

Summary of Proceedings of the 55th Annual General Meeting

The 55th Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Wednesday, July 19, 2017 at 10.00 A.M. at 'The Music Academy' New No.168 (Old No.306), T.T.K. Road, Royapettah Chennai 600 014. Mr Venu Srinivasan, Chairman and Managing Director chaired the meeting. The Chairman introduced the directors on the dais. The Chairman informed that M/s K Mahesh and S Santhanakrishnan, directors, of the Company were not able to attend the meeting due to personal reasons. The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech.

Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above had been available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report were free from any qualification / observation or other remarks.

The following items of business, as per the Notice of 55th AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements for the year ended 31st March 2017 and the reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr Sudarshan Venu, as director, liable to retire by rotation;
3. Re-appointment of Mr K Mahesh, as director, liable to retire by rotation;
4. Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company and fixing their remuneration; and
5. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2017-18.

Clarifications were provided to the queries raised by the members.

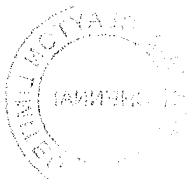
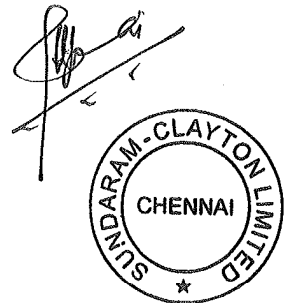
The Chairman informed that the Company in terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 16th July 2017 (9.00 A.M.) to 18th July 2017 (5.00 P.M). Members who were present at



the AGM and who had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors had appointed Mr K Sriram, practicing company secretary, as the scrutinizer to supervise the e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchanges and posted on the website and notice board of the Company.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 11.10 A.M.

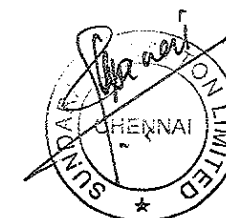


Results of voting through electronic means and physical ballot

Date of the AGM	19 th July 2017
Total number of shareholders on record date	16,433
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 1212
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil

Resolution 1	Adoption of audited financial statements (standalone and consolidated) and reports of the Board of Directors and the Auditors for the year ended 31 st March 2017.
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public-Institutions	E-Voting		2,546,796	98.46	2,546,796	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	2,586,594	2,546,796	98.46	2,546,796	-	100.00	-
Public- Non Institutions	E-Voting		205,619	8.32	205,452	167	99.92	0.08
	Poll		1,566	0.06	1,566	-	100.00	-
	Total	2,471,431	207,185	8.38	207,018	167	99.92	0.08
Total		20,232,085	17,928,041	88.61	17,927,874	167	100.00	0.00



Resolution 2	Re-appointment of Mr Sudarshan Venu (DIN: 03601690), as a director liable to retire by rotation.	
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		15,174,060	100.00	15,174,060	-	100.00	-
Public-Institutions	E-Voting	2,586,594	2,546,796	98.46	2,546,796	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2,546,796	98.46	2,546,796	-	100.00	0.00
Public- Non Institutions	E-Voting	2,471,431	205,618	8.32	205,617	1	100.00	0.00
	Poll		1,566	0.06	1,566	-	100.00	-
	Total		207,184	8.38	207,183	1	100.00	0.00
Total		20,232,085	17,928,040	88.61	17,928,039	1	100.00	0.00

Resolution 3	Re-appointment of Mr K Mahesh (DIN: 00051438), as a director liable to retire by rotation.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda /	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		15,174,060	100.00	15,174,060	-	100.00	-
Public-Institutions	E-Voting	2,586,594	2,546,796	98.46	1,838,414	708,382	72.19	27.81
	Poll		-	-	-	-	-	-
	Total		2,546,796	98.46	1,838,414	708,382	72.19	27.81
Public- Non Institutions	E-Voting	2,471,431	205,286	8.31	205,119	167	99.92	0.08
	Poll		1,566	0.06	1,566	-	100.00	-
	Total		206,852	8.37	206,685	167	99.92	0.08
Total		20,232,085	17,927,708	88.61	17,219,159	708,549	96.05	3.95

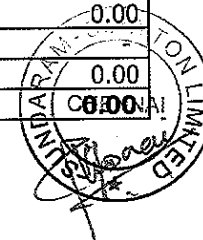


Resolution 4	Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company and fixing their remuneration	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		15,174,060	100.00	15,174,060	-	100.00	-
Public-Institutions	E-Voting	2,586,594	2,546,796	98.46	2,546,757	39	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		2,546,796	98.46	2,546,757	39	100.00	0.00
Public- Non Institutions	E-Voting	2,471,431	205,618	8.32	205,617	1	100.00	0.00
	Poll		1,566	0.06	1,566	-	100.00	-
	Total		207,184	8.38	207,183	1	100.00	0.00
Total		20,232,085	17,928,040	88.61	17,928,000	40	100.00	0.00

Resolution 5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2017-18.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda /	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		15,174,060	100.00	15,174,060	-	100.00	-
Public-Institutions	E-Voting	2,586,594	2,546,796	98.46	2,546,796	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2,546,796	98.46	2,546,796	-	100.00	-
Public- Non Institutions	E-Voting	2,471,431	205,618	8.32	205,617	1	100.00	0.00
	Poll		1,484	0.06	1,484	-	100.00	-
	Total		207,102	8.38	207,101	1	100.00	0.00
Total		20,232,085	17,927,958	88.61	17,927,957	1	100.00	0.00





