

# Sundaram-Clayton Limited

**Regd. 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

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## 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), for obtaining approval of the members, by way of Ordinary / Special Resolutions, through postal ballot including electronic means (evoting) for the businesses as set out in the postal ballot notice.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act, 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, alongwith 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 for casting their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act, 2013 and the Rules made thereunder, 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 below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, 16<sup>th</sup> February 2018. 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 stand frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015.

The board of directors (the board) has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as Scrutinizer, at its meeting held on 12<sup>th</sup> February 2018 for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely 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. on Tuesday, 27<sup>th</sup> March 2018; or
- (ii) casting their votes electronically from Monday, 26<sup>th</sup> February 2018 (9.00 a.m) to Tuesday, 27<sup>th</sup> March 2018 (5.00 p.m) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit her report on the results of voting to the Chairman of the Company, after completion of the scrutiny of postal ballot forms and voting by "electronic means".

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at the registered office of the Company at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on Wednesday, 28<sup>th</sup> March 2018.

The last date of voting, i.e., Tuesday, 27<sup>th</sup> March 2018 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact Mr V N Venkatanathan, chief financial officer or Mr R Raja Prakash, company secretary at the registered office of the Company at the address given above or through e-mail viz., [vnv@scl.co.in](mailto:vnv@scl.co.in) or [rrp@scl.co.in](mailto:rrp@scl.co.in) or [sclshares@gmail.com](mailto:sclshares@gmail.com).

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company at "Jayalakshmi Estates", No.29 Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 27<sup>th</sup> March 2018.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., [www.sundaram-clayton.com](http://www.sundaram-clayton.com).

## **SPECIAL BUSINESSES**

### **Item No. 1**

#### **APPROVING THE REMUNERATION PAYABLE TO MR VENU SRINIVASAN, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

To consider passing the following resolution as an Ordinary Resolution:

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 21<sup>st</sup> August 2014 and through postal ballot on 21<sup>st</sup> June 2016 and subject to the applicable provisions of Sections 196, 197 and 198 read with Schedule V to the Companies Act 2013 (the Act, 2013) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the payment of remuneration to Mr Venu Srinivasan, Chairman and Managing Director (CMD), as set out in the explanatory statement, in the event of no profits or inadequate profits in any financial year as per the limits prescribed under the provisions of Section 197 read with Schedule V to the Act, 2013 during the remaining period of his tenure as CMD of the Company from 1<sup>st</sup> April 2017 notwithstanding his holding a similar position in the subsidiary company viz., TVS Motor Company Limited (TVSM) and drawing remuneration as approved by its shareholders, from time to time, provided that the total remuneration drawn by him from the Company and TVSM does not exceed the higher maximum limit admissible from any one of these companies in terms of Section V Part II of Schedule V to the Act, 2013.

RESOLVED FURTHER THAT, save as otherwise stated above, the approval of the shareholders accorded at the annual general meeting held on 21<sup>st</sup> August 2014 and through postal ballot on 21<sup>st</sup> June 2016 shall be applicable as and when the profits of the Company are adequate for payment of remuneration during his tenure of office as CMD of the Company till 22<sup>nd</sup> May 2019.

### **Item No. 2**

#### **APPROVING THE REMUNERATION PAYABLE TO DR. LAKSHMI VENU, JOINT MANAGING DIRECTOR OF THE COMPANY**

To consider passing the following resolution as a Special Resolution:

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 20<sup>th</sup> August 2015 and through postal ballot on 21<sup>st</sup> June 2016 and subject to the applicable provisions of Sections 196, 197 and 198 read with Schedule V to the Companies Act 2013 (the Act, 2013) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the payment of remuneration to Dr. Lakshmi Venu, Joint Managing Director (JMD), as set out in the explanatory statement, in the event of no profits or inadequate profits in any financial year, as per the limits prescribed under the provisions of Section 197 read with Schedule V to the Act, 2013 during the remaining period of her tenure as JMD of the Company from 1<sup>st</sup> April 2017 notwithstanding her holding a position as Deputy Managing Director in another company, viz., TAFE Motors and Tractors Limited (TMTL) and drawing remuneration as approved by its shareholders, from time to time, provided that the total remuneration drawn by her from the Company and TMTL does not exceed the higher maximum limit admissible from any one of these Companies in terms of Section V Part II of Schedule V to the Act, 2013.

