

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fifty-seventh annual general meeting of the Company (AGM) will be held at 'The Music Academy', New No. 168 (Old No. 306) T.T.K. Road, Royapettah, Chennai 600 014 on Tuesday, the 23<sup>rd</sup> of July, 2019 at 10.35 A.M to transact the following businesses:

### **ORDINARY BUSINESS**

1. To consider passing the following resolution as an ordinary resolution:

RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March 2019, together with the Directors' Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.

2. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

3. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Mr T K Balaji (holding DIN 00002010), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

### **SPECIAL BUSINESS**

4. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT subject to the provisions of Sections 149 (read with Schedule IV), 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the Act, 2013) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms Sasikala Varadachari (holding DIN 07132398), who was appointed as an Additional Director and Non-Executive Independent Director, and who holds office upto the date of this AGM and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, consent of Members be and is hereby accorded for her appointment as a Non-Executive and Independent Director of the Company, for a term of five consecutive years w.e.f. 24<sup>th</sup> October 2018 and whose office shall not be liable to retire by rotation during the period, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time including reimbursement of expenses and fees for participation in the

meetings of the board and / or committees in terms of applicable provisions of the Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Vice Admiral P J Jacob (DIN 00173785), who holds office as an Independent Director upto 20<sup>th</sup> August 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 21<sup>st</sup> August 2019 to 20<sup>th</sup> August 2024 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Act, 2013 and as determined by the board from time to time."

6. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr V Subramanian (DIN 00357727), who holds office as an Independent Director upto 20<sup>th</sup> August 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 21<sup>st</sup> August 2019 to 20<sup>th</sup> August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Act, 2013 and as determined by the board from time to time."

7. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr S Santhanakrishnan (DIN 00005069), who holds office as an Independent Director upto 20<sup>th</sup> August 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 21<sup>st</sup> August 2019 to 20<sup>th</sup> August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Act, 2013 and as determined by the board from time to time."

8. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr R Vijayaraghavan (DIN 00026763), who holds office as an Independent Director upto 20<sup>th</sup> August 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 21<sup>st</sup> August 2019 to 20<sup>th</sup> August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Act, 2013 and as determined by the board from time to time."

9. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Kamlesh Gandhi (DIN 00004969), who holds office as an Independent Director upto 20<sup>th</sup> August 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 21<sup>st</sup> August 2019 to 20<sup>th</sup> August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time."

10. To consider passing the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV), 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr R Gopalan (DIN 01624555), who holds office as an Independent Director upto 23<sup>rd</sup> July 2019 and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013 and being eligible, consent of members be and is hereby accorded for his re-appointment as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 24<sup>th</sup> July 2019 to 23<sup>rd</sup> July 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Act, 2013 and as determined by the board from time to time."

11. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 3.50 lakhs (Rupees three lakhs and fifty thousand only), in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses,

payable to Mr A N Raman, practising cost accountant, holding Membership No. 5359, allotted by The Institute of Cost Accountants of India, who was re-appointed as cost auditor of the Company for the year 2019-20 by the board of directors of the Company, as recommended by the audit committee, be and is hereby ratified.

By order of the Board of Directors

Chennai  
2<sup>nd</sup> May 2019

R Raja Prakash  
Company Secretary

Registered office:  
"Jayalakshmi Estates"  
29, Haddows Road  
Chennai - 600 006

Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), in respect of the special businesses to be transacted at the AGM, as set out in the Notice is annexed hereto.

### Proxy

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting.**

**A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.**

2. During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, a member is entitled to inspect the proxies lodged, at any time during the business hours of the Company.

### Unclaimed Dividend

3. In terms of Section 124 of the Act 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
4. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., [www.iepf.gov.in](http://www.iepf.gov.in).

