

Sundaram-Clayton Limited

Registered Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006.

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NOTICE OF THE 56TH ANNUAL GENERAL MEETING AND REMOTE E-VOTING INFORMATION

NOTICE is hereby given that the 56th Annual General Meeting (AGM) of the members of the Company will be held on Monday, the 20th August, 2018, at 10.25 a.m. at 'The Music Academy', New No. 168 (Old No. 306) TTK Road, Royapettah, Chennai - 600 014 to transact the business as set out in the Notice of AGM dated 22nd May 2018.

The Notice of AGM, Annual Report along with Attendance Slip and Proxy Form have been sent in electronic mode to members, whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copies of the same have been sent to all other members at their registered address in the permitted mode. The Company has completed dispatch of Notice and Annual Report on 25th July 2018.

The copy of the Notice of AGM and the Annual Report are also available on the Company's website www.sundaram-clayton.com and also on the National Securities Depository Limited (NSDL) website www.evoting.nsdl.com. Members, who had not received the Annual Report may download it from the Company's website or may request for a copy of the same by writing to the Company Secretary at the above mentioned email ID or at the Registered Office address of the Company. Members holding shares either in physical form or dematerialized form as on the cut-off date (13th August, 2018) may cast their vote electronically on each item of the business as set forth in the Notice of the 56th AGM through the electronic voting system on NSDL from a place other than the place of venue of AGM ('remote e-voting').

All the members are informed that:

1. The ordinary and special business as set out in the Notice of AGM may be transacted through voting by electronic means.
2. The remote e-voting shall commence at 9:00 a.m. (IST) on Friday, 17th August, 2018.
3. The remote e-voting shall end at 5:00 p.m. (IST) on Sunday, 19th August, 2018.
4. Remote e-voting shall not be allowed beyond 5.00 p.m. (IST) on Sunday, 19th August, 2018.
5. The remote e-voting module shall be disabled for voting after the date and time mentioned above. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
6. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 13th August, 2018.
7. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date may obtain the login ID and password by sending a request to evoting@nsdl.co.in or to Mr K Raman, Assistant General Manager - Shares Department, I Floor, Jayalakshmi Estates, No.29, Haddows Road, Chennai 600 006, email: raman@scl.co.in. However, if the member is already registered with NSDL for e-voting then such member can use his / her existing User ID and password for casting his / her vote.
8. The facility for voting through Ballot Paper shall also be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall also be able to exercise their right at the meeting through Ballot Paper.
9. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting or voting through Ballot Papers at the AGM.
11. The Company has appointed M/s. B Chandra & Associates, Company Secretaries, as the scrutinizer to scrutinize both the remote e-voting process and voting through Ballot Paper at the venue of AGM in a fair and transparent manner.
12. In case of any queries, the member may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990. You may also send queries / grievances relating to remote e-voting to Mr Nitin Ambure, Vice President, NSDL, Trade World - A Wing, Kamala Mills Compound Lower Parel, Mumbai - 400 013, email: nitina@nsdl.co.in, Tel.: (022) 2499 4587 or Mr K Raman, Assistant General Manager - Shares Department, email: raman@scl.co.in.
13. Please keep your most updated email ID registered with the Company / your Depository Participant to receive timely communication.