RESOLVED FURTHER THAT, save as otherwise stated above, the approval of the shareholders accorded at the annual general meeting held on 20<sup>th</sup> August 2015 and through postal ballot on 21<sup>st</sup> June 2016 shall be applicable as and when the profits of the Company are adequate for payment of remuneration during her tenure of office as JMD of the Company till 21<sup>st</sup> March 2020.

**Item No. 3**

**APPROVING THE REMUNERATION PAYABLE TO MR SUDARSHAN VENU, JOINT MANAGING DIRECTOR OF THE COMPANY**

To consider passing the following resolution as an Ordinary Resolution:

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 20<sup>th</sup> August 2015 and through postal ballot on 21<sup>st</sup> June 2016 and subject to the applicable provisions of Sections 196, 197 and 198 read with Schedule V to the Companies Act 2013 (the Act, 2013) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the payment of remuneration to Mr Sudarshan Venu, Joint Managing Director (JMD), as set out in the explanatory statement, in the event of no profits or inadequate profits in any financial year, as per the limits prescribed under the provisions of Section 197 read with Schedule V to the Act, 2013 during the remaining period of his tenure as JMD of the Company from 1<sup>st</sup> April 2017 notwithstanding his holding a similar position in the subsidiary company, viz., TVS Motor Company Limited (TVSM) and drawing remuneration as approved by its shareholders, from time to time, provided that the total remuneration drawn by him from the Company and TVSM does not exceed the higher maximum limit admissible from any one of these Companies in terms of Section V Part II of Schedule V to the Act, 2013.

RESOLVED FURTHER THAT, save as otherwise stated above, the approval of the shareholders accorded at the annual general meeting held on 20<sup>th</sup> August 2015 and through postal ballot on 21<sup>st</sup> June 2016 shall be applicable as and when the profits of the Company are adequate for payment of remuneration during his tenure of office as JMD of the Company till 10<sup>th</sup> September 2019.

By order of the Board  
For SUNDARAM-CLAYTON LIMITED

Place: Chennai  
Date: 12<sup>th</sup> February 2018

R Raja Prakash  
Company Secretary

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through “electronic means” and “post”.
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

**Annexure to the Notice of Postal Ballot**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 12<sup>TH</sup> FEBRUARY 2018 IN RESPECT OF THE ORDINARY / SPECIAL RESOLUTIONS**

The following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying notice dated 12<sup>th</sup> February 2018 and shall be taken as forming part of the Notice.

**Item Nos. 1, 2 & 3**

The terms of appointment and remuneration of the three Key Managerial Personnel (KMPs) viz., Mr Venu Srinivasan, Chairman and Managing Director (CMD), Dr. Lakshmi Venu and Mr Sudarshan Venu, Joint Managing Directors (JMD's) were approved as per the resolutions passed by the shareholders at the annual general meetings held on 21<sup>st</sup> August 2014 and 20<sup>th</sup> August 2015 respectively, for a period of five years. The shareholders have further approved certain revision in the terms of remuneration payable to them through postal ballot on 21<sup>st</sup> June 2016.

During the current financial year, the Company has increased its operational capacity due to unexpected increase in demand from its customers. In addition, the Company, in the short term, **also is** compelled to resort to outsourcing some incremental volumes and incur air-freighting components to overseas customers to prevent stoppage of their production lines.

Following the increase in costs as described above and consequent operating figures for FY 2017-18 resulting in inadequate profit. Therefore, the remuneration payable to KMPs would be governed by the limits specified in Table A of Section II of Part II of Schedule V to the Companies Act 2013 (the Act, 2013) for the year ending 31<sup>st</sup> March 2018, as indicated below:

(Rs. in lakhs)

<b>Name of the Key Managerial Personnel (KMPs)</b>	<b>Shareholders' approval being sought through Ordinary / Special Resolution</b>	<b>Remuneration entitlement as per Schedule V to the Act, 2013</b>	<b>Actual Remuneration to be drawn restricted to</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>
Mr Venu Srinivasan, CMD	Ordinary	121	90
Dr. Lakshmi Venu, JMD	Special	242	175
Mr Sudarshan Venu, JMD	Ordinary	121	30

Approval of the shareholders is now being sought for paying remuneration upto the limit as permitted under Schedule V to the Act in Col (3) above. However, the KMPs will be restricting their actual drawal upto the figures mentioned in Col (4) of the above table.