### General

5. With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
6. A Corporate Member, intending to send its authorised representative to attend the Meeting in terms of Section 113 of the Act, 2013 is requested to send to the Company a certified copy of the Board Resolution / power of attorney authorizing such representative to attend and vote on its behalf at the Meeting.
7. Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website viz., [www.sundaram-clayton.com](http://www.sundaram-clayton.com) for their download. The physical copies of the aforesaid documents including annexures along with Notice will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 Noon on all working days, from 20<sup>th</sup> June 2019 till the date of AGM.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided in the Attendance Slip annexed to Proxy Form. Members/ Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting. Members are requested to write their Client ID and DP ID / Folio numbers in the attendance slip for attending the Meeting and handover the slip at the entrance of the meeting hall.

### Members holding shares in electronic form

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat account.
11. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address / name, e-mail address, contact numbers, etc., to their DP.
12. The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
13. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting along with



Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / DPs for communication purposes, unless any member has requested for a hard copy of the same.

14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost. For any communication, the members may also send their requests to [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in).

#### **Members holding shares in physical form**

15. Members can submit their PAN details to the Company / Share Transfer Department.
16. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nomination as per Section 72 of the Act, 2013 by filling Form SH-13, power of attorney, change of address / name, e-mail address, contact numbers, etc., with the Company / Share Transfer Department. Blank forms (SH-13) will be supplied on request.
17. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

For members who have not registered their email address, physical copies of Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

#### **Voting**

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
19. The facility for voting through Ballot papers shall be made available at the venue of AGM and the members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at AGM.
20. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended ('the Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has provided facility to exercise votes through electronic voting system, to members holding shares as on 16<sup>th</sup> July 2019 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the remote e-Voting process through the platform provided by NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or Ballot Paper.

The instructions for remote e-Voting are as under:

- (A) For members - who receive notice of AGM through e-mail:
- (i) Launch internet browser by typing the following [www.evoting.nsdl.com](http://www.evoting.nsdl.com);
  - (ii) Enter the login credentials, i.e., User ID and Password mentioned in your email. However, if you have already registered with NSDL for e-Voting, you can use your existing User ID and Password for casting your votes;
  - (iii) Initial password is provided in the body of the e-mail;
  - (iv) After entering the details appropriately, click on LOGIN;
  - (v) You will reach the Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
  - (vi) You need to login again with the new credentials;
  - (vii) On successful login, the system will prompt you to select the EVEN, i.e Sundaram-Clayton Limited;
  - (viii) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-Off-date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all the number of shares and click "FOR" / "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the 'Cut-Off date'. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head;
  - (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account;
  - (x) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click 'OK' to confirm or 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions;
  - (xi) Corporate / Institutional Members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at [bchandraandassociates@gmail.com](mailto:bchandraandassociates@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);

- (xii) Members can cast their vote online from 20<sup>th</sup> July 2019 (Saturday) (9 a.m.) till 22<sup>nd</sup> July 2019 (Monday) (5 p.m.) through remote e-Voting. Thereafter, the remote e-Voting module will be disabled by NSDL for voting and hence e-Voting will not be allowed beyond the aforesaid date and time;

Only members as on the Cut-Off date, who have not cast their vote through remote e-Voting will be able to exercise their voting right at AGM through ballot paper;

The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again;

A person who is not a member as on the Cut Off date should treat this Notice for information purposes only; and

- (xiii) In case of any query, the member may refer the Frequently Asked Questions (FAQs) and remote e-Voting user manual for Members available at the downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

(B) For members who receive the Notice of AGM in physical form:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM.

EVEN (remote e-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow steps from Sl. No. (ii) to (xiii) under heading (A) above to vote through e-Voting platform.

