

Results of voting through electronic means and physical ballot

Date of the AGM	2 nd September 2016
Total number of shareholders on record date	15,520
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 1095
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 2016.
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	3,174,195	2,591,021	81.63	2,591,021	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2,591,021	81.63	2,591,021	-	100.00	-
Public- Non Institutions	E-Voting	1,883,830	203,588	10.81	203,588	-	100.00	-
	Poll		1,525	0.08	1,525	-	100.00	-
	Total		205,113	10.89	205,113	-	100.00	-
Total		20,232,085	17,970,194	88.82	17,970,194	-	100.00	-



Resolution 2	Re-appointment of Mr Gopal Srinivasan (DIN: 00177699), 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	3,174,195	2,591,021	81.63	1,886,782	704,239	72.82	27.18
	Poll		-	-	-	-	-	-
	Total		2,591,021	81.63	1,886,782	704,239	72.82	27.18
Public- Non Institutions	E-Voting	1,883,830	203,573	10.81	203,573	-	100.00	-
	Poll		1,525	0.08	1,525	-	100.00	-
	Total		205,098	10.89	205,098	-	100.00	-
Total		20,232,085	17,970,179	88.82	17,265,940	704,239	96.08	3.92

Resolution 3	Re-appointment of Mr T K Balaji (DIN: 00002010), 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	3,174,195	2,591,021	81.63	1,886,782	704,239	72.82	27.18
	Poll		-	-	-	-	-	-
	Total		2,591,021	81.63	1,886,782	704,239	72.82	27.18
Public- Non Institutions	E-Voting	1,883,830	203,588	10.81	203,588	-	100.00	-
	Poll		1,525	0.08	1,525	-	100.00	-
	Total		205,113	10.89	205,113	-	100.00	-
Total		20,232,085	17,970,194	88.82	17,265,955	704,239	96.08	3.92



Resolution 4	Ratification of re-appointment of M/s. Sundaram & Srinivasan , Chartered Accountants, Chennai (Firm Registration No. No.004207S), as Statutory Auditors for the last year in transitional period of three consecutive years on such remuneration as may be mutually agreed to.	
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	3,174,195	1,829,939	57.65	1,132,846	697,093	61.91	38.09
	Poll		-	-	-	-	-	-
	Total		1,829,939	57.65	1,132,846	697,093	61.91	38.09
Public- Non Institutions	E-Voting	1,883,830	203,588	10.81	203,588	-	100.00	-
	Poll		1,525	0.08	1,525	-	100.00	-
	Total		205,113	10.89	205,113	-	100.00	-
Total		20,232,085	17,209,112	85.06	16,512,019	697,093	95.95	4.05





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]*

2nd September 2016

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 54th Annual General meeting (AGM) on 2nd September 2016 - submission of Scrutiniser's report

Your Board of Directors have, vide resolution passed on 12th May 2016, appointed me to act as the Scrutiniser for the remote e-voting and the ballot processes, in connection with the said AGM. As both the processes have been completed today, I am submitting my consolidated 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) **104391** for the same.
2. Notice convening the 54th AGM (along with the Annual report for the year ended 31st March 2016) was sent to 15,512 members (including shareholders whose shares were lying in Sundaram-Clayton Limited - Unclaimed Suspense Account) of the Company as on 22nd July 2016, as set out below:
 - (a) Through e-mail (sent by NSDL) to 6,995 members on 28th July 2016.
 - (b) Through registered parcel/ speed post/ registered airmail (sent by the Company's In-house Share Transfer Agency) to 10,100 members, on 27th and 28th July 2016.
 - (c) Through e-mail (wherever available) as well as through registered parcel / speed post, in the case of 1,583 members residing in Chennai [included in both (a) and (b) above].
 - (d) Through registered parcel to 24 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 3rd August 2016.
3. Notice convening the 54th AGM (along with the Annual report for the year ended 31st March 2016) was sent to the Directors and the Auditors on 29th July 2016. The notice was also submitted to the stock exchanges in which the Company's shares are listed on 29th July 2016.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 29th July 2016 in Business Standard (in English) and Dinamani (in Tamil).
5. **26th August 2016** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate either in the said remote e-voting through the NSDL portal or in the ballot process at the AGM venue.



