

Sundaram-Clayton Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 20th August 2015 (Being the date of Annual General Meeting)

Total shareholders as on 13th August 2015 (Cut off Date): 15548

Details of voting on the ordinary resolutions as detailed in the notice of 53rd Annual General Meeting

Resolution No. 1	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Adoption of Accounts for the year ended 31st March 2015	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,37,207	-	100.00%	0.00%
	Public - Others	19,84,916	2,01,134	10.13%	2,01,129	5	100.00%	0.00%
	Total	2,02,32,085	1,76,12,401	87.05%	1,76,12,396	5	100.00%	0.00%

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Re-appointment of Mr K Mahesh as director	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,30,305	6,902	99.69%	0.31%
	Public - Others	19,84,916	2,01,144	10.13%	2,00,699	445	99.78%	0.22%
	Total	2,02,32,085	1,76,12,411	87.05%	1,76,05,064	7,347	99.96%	0.04%

Resolution No. 3	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Re-appointment of Dr Lakshmi Venu as director	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,37,207	-	100.00%	0.00%
	Public - Others	19,84,916	2,01,152	10.13%	2,00,735	417	99.79%	0.21%
	Total	2,02,32,085	1,76,12,419	87.05%	1,76,12,002	417	100.00%	0.00%

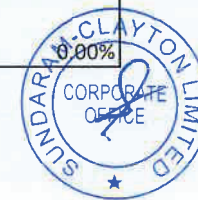


Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment of M/s Sundaram & Srinivasan as Statutory Auditors	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	14,83,213	48.26%	14,83,213	-	100.00%	0.00%
	Public - Others	19,84,916	2,01,157	10.13%	2,00,742	415	99.79%	0.21%
	Total	2,02,32,085	1,68,58,430	83.33%	1,68,58,015	415	100.00%	0.00%

Resolution No.5	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Remuneration payable to Mr. AN Raman, Cost Auditor	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,37,207	-	100.00%	0.00%
	Public - Others	19,84,916	2,00,175	10.08%	1,99,769	406	99.80%	0.20%
	Total	2,02,32,085	1,76,11,442	87.05%	1,76,11,036	406	100.00%	0.00%

Resolution No.6	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Re-appointment and remuneration payable to Dr Lakshmi Varma as Joint Managing Director	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,30,305	6,902	99.69%	0.31%
	Public - Others	19,84,916	2,00,897	10.12%	2,00,470	427	99.79%	0.21%
	Total	2,02,32,085	1,76,12,164	87.05%	1,76,04,835	7,329	99.96%	0.04%

Resolution No.7	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment and remuneration payable to Mr Sudarshan Venug as Joint Managing Director	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	30,73,109	22,37,207	72.80%	22,37,207	-	100.00%	0.00%
	Public - Others	19,84,916	2,01,157	10.13%	2,00,716	441	99.78%	0.22%
	Total	2,02,32,085	1,76,12,424	87.05%	1,76,11,983	441	100.00%	0.00%



K. SRIRAM, B.Com., A.C.A., F.C.S.
Practising Company Secretary

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Scrutiniser's Report

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

21st August 2015

To,
The Chairman,
Sundaram-Clayton Limited
"Jayalakshmi Estates",
No.29 (Old No 8), Haddows Road
Chennai – 600 006

Dear Sir,

Sub: Remote e-voting and ballot in respect of your Company's 53rd Annual General meeting (AGM) on 20th August 2015

I have been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the above referred AGM. I submit my report as under:

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) 102242 for the same.

1. Notice dated 8th May 2015 convening the AGM was sent to 15,457 members of the Company as on 17th July 2015, as set out below:
 - (a) Through e-mail (sent by NSDL) on 27th July 2015 to 6,232 members;
 - (b) Through registered parcel (sent by the share transfer agent) on 26th July 2015 to 10,563 members (including 1,338 members based in Chennai to whom emails were also sent); and
 - (c) Through registered parcel (sent by the share transfer agent) on 7th August 2015 to 613 members, not based in Chennai, in respect of whom the e-mails sent by NSDL had bounced.
2. The prescribed particulars with regard to the remote e-voting process were duly advertised on 28th July 2015 in The Hindu - Business line (in English) and Makkal Kural (in Tamil).
3. **13th August 2015** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate in the said remote e-voting/ ballot paper process.