(C) General Instructions:

- (i) The Notice of the AGM is being sent (by email where email ID is available and in physical form in other cases) to the members holding shares of the Company as on 20<sup>th</sup> June 2019;

Where Notice is sent by email, User ID and password are sent in the email itself. Where notice is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for the AGM sent along with the Notice;

Shareholders who become members of the Company, after despatch of notice and hold shares as on 16<sup>th</sup> July 2019 may obtain the User ID and password for e-Voting by sending an email, intimating DP ID and Client ID / Folio No. to [raman@scl.co.in](mailto:raman@scl.co.in) or member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or can vote through ballot paper distributed at the venue of AGM;

- (ii) M/s B Chandra & Associates, Practising Company Secretaries (Reg. No. P2017TN065700), Chennai have been appointed by the Board as scrutinizer for conducting the remote e-Voting process and voting through ballot papers at the AGM, in a fair and transparent manner;

- (iii) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of at least two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other Director, who shall countersign the same; and

- (iv) The Scrutinizer will submit their report to the Chairman, or any other Director, who will declare the result of the voting. The results declared along with the Scrutinizer's report will be placed on the Company's website [www.sundaram-clayton.com](http://www.sundaram-clayton.com) & on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite number of votes, shall be deemed to be passed at the AGM scheduled to be held on 23<sup>rd</sup> July 2019.

22. Route-map to the venue of AGM is provided in the attendance slip;

23. Any query relating to financial statements must be sent to the Company's Registered Office atleast seven days before the date of AGM;

24. In accordance with the provisions of Article 129 of the Articles of Association of the Company, M/s Sudarshan Venu and T K Balaji will retire by rotation at AGM and being eligible offer themselves for re-appointment; and

25. In terms of 36(3) of the Listing Regulations read with Secretarial Standards on General Meeting, brief profile of the directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

#### **I. Mr Sudarshan Venu**

Mr Sudarshan Venu, aged 30 years, completed his graduation in 2010 with Honors at the Jerome Fisher Program in Management and Technology at the University of Pennsylvania, USA.

He holds B.S. in Mechanical Engineering from the School of Engineering and Applied Sciences and B.S. in Economics from the Wharton School - USA. He completed his M.Sc in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

In the initial years, he underwent practical training in Die Casting Division of the Company and in TVS Motor Company Limited (TVSM), the subsidiary company. He serves as the Joint Managing Director of TVSM and is actively involved in all spheres of the management of TVSM and handling wider responsibilities for exploring new business opportunities both in India and abroad.

He attended 4 (four) Board Meetings held during the year 2018-19.

He does not hold any share in the Company. He is related to Mr Venu Srinivasan, Chairman & Managing Director and Dr. Lakshmi Venu, Joint Managing Director of the Company.

Details of his other Directorship and membership / chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	TVS Motor Company Limited	Joint Managing Director	Member : Stakeholders' Relationship Committee and Risk Management Committee
2.	TVS Credit Services Limited	Director	Member : Asset Liability Management Committee
3.	S. Venu Trustee Private Limited	Director	–
4.	TVS Housing Finance Private Limited	Director	–

## II. Mr T K Balaji

Mr T K Balaji, aged 71 years, is a bachelor of engineering, securing first rank from Madras University and is also a Master of Business Administration from IIM Ahmedabad with a Gold medal for outstanding scholastic performance.

Mr T K Balaji is a member of Development Council for Automobiles & allied Industries, Government of India. He was the past President of Automotive Component Manufacturers Association of India (ACMA). He had served on the CII National Council for a number of years. He was conferred a special award by the FIE Foundation of Maharashtra in March 1995 in recognition of his contribution to the development of automotive component industry.

He is the Chairman & Managing Director of Lucas - TVS Limited and Managing Director of Delphi - TVS Diesel Systems Limited.

He is also the Chairman for India Nippon Electricals Limited and Lucas Indian Service Limited.

He is a Member of Audit Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 2 Board Meetings held during the year 2018-19.

Details of his other directorships and memberships / chairmanships of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	India Nippon Electricals Limited	Chairman	Member : Stakeholders Relationship Committee and Nomination and Remuneration Committee
2.	Lucas TVS Limited	Chairman & Managing Director	–
3.	Delphi -TVS Technologies Limited	Managing Director	–

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
4.	Lucas Indian Service Limited	Chairman	–
5.	Titan Company Limited	Director	Member : Audit Committee and Nomination Committee
6.	TVS Automotive Systems Limited	Director	–
7.	TVS Credit Services Limited	Director	–
8.	T V Sundram Iyengar & Sons Private Limited	Director	–
9.	TVS Investments Private Limited	Director	–
10.	India Japan Lighting Private Limited	Chairman	–
11.	Padee Industrial Ventures Private Limited	Director	–
12.	Harita Electric Private Limited	Director	–

## III. Ms Sasikala Varadachari

Ms Sasikala Varadachari, aged 65 years, is a retired banker with over 37 years of experience in the fields of banking operations both in India and Overseas.

