, dispatched the Notice pursuant to Section 110 of the Companies Act, 2013 (the Act) along with Postal Ballot form and self-addressed pre-paid postage envelope in relation to ordinary / special resolutions as contained in the Notice to the members at their registered addresses. The said Notice of Postal Ballot has been sent in electronic mode to the members, whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same.

The Company has also offered e-voting facility for voting in accordance with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has engaged National Securities Depository Limited (NSDL) for this purpose. The Board of Directors of the Company has appointed Ms B Chandra, Practicing Company Secretary, Chennai, as Scrutinizer for conducting the Postal Ballot and e-Voting in a fair and transparent manner.

Members are therefore requested to carefully read the instructions printed for voting through Postal Ballot and / or e-Voting on the Postal Ballot Form and to note the following:

1	Statement on special businesses transacted by Postal Ballot and e-Voting	<ul style="list-style-type: none"> <li>- Approving the remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company.</li> <li>- Approving the remuneration payable to Dr Lakshmi Venu, Joint Managing Director of the Company.</li> <li>- Approving the remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company.</li> </ul>
2	Date of completion of dispatch of Notice,	22.02.2018
3	Cut-off date for determining the eligibility to vote through electronic means or through ballot paper	16.02.2018
4	Date of commencement of voting through Postal Ballot or by electronic mode	26.02.2018 (9.00 a.m.) (IST)
5	Date of end of voting through Postal Ballot or by electronic mode. Any Postal Ballot form received from members beyond the said date will not be valid and voting by electronic means shall not be allowed beyond the said date	27.03.2018 (5.00 p.m.) (IST)
6	Day, date, time and venue of declaration of results and the link of the website where such results will be displayed	Wednesday, the 28 <sup>th</sup> March 2018 at 4.00 P.M. at the Company's registered office at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai 600 006; <a href="http://www.sundaram-clayton.com">www.sundaram-clayton.com</a>
7	Website details of the Company / Agency, where the Notice of Postal Ballot is displayed.	<a href="http://www.sundaram-clayton.com">www.sundaram-clayton.com</a> / <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
8	Contact details of the person responsible to address the grievances connected with Postal Ballot / e-Voting.	Postal Ballot : Mr R Raja Prakash, Company Secretary Email ID : <a href="mailto:rrp@scl.co.in">rrp@scl.co.in</a> , <a href="mailto:sclshares@gmail.com">sclshares@gmail.com</a> Telephone : 044-28272233 e-Voting : Ms Pallavi Mhatre, Assistant Manager, NSDL Email Ids : <a href="mailto:pallavid@nsdl.co.in">pallavid@nsdl.co.in</a> Telephone Nos. : 022- 24934545 / 4600; Toll Free No : 1800-222-990 Frequently Asked Questions and e-voting manual available at <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> under downloads section.

Members are also requested to note that if they have not received the Postal Ballot Forms, they may apply to the Company and obtain a duplicate thereof.

/By Order of the Board/  
For Sundaram Clayton Limited  
sd/-

R.Raja Prakash  
Company Secretary

Chennai  
22<sup>nd</sup> February 2018