The above limits of remuneration are applicable only in case of inadequate profits. However, the KMPs can continue to draw the remuneration as approved earlier by the shareholders in case of adequate profits for rest of the period of their tenure.

The board, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 12<sup>th</sup> February 2018 considered and approved the payment of remuneration to CMD and JMDs for the remaining period of their respective tenure, subject to approval of the shareholders by way of Ordinary / Special Resolutions, as the case may be.

The terms of remuneration payable to KMPs as specified above are now being placed before the members for their approval by way of Ordinary / Special resolutions, as set out in item nos.1 to 3 of this Postal Ballot Notice, in compliance with the provisions of Sections 197,198 and 203 read with Schedule V to the Act 2013, as recommended by the Nomination and Remuneration Committee and by the board.

Mr Venu Srinivasan, Dr. Lakshmi Venu and Mr Sudarshan Venu are deemed to be concerned / interested in the Ordinary / Special Resolutions as set out in item nos.1 to 3, since it relates to payment of remuneration to them / their relatives. Mr Gopal Srinivasan, director, being relative of Mr Venu Srinivasan is also deemed to be concerned / interested in Item No.1 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item Nos.1 to 3 of this Postal Ballot Notice.

The board, therefore, recommends the Ordinary / Special Resolutions, as set out in item Nos.1 to 3, for approval by the shareholders of the Company.

By order of the Board  
For SUNDARAM-CLAYTON LIMITED

Place: Chennai  
Date: 12<sup>th</sup> February 2018

R Raja Prakash  
Company Secretary

#### **NOTES:**

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolutions by 'electronic means' and the special businesses may be transacted through e-Voting services provided by National

Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.

- (2) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on Friday, 16<sup>th</sup> February 2018.
- (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 Share Transfer Department (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 form 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](http://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 Tuesday, 27<sup>th</sup> March 2018 (5.00 P.M.).
- (5) Resolution passed by the members through postal ballot including 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.
- (6) 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 SEBI (LODR) 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.
- (7) The members can opt for only one mode of voting, i.e., either by physical ballot form 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.
- (8) 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 i.e. Friday, the 16<sup>th</sup> February 2018 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> .
- (9) A member cannot exercise his / her vote by proxy on postal ballot.
- (10) The Board of Directors has appointed Mrs B Chandra, Practising Company Secretary (CP No. 7859) as Scrutinizer to conduct the postal ballot voting process including voting through electronic means in a fair and transparent manner.
- (11) The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website [www.sundaram-clayton.com](http://www.sundaram-clayton.com) and communicated to the Stock Exchanges.
- (12) The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 27<sup>th</sup> March 2018.
- (13) 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](http://www.evoting.nsdl.com) or contact NSDL at telephone no. 022-24994600.
- (14) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Department / Depository Participant(s) for sending future communication(s) in electronic form.

### Instructions for process to be followed by members opting to vote through postal ballot form

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage pre-paid envelope, so as to reach the Scrutinizer on or before Tuesday, 27<sup>th</sup> March 2018 (5.00 p.m.), at the following address:

Mrs. B Chandra, Practising Company Secretary  
Scrutinizer  
C/o. Sundaram-Clayton Limited  
Share Transfer Department  
'Jayalakshmi Estates', 1<sup>st</sup> Floor, No.29, Haddows Road, Chennai - 600 006

2. **The instructions for Members for e-Voting are as under:**

- (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s):
  - (i) Open e-mail and then open PDF file viz., "Sundaram-Clayton Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
  - (ii) Launch internet browser by typing the following URL: [www.eVoting.nsdl.com](http://www.eVoting.nsdl.com);
  - (iii) Click on shareholder – Login;
  - (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
  - (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
  - (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";
  - (vii) Select "EVEN" of Sundaram-Clayton Limited;
  - (viii) Now Members are ready for e-Voting as Cast Vote page opens;
  - (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
  - (xi) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically.
  - (xii) Members can cast their vote online from Monday, 26<sup>th</sup> February 2018 (9.00 a.m) to Tuesday, 27<sup>th</sup> March 2018 (5.00 p.m) through e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.
- (b) In case of Members receiving Postal Ballot Form by Post:
  - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