Ms Sasikala Varadachari worked as Chief General Manager of State Bank of India (SBI), spearheading the strategic training unit, SBI, corporate center Mumbai and having profound knowledge in Credit and Merchant Banking.

Ms Sasikala was the first CEO of SBI in Israel and was responsible for setting up SBI's Commercial Operations there.

She attended 3 Board Meetings held during the year 2018-19. since her appointment as a Director of the Company.

She does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

Details of her other Directorship and membership / chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	Harita Seating Systems Limited	Director	–
2.	TVS Motor Services Limited	Director	Member: Audit Committee and Nomination & Remuneration Committee
3.	TVS Credit Services Limited	Director	Member: Asset Liability Management Committee and Risk Management Committee
4.	Cholamandalam Home Finance Limited	Chairman	Member: Corporate Social Responsibility Committee

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
5.	Cholamandalam Securities Limited	Chairman	–
6.	Easyaccess Financial Services Limited	Director	Member: Audit Committee
7.	Aadhar Housing Finance Limited	Director	–

#### IV. Mr Vice Admiral P J Jacob

Vice Admiral P J Jacob, aged 78 years, retired in 2001 as the Vice Chief of the Naval Staff. An alumnus of the National Defence Academy, Defence Services Staff College and the National Defence College, he has held a variety of key operational and training assignments in a career spanning forty years. He has commanded the Eastern Fleet, was the Director General of the Indian Coast Guard and the Chief of Personnel of the Navy before taking over as Vice Chief of the Naval Staff. As the Vice Chief, he was active in strategic planning and charting the future development of the Indian Navy. He has overseen numerous training initiatives and has led several Ministry of Defence / Navy delegations to negotiate intergovernmental agreements on strategic issues with various countries. He has also held a diplomatic assignment as the naval attaché in Tehran during a very turbulent period in that country's history.

Since leaving the Navy, he has taken up an assignment as a Director in Dua Consulting, a leading Delhi based firm, consulting in a number of areas such as infrastructure development, maritime, aviation and telecom.

Vice Admiral Jacob is vastly experienced in the field of maritime security. He was appointed by the Sri Lankan Government as its advisor on Maritime security. His experience in this field has also been tapped at various fora like the Asia Centre and the National Institute of Advanced studies Bengaluru. He was also invited by Japanese Ministry of Foreign Affairs to interact with Japanese think tanks on the future of Indo Japanese maritime co-operation.

He was also involved in a second track initiative in conjunction with CII to attract greater Taiwanese investment in India, particularly in IT and small and medium scale manufacturing.

Vice Admiral Jacob has served as a member of the National Security Advisory Board to the Prime Minister of India. He is currently Chairman of the Global India Foundation, an organization aiding decision makers in strategizing policy initiatives.

The Admiral is a recipient of the Param Vishist Seva Medal, Ati Vishist Seva Medal, and the Vishist Seva Medal for distinguished service of an exceptional order.

He is the Chairman of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee and member of Corporate Social Responsibility Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 5 Board Meetings held during the year 2018-19.

He is also a director in Dua Consulting Private Limited.

#### V. Mr V Subramanian

Mr Subramanian, aged 71 years, is a B.Com graduate from University of Madras and Certified Associate of Indian Institute of Bankers, Mumbai.

He joined the premier Indian Administrative Service in 1971 (West Bengal Cadre). He also served as Secretary to the Government of India in Ministry of New and Renewable Energy.