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

4. As on the cut-off date, the paid-up equity share capital consisted of 2,02,32,085 equity shares of Re.5/- each. This included 33,361 equity shares lying in Sundaram-Clayton Limited Unclaimed Suspense Account on which voting rights were frozen in terms of clause 5A(II) of the listing agreement with stock exchanges. Accordingly, **15,049 members were eligible to vote on an aggregate of 2,01,98,724 equity shares.**
5. **Remote e-voting facility was open for six days from 9.00 a.m. on 14th August 2015 and closed at 5.00 p.m. on 19th August 2015, the day preceding the AGM.**
6. **The AGM was held on Thursday, the 20th August, 2015, at 10:00 a.m.,** at the Music Academy, T T Krishnamachari Auditorium (Main Hall), New No. 168, T T K Road, Royapettah, Chennai – 600014.
7. Members attending the AGM in person or through proxy, who had not voted through remote e-voting, were provided the facility for voting at the AGM through ballot papers.
8. The Three empty ballot boxes, which used for the voting process at the AGM, were displayed and locked in my presence.
9. On the completion of the poll process:
 - (a) I opened all the ballot boxes in the presence of two witnesses not in the employment of the company.
 - (b) I also unblocked the electronic votes cast through remote e-voting in the presence of two witnesses not in the employment of the company.
10. I have scrutinized the votes cast:
 - (a) Electronically, through remote e-voting, between 9.00 a.m. on 14th August 2015 and closed at 5.00 p.m. on 19th August 2015, in the platform provided by NSDL; and
 - (b) Physically at the AGM through ballot papers.
11. I have validated the votes cast with the list of members and their holding as on the cut-off date.
12. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 33,361 equity shares lying in Sundaram Clayton Limited Unclaimed Suspense Account in terms of clause 5A(II) of the listing agreement.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the poll process at the AGM.
13. I have recorded particulars of the votes cast, through remote e-voting and ballot at the AGM, in a separate register maintained in electronic form.



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14. The items of business set out in the notice and covered by the e-voting/ ballot are:

Item	Type of resolution	Subject matter
1	Ordinary	Adoption of audited financial statements including the consolidated financial statements for the year ended 31 st March 2015 and reports of the Board of Directors and Auditors.
2	Ordinary	Re-appointment of Mr. K.Mahesh (DIN 00051438), who retires by rotation, as director.
3	Ordinary	Re-appointment of Dr. Lakshmi Venu (DIN 02702020), who retires by rotation, as director.
4	Ordinary	Ratification of appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (<i>Firm Registration No. 004207S</i>), as Statutory Auditors and fixing their remuneration.
5	Ordinary	Ratification of remuneration to Mr. A N Raman, Practising Cost Accountant (<i>Membership No. 5359</i>) as Cost Auditor for 2015-16
6	Ordinary	Re-appointment of Dr. Lakshmi Venu (DIN 02702020), as the joint Managing Director
7	Ordinary	Appointment of Mr. Sudarshan Venu, (DIN 03601690), as the Joint Managing Director.

15. The results of voting through remote e-voting and through ballot 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.	114	17612401	113	17612396	99.99997	1	5	0.00003
2.	115	17612411	107	17605064	99.95829	8	7347	0.04171
3.	115	17612419	110	17612002	99.99763	5	417	0.00237
4.	112	16858430	108	16858015	99.99754	4	415	0.00246
5.	114	17611442	110	17611036	99.99769	4	406	0.00231
6.	114	17612164	104	17604835	99.95839	10	7329	0.04161
7.	116	17612424	110	17611983	99.99750	6	441	0.00250



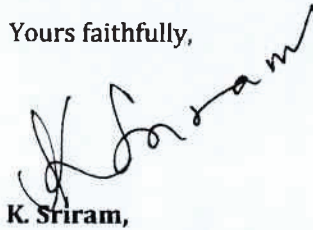
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16. All the Seven (7) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 20th August 2015.

Please declare the results accordingly.

Thanking you,

Yours faithfully,



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