- (c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and
  - (d) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Department, Sundaram-Clayton Limited, at “Jayalakshmi Estates”, 1<sup>st</sup> Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.
  4. The Scrutinizer, after completion of the scrutiny, will submit her report to the Chairman of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence by any one of the directors of the Company, on Wednesday, 28<sup>th</sup> March 2018 at the Registered Office of the Company at 4.00 p.m. The results shall also be announced to the Stock Exchanges [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) and on the Company's notice board and website [www.sundaram-clayton.com](http://www.sundaram-clayton.com).
  5. In case of any query, Members may contact the Company at [investorscomplaintssta@gmail.com](mailto:investorscomplaintssta@gmail.com) or [sclshares@gmail.com](mailto:sclshares@gmail.com).

## **PROFILE OF KEY MANAGERIAL PERSONNEL**

### **Mr Venu Srinivasan, Chairman and Managing Director**

Mr Venu Srinivasan is the Chairman and Managing Director of Sundaram-Clayton Limited and TVS Motor Company Limited, one of the largest two-wheeler manufacturer in India.

Mr. Srinivasan, aged 65 years, has an engineering degree from the College of Engineering, Chennai and a Master's Degree in Management from the Purdue University, USA. In recognition of his contribution to management, he was conferred with “Doctor of Management” by his alma-mater, Purdue University in 2014.

He has held various important positions in the Indian Industry, such as:

- Chairman of National Safety Council, Government of India.
- President, Confederation of Indian Industries (CII) for the year 2009-10.
- President, Society of Indian Automobile Manufacturers for the period 1999-2001.

Some of the recent awards conferred on Mr. Srinivasan include:

- “Champion of Champions and Best CEO” award by Business Today in December 2016
- “Goodwill Envoy for Public Diplomacy” by the Republic of Korea in January 2015.
- “Honorary citizen of Busan City”, Korea's 2<sup>nd</sup> largest city, in December 2014.
- Honorary Commanding Officer of Korean Naval Vessel, ROKS Choi Young, in November 2014.
- The “Padma Shri” award in 2010 by the President of India, for his valuable and outstanding contributions in the field of trade and industry.
- The distinguished civilian honour “Order of Diplomatic Service Merit” (Heung-In Medal) in 2010, conferred by the President of the Republic of Korea, in recognition of his valuable contribution in promoting Korea-India bilateral relations.

Under Mr. Srinivasan's leadership, Sundaram-Clayton Ltd. was awarded the Deming Prize in 1998 by the Union of Japanese Scientists and Engineers (JUSE), Japan and also with the Japanese Quality Medal in the year 2002. In the same year, TVS Motor Company was also conferred with the Deming Prize.

In recognition of his contribution to manufacturing, R&D, technology and quality excellence, he was conferred with “Doctor of Science” by the University of Warwick, UK in the year 2004.

The Indian Institute of Technology, Kharagpur, the oldest IIT in India, conferred upon him, “Doctor of Science” in the year 2009.’

He was bestowed with the Ishikawa-Kano award in the year 2012 by the Asian Network of Quality, the apex body for quality in Asia which covers 18 countries including Japan, China, India, Korea and Thailand.

For his contribution to Leadership and Management, Mr. Srinivasan was conferred with JRD Tata Corporate Leadership Award by the All India Management Association in the year 2004, and the Jamsetji Tata Lifetime Achievement award by the Indian Society for Quality in the year 2004.

Mr. Srinivasan is also the Managing Trustee of Srinivasan Services Trust (SST) – engaged in transformation & empowerment of nearly 5000 villages in rural India :

- The model is about partnership with the stakeholders (society, police, forest department among others), and not philanthropy.
- The activities of the trust are in five main program areas: Economic Development, Health, Education, Infrastructure and Environment.
- Over hundred thousand hectares of degraded forests have been reforested. Successful implementation of watershed development programs has raised the water table and prevented soil erosion in 5800 hectares of land.

Under Mr. Srinivasan’s leadership, SST has received multiple awards like:

- The Economic Times “Corporate Citizen of the year” (2016)
- Times of India Social Impact Award on Advocacy & Empowerment in Corporate category (2011).
- Golden award on Readers Digest Pegasus Corporate Social Responsibility Award (2008)
- Silver award on Pegasus Corporate Social Responsibility Award (2007).