In recognition of expertise and experience in dealing with foreign exchange management in India, he was appointed as Adviser on Loan and Grant Management to the Government of Mozambique, Maputo by Commonwealth Secretariat, London for two and half years. During the stint with Ministry of Finance, he had dealt with public sector projects in the areas of transport, steel & mines, fertilizers, welfare, etc., external commercial borrowings, exchange control and bilateral aid. He successfully negotiated and finalized loans for Public Sector Enterprises (PSEs) and took initiative of taking Indian PSEs to the bond markets of Japan, Germany and Switzerland to access low cost funds.

He has occupied many key senior positions in Government of India and the Government of West Bengal during his career of 37 years. He has extensive experience in Power, Aviation, Labour and Finance sectors. Presently, he is the Secretary General of the Indian Wind Energy Association, a non-governmental body formed by the wind energy generating companies and equipment manufacturers. He was also the Business Development Adviser to the Council for Industrial and Scientific Research at New Delhi in 2008-09. He also offers consultancy to various companies in the field of renewable energy.

He is the member of Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 5 Board Meetings held during the year 2018-19.

Details of his other directorships and memberships/ chairmanships of committees are given below:

S.No.	Name of the Companies	Position held	Committee Memberships / Chairmanships
1.	Bhoruka Power Corporation Limited	Director	–
2.	Suzlon Energy Limited	Director	Member : Audit Committee
3.	Suzlon Power Infrastructure Limited	Director	Member : Audit Committee
4.	Adani Enterprises Limited	Director	Chairman : Stakeholders Relationship Committee Member : Audit Committee
5.	Suzlon Generators Limited	Director	Member : Audit Committee
6.	Suzlon Gujarat Wind Park Limited	Director	Member : Audit Committee
7.	Nourishco Beverages Limited	Director	Member : Audit Committee



S.No.	Name of the Companies	Position held	Committee Memberships / Chairmanships
8.	WindForce Management Services Private Limited	Director	–
9.	Enfragy Solutions India Private Limited	Director	–
10.	GPS Renewables Private Limited	Director	–
11.	Engenrin Energy Private Limited	Director	–
12.	DVS Worldwide Services Private Limited	Director	–

## VI. Mr S Santhanakrishnan

Mr S Santhanakrishnan, aged 75 years, joined the State Bank of India as a probationary officer and he rose to the position of Deputy Managing Director after 36 years of experience. He was also the All India Head of Credit (Corporate Accounts Group) and had the privilege of dealing with all the top 200 companies of India for more than 3 years. He was also the General Manager of SBI Capital Markets Limited and headed the Chennai office for 3 years.

After his retirement from SBI, he headed the Credit Information Bureau of India Limited (CIBIL). During his 3 years tenure as executive chairman he had the privilege of participating in the evolution of the Company as an important credit reference agency and shaped it to be commercially successful.

He is the Chairman of Stakeholders' Relationship Committee and member of Audit Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 5 Board Meetings held during the year 2018-19.

Details of his other Directorship and membership/ chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	Easy Access Financial Services Limited	Director	Member : Audit Committee and Nomination and Remuneration Committee
2.	Reliance Capital Trustee Company Limited	Director	Member : Audit Committee
3.	Sundaram Auto Components Limited	Director	Member : Audit Committee and Nomination and Remuneration Committee

## VII. Mr R Vijayaraghavan

Mr R Vijayaraghavan, aged 69 years, is an advocate in Chennai and has been practicing law for over 20 years. He is the legal advisor to many business groups and is a member of board of directors and audit committee of reputed companies. He has a vast breadth of experience in the fields of corporate law, mergers and acquisitions, tax laws, commercial aspects of doing business in India.

He holds a Master Degree in Science from Madurai University and also Master degree in Business Administration from Syracuse University.

He is a partner of a reputed tax consultant firm in Chennai, providing a single window facility to the business community for all their legal requirements in the form of taxation consultancy, opinion, arbitration and conciliation, documentation approvals and litigation.

He is the member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 5 Board Meetings held during the year 2018-19.