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

Scrutiniser's Report

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the
Companies (Management and Administration) Rules, 2014]*

19th July 2017

To,
The Chairman,
Sundaram-Clayton Limited
"Jayalakshmi Estates",
29, Haddows Road,
Chennai - 600 006

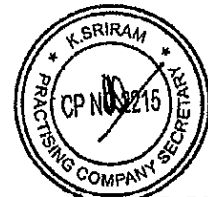
Dear Sir,

**Sub: E-voting and ballot process in respect of your company's 55th Annual General meeting
(AGM) on 19th July 2017 - submission of Scrutiniser's report**

I have, vide resolution passed by your Board of Directors on 3rd May 2017, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said AGM. I submit my report as under:

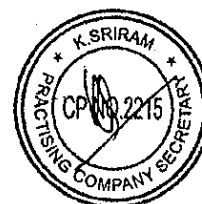
1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 106184 for the same.
2. Notice convening the AGM (along with the Annual report for the year ended 31st March 2017) was sent to 16,477 members (including shareholders whose shares were lying in Sundaram-Clayton Limited unclaimed suspense account) of the company as on 16th June 2017, as set out below:
 - (a) Through e-mail (sent by NSDL) to 9,009 members on 23rd June 2017.
 - (b) Through registered parcel/ speed post/ airmail to 9,243 members, on 23rd June 2017.
 - (c) Through e-mail (wherever available) as well as through registered parcel / speed post, in the case of 1,775 members [included in both (a) and (b) above].
 - (d) Through registered parcel/ airmail to 765 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 1st July 2017.
3. Notice convening the 55th AGM (along with the Annual report for the year ended 31st March 2017) was also hand delivered/ couriered to the Directors and Auditors on 23rd June 2017.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 24th June 2017 in Business Standard (in English) and Dinamani (in Tamil).
5. **12th July 2017** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.

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Scrutiniser's report on remote e-voting and ballot process at the AGM

6. As on the cut-off date, the Company's paid-up equity share capital consisted of 2,02,32,085 equity shares of Rs. 5/- each. This included 31,238 equity shares (of 472 equity shareholders) lying in Sundaram -Clayton Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (LODR). Accordingly, 15,961 members were eligible to vote on an aggregate of 2,02,00,847 equity shares.
7. The remote e-voting facility was available **from 9.00 A.M. on 16th July 2017 to 5.00 P.M. on 18th July 2017.**
8. The **AGM was held** on Wednesday the **19th July 2017 at 10.00 A.M.** at 'The Music Academy', New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai 600 014.
9. Ballot process was carried out at the AGM by distributing ballot papers to enable those members attending the AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
10. The two empty ballot boxes used for the ballot process were displayed and locked in my presence.
11. On the completion of the ballot process:
 - (a) I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.
 - (b) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
12. I have **scrutinized the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the AGM venue), and validated the same with the list of members and their holding as on the cut-off date.
13. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 31,238 equity shares lying in Sundaram - Clayton Limited Unclaimed Suspense Account in terms of LODR.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.
14. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained in electronic form.
15. The participation of members in the voting was as follows:
 - (a) 98 members participated in the remote e-voting process; and
 - (b) 44 ballots were received for the ballot process at the AGM.
16. Out of the 44 ballot papers received, 22 ballot papers were treated as invalid for the following reasons:
 - (a) 20 (twenty) ballot papers did not indicate the number of shares in respect of which voting rights were exercised;
 - (b) Signature on one (1) ballot paper did not match with the specimen on record; and
 - (c) Attendance at the AGM was not recorded for 1 (one) ballot paper.



SUNDARAM -CLAYTON LIMITED-55th AGM on 19th July 2017
Scrutiniser's report on remote e-voting and ballot process at the AGM

17. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Item No.	Type of resolution	Subject matter
1	Ordinary	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2017 together with the reports of the Board of Directors' and Auditors' thereon.
2	Ordinary	Re-appointment of Mr Sudarshan Venu (holding DIN 03601690) as director, who retires by rotation.
3	Ordinary	Re-appointment of Mr K Mahesh (holding DIN 00051438) as director, who retires by rotation.
4	Ordinary	Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, having firm registration No. 007761S as Statutory Auditors of the Company and fixing their remuneration.
5	Ordinary	Ratification of remuneration payable to Mr. A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2017-18.

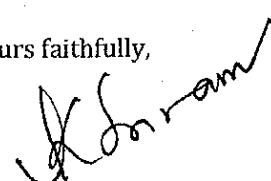
18. The combined results of voting through remote e-voting and ballot process at the AGM venue are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	120	17928041	118	17927874	99.9991	2	167	0.0009
2.	119	17928040	118	17928039	100	1	1	-
3.	118	17927708	106	17219159	96.0477	12	708549	3.9523
4.	119	17928040	117	17928000	99.9998	2	40	0.0002
5.	118	17927958	117	17927957	100	1	1	-

19. All the five (5) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 19th July 2017. You may declare the results accordingly.

Thanking you,

Yours faithfully,


K. Sriram,
 Practising Company Secretary (CP No: 2215),
 Scrutiniser