He is the managing director of the Company from 1979 and is also the Chairman of the Company.

He is the chairman of the Corporate Social Responsibility Committee of the Company.

He does not hold any equity shares in the Company.

Details of his other directorships and memberships/ chairmanships of committees are given below :-

S. No	Name of the Company	Position held	Committee membership / Chairmanship
1.	TVS Motor Company Limited	Chairman and Managing Director	Corporate Social Responsibility Committee - Chairman Stakeholders Relationship Committee – Member
2.	Harita-NTI Limited	Chairman	-
3.	TVS Credit Services Limited	Chairman	-
4.	Lucas-TVS Limited	Director	-
5.	Southern Roadways Limited	Director	-
6.	Cummins India Limited	Director	Audit & Risk Management Committee-Member Stakeholders Relationship Committee- Member
7.	Tata Sons Limited	Director	-



S. No	Name of the Company	Position held	Committee membership / Chairmanship
8.	T V Sundram Iyengar & Sons Private Limited	Director	Audit Committee - Member
9.	TVS Investments Private Limited	Director	-
10.	Harita Venu Private Limited	Director	-
11.	VS Trustee Private Limited	Director	-
12.	LV Trustee Private Limited	Director	-
13.	S.Venu Trustee Private Limited	Director	-
14.	Sundaram Holding USA Inc.,	Director	-
15.	TVS Lanka Private Limited	Director	-
16.	TVS Motor (Singapore) Pte Limited	Director	-

#### **Dr. Lakshmi Venu, Joint Managing Director**

Dr. Lakshmi Venu, a 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, being its holding company, she underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of the Company.

Dr. Lakshmi Venu, aged 34 years was appointed as Director-Strategy of the Company on 22<sup>nd</sup> March 2010. She was re-designated as Joint Managing Director of the Company by the board on 11<sup>th</sup> September 2014. She is also the member of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.

She does not hold any share in the Company.

Details of her other directorships and memberships/ chairmanships of committees are given below:

S.No	Name of the Company	Position held	Committee membership / Chairmanship
1.	TAFE Motors and Tractors Limited	Deputy Managing Director	-
2.	TVS Motor Company Limited	Director	-
3.	Sundram Non- Conventional Energy Systems Limited	Director	-
4.	Sundaram Auto Components Limited	Director	Corporate Social Responsibility Committee - Member
5.	WABCO India Limited	Director	Corporate Social Responsibility Committee - Member
6.	LV Trustee Private Limited	Director	-
7.	Sundaram-Clayton (USA) Limited	Director	-
8.	Sundaram Holding(USA) Inc.	Director	-

#### **Mr Sudarshan Venu, Joint Managing Director**

Mr Sudarshan Venu, completed his graduation in 2010 with Honors at the Jerome Fisher Program in Management and Technology at the University of Pennsylvania.

He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School – University of Pennsylvania, USA. He also holds M.Sc in International Technology Management from the University of Warwick in U.K.

In the initial years, during his visits to India, he underwent practical training in Die Casting Division of the Company and in TVS Motor Company Limited the subsidiary company.

Mr Sudarshan Venu, aged 28 years, has been actively involved in all spheres of the management of the Company and handling wider responsibilities for exploring new business opportunities both in India and abroad.

The board at its meeting held on 11<sup>th</sup> September 2014, appointed Mr Sudarshan Venu as Joint Managing Director of the Company. He also serves as the Joint Managing Director of the subsidiary company, namely TVS Motor Company Limited.

He does not hold any share in the Company.

Details of his other directorships and memberships/ chairmanships of committees are given below:

S. No	Name of the Company	Position held	Committee membership / Chairmanship
1.	TVS Motor Company Limited	Joint Managing Director	Stakeholders Relationship Committee – Member
2.	TVS Credit Services Limited	Director	Asset Liability Management Committee – Member
3.	S.Venu Trustee Private Limited	Director	-

**Information to be published along with the notice to shareholders for the purpose of obtaining approval for payment of minimum remuneration**

**I. GENERAL INFORMATION:**

(i) Nature of Industry

The Company is a leading supplier of aluminium die castings to automotive and non-automotive sector.

(ii) Date of commencement of commercial production

24<sup>th</sup> May 1962.