Details of his other Directorship and membership / chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	Sanco Trans Limited	Director	Chairman : Audit Committee, and Member: Nomination and Remuneration Committee
2.	India Nippon Electricals Limited	Director	Chairman : Stakeholders Relationship Committee Member : Audit Committee, and Nomination and Remuneration Committee
3.	Bimetal Bearings Limited	Director	Member : Audit Committee, and Nomination and Remuneration Committee
4.	T Stanes and Company Limited	Director	Member : Audit Committee, and Nomination and Remuneration Committee
5.	Lucas TVS Limited	Director	Chairman : Audit Committee, Member: Nomination and Remuneration Committee and Corporate Social Responsibility Committee
6.	Delphi-TVS Technologies Limited	Director	Chairman : Audit Committee
7.	Lucas Indian Services Limited	Director	Chairman : Audit Committee and Nomination and Remuneration Committee Member: Corporate Social Responsibility Committee

## VIII. Mr Kamlesh Gandhi

Mr Kamlesh Gandhi, aged 69 years, a commerce graduate, is associated with Capital and Financial Markets in India for the past 41 years and was a member of the BSE for 14 years from 1981 to 1995. He was a director on the Board of Association of Merchant Bankers of India for 4 years from inception of the Association. As a merchant banker, he was instrumental in raising funds for over 325 capital issues and is involved in placement of equities of several



companies with retail, high net worth and institutional investors, both domestic and overseas.

He was the guest speaker at Training Institutes of Banks and Bankers Training College of RBI on merchant banking activities. He was a Non-Executive Director of several companies including Dr Reddy's Group and Raasi Group. He is involved in advising several NRI investors including many high net worth NRIs. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 4 Board Meetings held during the year 2018-19.

Details of his other Directorships and membership / chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	Bhagyanagar India Limited	Director	Chairman : Audit Committee
2.	Kirloskar Electric Company Limited	Director	Chairman : Audit Committee
3.	NCL Industries Limited	Director	Chairman : Audit Committee and Nomination and Remuneration Committee
4.	NCL Alltek & Seccolor Limited	Director	Member : Audit Committee

## IX. Mr R Gopalan

Mr R Gopalan aged 67 years, served as Member, Public Enterprises Selection Board (PESB) under the control of the Prime Minister. This body selects CMDs, MDs and Directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 CMDs, MDs and Directors.

Mr R Gopalan served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India till 31st July, 2012 before retirement, where he was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy.

Mr R Gopalan represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. Mr R Gopalan brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure. He also initiated a number of measures to enhance financing for infrastructure.

Mr R Gopalan represented Government of India on the Board of the Reserve Bank of India (RBI). Mr R Gopalan chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for

Foreign Direct Investment (FDI) into India. Mr R Gopalan was the cadre controlling authority for Officers belonging to the Indian Economic Service.

Prior to this assignment, Mr R Gopalan was Secretary in the Department of Financial Services, Ministry of Finance - overall in-charge of banking, insurance and pension reforms. The function included supervision of policy support to Public Sector Banks (PSBs), Insurance Companies and Development Financial Institutions (DFIs) through policy guidelines, legislative and other administrative changes and monitoring their performance; Policy formulation in respect of NBFCs, private banks and foreign banks, support to regulatory authorities i.e. RBI, IRDA, PFRDA, NHB and NABARD, administration of Acts relating to Banks, DFIs and Insurance Companies, framing rules and regulations, wage settlement in banking and insurance industry, coordination between industry, banks and financial institutions.

He was also responsible for selection of Chairman and EDs of Public Sector Banks, MD of SIDBI, Chairman of NABARD, Deputy Governor of RBI, Chairman and MDs of SBI and Chairman of SEBI. Responsible for introduction of "Swavalamban" - an insurance scheme for unorganized sector and "Swabhiman" - a scheme for financial inclusion through business correspondents model.