Sundaram-Clayton Limited-54th AGM on 2nd September 2016
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 32,109 equity shares (of 483 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, **15,037 members were eligible to vote on an aggregate of 2,01,99,976 equity shares.**
7. The **remote e-voting** facility was kept open in the NSDL portal **from 9.00 am on 30th August 2016 to 5.00 pm on 1st September 2016.** Seventy-seven (77) members voted through remote e-voting.
8. The 54th AGM was duly held at "The Music Academy", New No.168, (Old No. 306) TTK Road, Royapettah, Chennai 600 014 on Friday, the 2nd September 2016 at 10.00 a.m.
9. The Chairman announced that a ballot process would be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights.
10. I displayed to the members present the two empty ballot boxes meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.
11. On completion of the voting through ballot process at 10.30 a.m, the Chairman declared the AGM as closed.
12. I then opened both the ballot boxes in the presence of two witnesses not in the employment of the Company and counted the number of ballots. A total of thirty-five (35) ballots were cast in the ballot process, out of which twelve (12) ballots were treated as invalid on account of the following reasons:
 - (a) Number of shares on which votes were cast were not indicated (7 ballots);
 - (b) Signatures did not match with the specimen available (3 ballots);
 - (c) Two ballots submitted for the same folio (1 ballot); and
 - (d) No shareholding as on the cut-off date (1 ballot)
13. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
14. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 32,109 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.
15. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
16. The items of business set out in the notice convening the 54th AGM and covered by the remote e-voting and ballot processes were:

Item No.	Type of resolution	Subject matter
1.	Ordinary	Adoption of audited financial statements (<i>standalone and consolidated</i>) and reports of the Board of Directors and the Auditors for the year ended 31 st March 2016



Sundaram-Clayton Limited-54th AGM on 2nd September 2016
Scrutiniser's report on remote e-voting and ballot process at the AGM

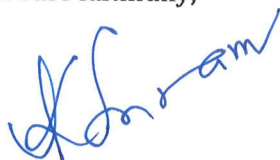
Item No.	Type of resolution	Subject matter
2.	Ordinary	Re-appointment of Mr. Gopal Srinivasan (<i>holding DIN 00177699</i>), as a director liable to retire by rotation.
3.	Ordinary	Re-appointment of Mr. T K Balaji (<i>holding DIN 00002010</i>), as a director liable to retire by rotation.
4.	Ordinary	Ratification of re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (<i>having Firm Registration No. 004207S</i>), as Statutory Auditors for the last year in the transitional term of three consecutive years on such remuneration as may be mutually agreed to.

17. The consolidated results of the voting through remote e-voting through NSDL portal (electronic ballots) and the ballot process at the AGM venue (physical ballots) are as under:

Item No.	<i>Electronic and physical ballots/ votes cast</i>							
	Total		In favour of the resolution			Against the resolution		
	<i>Ballots</i>	<i>Votes cast</i>	<i>Ballots</i>	<i>Votes cast</i>	<i>% of votes</i>	<i>Ballots</i>	<i>Votes cast</i>	<i>% of votes</i>
1.	100	1,79,70,194	100	1,79,70,194	100.00%	0	0	0.00%
2.	99	1,79,70,179	93	1,72,65,940	96.08%	6	7,04,239	3.92%
3.	100	1,79,70,194	94	1,72,65,955	96.08%	6	7,04,239	3.92%
4.	97	1,72,09,112	96	1,65,12,019	95.95%	1	6,97,093	4.05%

18. All the four (4) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 2nd September 2016. You may declare the results accordingly.

Thanking you,
Yours faithfully,



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