(iii) Financial performance based on given indicators:

(Rs in Cr)

Particulars	2014-15	2015-16	2016-17
Revenue	1401	1633	1590
Profit Before Tax	84	163	120
Profit after Tax	71	144	106
Networth	457	503	612
Dividend on Equity (%)	380	820	630

(iv) Foreign investments or collaborators, if any:

NIL

**II. INFORMATION ABOUT THE APPOINTEE:**

**(a) Background Details**

Profile of all the three directors are provided and annexed to the Notice of Postal Ballot.

**(b) Past Remuneration**

Name	Remuneration paid (Rs. In Lakhs)	
	2015-16	2016-17
Mr Venu Srinivasan	36	81
Dr. Lakshmi Venu	563	611
Mr Sudarshan Venu	44	29

**(c) Recognition or Awards**

As detailed in the profile provided above.

**(d) Job Profile and Suitability**

As Chairman and Managing Director and Joint Managing Directors of the Company, they play a vital role in exploring business opportunities and expansion both on the domestic and international fronts. Besides this, they also co-ordinate the Company's financial and budgetary activities to fund operations, maximize cost reduction efforts and increase efficiency. Given their qualifications and experience, they are ideally suited to ensure the growth of the business and profitability of the Company.

**(e) Remuneration Proposed:**

As detailed in the resolution and explanatory statement attached to the notice of postal ballot.

**(f) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person.**

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons and has been duly recommended and approved by the Nomination and Remuneration Committee and by the Board of Directors of the Company.

**(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.**

All the three directors have no pecuniary relationship directly or indirectly with the Company other than their remuneration in their individual capacity as chairman and managing director and joint managing director.

As on date they do not hold any shares in the Company.

Mr Venu Srinivasan, CMD, Dr. Lakshmi Venu, JMD and Mr Sudarshan Venu, JMD are related to each other.

**III. OTHER INFORMATION:**

**(a) Reasons of loss or inadequate profits:**

During the year 2017-18, the Company has increased its operational capacity and efficiency due to unexpected increase in demand from its customers.

The Company in the short term is compelled to resort to outsourcing some incremental volumes and air-freighting the components to overseas customers. In view of the increase in cost, the Company has incurred loss for the nine months period ended 31<sup>st</sup> December, 2017.

**(b) Steps taken or proposed to be taken for improvement**

The Company has taken various steps to improve its performance. These include containing the cost, productivity improvement and value engineering technologies. The Company through concerted marketing efforts has managed to not only hold but actually increase its market share.

**(c) Expected increase in productivity and profit in measurable terms.**

The above steps taken / proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

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# Sundaram-Clayton Limited

Regd. 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: 044-28272233 Fax: 044 - 28257121 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 ordinary / special resolutions 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:

Item	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Approving the remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company.			
Approving the remuneration payable to Dr Lakshmi Venu, Joint Managing Director of the Company.			
Approving the remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company.			

Place :

Date :

Signature of the member

## ELECTRONIC VOTING PARTICULARS

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

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 Monday, the 26<sup>th</sup> February 2018

End of voting : upto 5.00 p m (IST) on Tuesday, the 27<sup>th</sup> March 2018

(P.T.O.)

# Sundaram-Clayton Limited

Regd. 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: 044-28272233 Fax: 044 - 28257121 CIN: L35999TN1962PLC004792

## 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 the **16<sup>th</sup> February 2018**.
- (3) The Company has appointed Mrs B. Chandra, Practicing Company Secretary, 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:  
  
Mrs B Chandra, Scrutinizer  
C/o. Sundaram-Clayton Limited  
"Share Transfer Department"  
"Jayalakshmi Estates", First Floor  
29, Haddows Road, Chennai – 600 006  
Tamilnadu, India
- (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., **Tuesday, the 27<sup>th</sup> March 2018**. 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 **16<sup>th</sup> February 2018**.
- (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 Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the Director of the Company, at the Registered Office of the Company, at No.29, Jayalakshmi Estates, Haddows Road, Chennai 600 006, Tamil Nadu, India, on **Wednesday, 28<sup>th</sup> March 2018 at 4.00 p.m.** However the ordinary / special resolutions, 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 **27<sup>th</sup> March 2018**.
- (12) The results will thereafter be published in the Website of the Company, [www.sundaram-clayton.com](http://www.sundaram-clayton.com) and sent to the stock exchanges where the Company's shares are listed.