As Special Secretary in the Department of Commerce, Ministry of Commerce & Industry, served as Director General, Anti-Dumping and Anti-Subsidy Investigations; Director on the Boards of MMTC, STC and PEC Ltd. During his long and varied career in Govt of India, he held several key assignments, like Joint Secretary, National Manufacturing Competitiveness Council (NMCC); Joint Secretary in Commerce Department in-charge of WTO and FTA negotiations; Joint Secretary in-charge of export promotion division in the Commerce Ministry.

He has participated actively in Ministerial Meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong Ministerials, and assisted the Commerce Minister at the G-6, G-20 and G-110 meetings. He also participated in inter-governmental negotiations for Free Trade Agreements in the areas of agriculture, services and environmental goods and led the Indian delegation at the WTO.

As Chairman, TIDEL Park Ltd, he helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major Software Technology Park at Chennai. Completed the project estimated to cost ₹ 340 Cr within ₹ 297 Cr. He helped the State Government in formulation of policies on IT and Biotechnology.

As CMD of Tamil Nadu Industrial Development Corporation (TIDCO), Mr R Gopalan managed the establishment of Auto Ancillary Park, Hi-tech Park for manufacturing hardware

components, Petrochemical Park, Floriculture Infrastructure Park for exports and Rubber Park.

Mr. Gopalan has a Master's Degree in Economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

He is the member of Audit Committee and Risk Management Committee of the Company. He does not hold any share in the Company and is not related to any Director and Key Managerial Personnel of the Company.

He attended 5 Board Meetings held during the year 2018-19

Details of his other Directorships and membership / chairmanship of committees are given below:

S.No.	Name of the Companies	Position held	Committee Membership/ Chairmanships
1.	Hindustan Power Projects Private Limited	Director	–
2.	ANA ARC Private Limited	Director	–
3.	MB Power (Madhya Pradesh) Limited	Director	–
4.	TVS Motor Company Limited	Director	–
5.	Optiwell Investments Private Limited	Director	–

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013)**

The following Explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 2<sup>nd</sup> May 2019 and shall be taken as forming part of the Notice.

#### **Item No.4**

The board, on recommendation of the Nomination and Remuneration Committee (NRC), proposed the appointment of Ms Sasikala Varadachari (holding DIN 07132398) as a non-executive independent director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 to comply with the requirement of having Independent Woman Director on the Board as per Regulation 17 of the Listing Regulations. In the opinion of the NRC and the Board, Ms Sasikala Varadachari fulfils the conditions specified under the Act, 2013 and the rules made thereunder and the Listing Regulations, for the proposed appointment as NE-ID by the shareholders of the Company and she is independent of the management of the Company.

NRC evaluated her skills, experience and knowledge in the fields of finance, management, administration, corporate governance. The Board considers that the proposed appointment of Ms Sasikala Varadachari as director will be of immense benefit to the Company.

The Board also felt that the core skills / expertise / competencies of Ms Sasikala Varadachari would be required for the Company in the context of its business(es) and sector(s), to function effectively.

In terms of the provisions of Section 149 read with Schedule IV to the Act, 2013, the appointment of NE-ID will require approval of the shareholders of the Company. Hence, it is proposed that Ms Sasikala Varadachari, who was appointed as an Additional Director and who holds office upto the date of ensuing AGM be appointed as a NE-ID of the Company to hold office for a term of 5 consecutive years commencing from 24<sup>th</sup> October 2018 and not liable to retire by rotation during her tenure of appointment.

The Company has received a consent in writing from Ms Sasikala Varadachari to act as a Director in Form DIR-2, intimating to the effect that she is not disqualified to be appointed as a director and a declaration

in writing that she meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company at 29, Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours as stated above and shall also be uploaded on the website of the Company at [www.sundaram-clayton.com](http://www.sundaram-clayton.com).

The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Ms Sasikala Varadachari for the office of director of the Company.

Except Ms Sasikala Varadachari, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution relating to her appointment as a NE-ID of the Company.

Accordingly, the directors recommend the ordinary resolution in relation to appointment of Ms Sasikala Varadachari as a NE-ID for approval by the shareholders, as set out in Item No.4 of this Notice.

