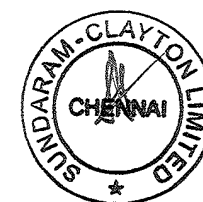


Results of voting through electronic means and physical ballot

Date of the AGM	29 th August 2018
Total number of shareholders on record date	17,151
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 1223
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil

Resolution 1	Adoption of both standalone and consolidated audited financial statements for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon.
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		2,013,256	61.62	2,013,256	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,013,256	61.62	2,013,256	-	100.00	-
Public- Non Institutions	E-Voting		202,671	11.32	202,630	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,082	11.39	204,041	41	99.98	0.02
Total		20,232,085	17,391,398	85.96	17,391,357	41	100.00	0.00

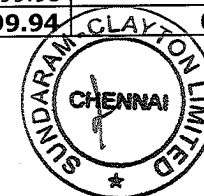


Resolution 2	Re-appointment of Dr. Lakshmi Venu, as director, liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

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	3,267,016	2,607,503	79.81	2,607,503	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2,607,503	79.81	2,607,503	-	100.00	0.00
Public- Non Institutions	E-Voting	1,791,009	202,686	11.32	202,645	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total		204,097	11.40	204,056	41	99.98	0.02
Total		20,232,085	17,985,660	88.90	17,985,619	41	100.00	0.00

Resolution 3	Re-appointment of Mr Gopal srinivasan, as 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	3,267,016	2,013,256	61.62	2,003,574	9,682	99.52	0.48
	Poll		-	-	-	-	-	-
	Total		2,013,256	61.62	2,003,574	9,682	99.52	0.48
Public- Non Institutions	E-Voting	1,791,009	202,536	11.31	202,495	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total		203,947	11.39	203,906	41	99.98	0.02
Total		20,232,085	17,391,263	85.96	17,381,540	9,723	99.94	0.06

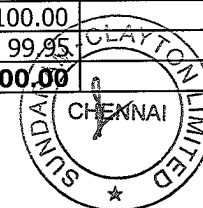


Resolution 4	Re-appointment of Mr. K Mahesh as a Non-Executive Director of the Company on attaining 75 years of age.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes 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		2,013,256	61.62	1,303,574	709,682	64.75	35.25
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,013,256	61.62	1,303,574	709,682	64.75	35.25
Public- Non Institutions	E-Voting		202,686	11.32	202,535	151	99.93	0.07
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,097	11.40	203,946	151	99.93	0.07
Total		20,232,085	17,391,413	85.96	16,681,580	709,833	95.92	4.08

Resolution 5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2018-19.
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	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		2,607,503	79.81	2,607,503	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,607,503	79.81	2,607,503	-	100.00	-
Public- Non Institutions	E-Voting		202,686	11.32	202,584	102	99.95	0.05
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,097	11.40	203,995	102	99.95	0.05
Total		20,232,085	17,985,660	88.90	17,985,558	102	100.00	0.00





B.CHANDRA
PRACTISING COMPANY SECRETARY

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Chennai - 26

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H/P: 9840276313, 9840375053

FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 21st August 2018

To

The Chairman,

of the Annual General Meeting of M/s. SUNDARAM -CLAYTON LIMITED, held on 20th August, 2018 at, "The Music Academy", New No.168, (Old No. 306) T. T. K Road, Chennai 600 014 at 10.25 a.m.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under - Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 22nd May 2018 for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. SUNDARAM -CLAYTON LIMITED, held on 20th August 2018 at "The Music Academy", New No.168, (Old No.

B Chandra



306) T.T.K Road, Chennai 600 014 at 10.25 a.m. on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 25 th July 2018 and to the other shareholders by registered post on the same date and subsequently, the Notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BUSINESS STANDARD" on 26 TH July, 2018 and a vernacular newspaper "DINA MANI" on the same date.
c.	The remote e-voting period commenced on 17 th August, 2018 at 09:00 A.M. and ended on the close of 19 th August, 2018 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on 19 th August, 2018 at 05:00 P.M, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on 20 th August, 2018.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

B. CHANDRA
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PRACTISING COMPANY SECRETARY

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To adopt Audited Financial Statements including consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2018 together with the reports of Board of Director's and Auditor's thereon.	Ordinary
2	To Re-appoint Dr. Lakshmi Venu (DIN: 02702020) as Director, who retires by rotation and being eligible, offers herself for reappointment.	Ordinary
3	To Re-appoint Mr. Gopal Srinivasan (DIN: 00177699) as Director, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
4	To Re-appoint Mr. K Mahesh (DIN: 00051438) as a Non-Executive Director of the Company on attaining 75 years of age, by way of a Special Resolution.	Special
5	To Ratify the remuneration payable to Cost auditor Mr A N Raman, Practising Cost Accountant, holding Membership No. 5359 for the financial year 2018-2019	Ordinary

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The results of the remote e-voting by electronic means and ballot voting are as follows:

The details of the number of members present and voting in person or by proxy 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 either by e-voting/ poll in the AGM		Number of members who cast valid Votes	Number of members whose votes were considered invalid
	ASSENT	DISSENT		
1	96	1	97	10
2	98	1	99	10
3	86	11	97	10
4	84	14	98	10
5	96	3	99	10

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No. of Votes Cast		Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
	IN FAVOUR	AGAINST				
1	17391357	41	17391398	99.9998	0.0002	Passed as ordinary resolution
2	17985619	41	17985660	99.9998	0.0002	Passed as ordinary resolution
3	17381540	9723	17391263	99.9441	0.0559	Passed as ordinary resolution
4	16681580	709833	17391413	95.9185	4.0815	Passed as special resolution
5	17985558	102	17985660	99.9994	0.0006	Passed as ordinary resolution

B U e



Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1-3 and 5, and in respect of resolutions No 4, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records have been sealed and kept under my safe custody for handing over to the Company after signing of the minutes by the Chairman.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,



B CHANDRA

Company Secretary in Practice

CP No 7859

Encl: Polling Papers 37 in number.