#### **Item Nos.5 to 10**

Vice Admiral P J Jacob (DIN 00173785), Mr V Subramanian (DIN 00357727), Mr S Santhanakrishnan (DIN 00005069), Mr R Vijayaraghavan (DIN 00026763) and Mr Kamlesh Gandhi (DIN 00004969) were appointed as Independent Directors (IDs) of the Company and they hold office upto 20<sup>th</sup> August 2019 and Mr R Gopalan (DIN 01624555) was appointed as ID and holds office upto 23<sup>rd</sup> July 2019 ("first term").

It is proposed to re-appoint Vice Admiral P J Jacob as ID, not liable to retire by rotation, for the second term of five consecutive years w.e.f. 21<sup>st</sup> August 2019 and Mr V Subramanian, Mr S Santhanakrishnan, Mr R Vijayaraghavan, Mr Kamlesh Gandhi for the second term of three consecutive years w.e.f. 21<sup>st</sup> August 2019 and Mr R Gopalan for the second term of three consecutive years w.e.f. 24<sup>th</sup> July 2019.

As per Section 149 of the Act, 2013 such re-appointment requires the approval of the shareholders by way of Special Resolution. Both the Nomination and Remuneration Committee of directors and the board were of the opinion, after evaluating their performance, appropriate mix of skills, experience, competency and other attributes, that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as IDs.

The Board also felt that the core skills / expertise / competencies of the aforesaid IDs would be required for the Company in the context of its business(es) and sector(s), to function effectively.

All these IDs fulfil the terms and conditions specified under the Act 2013 and rules made thereunder for their re-appointment as IDs. They meet the criteria of independence as prescribed both under Section 149(6) of the Act, 2013 and under Regulation 16(1) (b) of the Listing Regulations.

The IDs are entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act, 2013, and as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the Listing Regulations.

The members' approval sought by way of Special Resolution through this notice will also be considered as approval in terms of Regulation 17 of the Listing Regulations, for the re-appointment of those IDs crossed / to be crossed 75 years of age during their second term.

A brief profile of all IDs, who are proposed to be re-appointed for second term of five years in terms of the applicable provisions of the Act, 2013, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors in the Company are appended to the notice annexed hereto.

Copy of draft letter of appointment of the IDs setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Notices have been received from members of the Company under Section 160 of the Act, 2013, signifying their intention to propose the candidatures of the aforesaid IDs and to move the resolutions as set out in Item Nos. 5 to 10 of this notice.

Except M/s. Vice Admiral P J Jacob, V Subramanian, S Santhanakrishnan, R Vijayaraghavan, Kamlesh Gandhi and R Gopalan, directors, being appointees, none of the other directors or key managerial personnel of

the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in Item Nos. 5 to 10 of this Notice.

The board therefore recommends the Special Resolutions as set out at Item Nos. 5 to 10 of the Notice for approval by the shareholders of the Company.

#### **Item No.11**

As recommended by the Audit Committee, the board at its meeting held on 2<sup>nd</sup> May 2019, re-appointed Mr A N Raman, practising cost accountant, having membership no. 5359, as Cost Auditor of the Company, in terms of Section 148 of the Act, 2013 and fixed a sum of ₹ 3.50 lakhs as remuneration payable to him for the financial year 2019-20, subject to ratification by the shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the board, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.11 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.11 for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai  
2<sup>nd</sup> May 2019

R Raja Prakash  
Company Secretary

Registered office:  
"Jayalakshmi Estates"  
29, Haddows Road  
Chennai 600 006

## Sundaram-Clayton Limited

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

CIN:L35999TN1962PLC004792, Email: [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in)

Phone: 044-28272233, Fax: 044-28257121

Website: [www.sundaram-clayton.com](http://www.sundaram-clayton.com)

### ATTENDANCE SLIP

Name and Address of the Shareholder	Folio No.	:
	DP ID / Client ID	:
	No. of Shares held	:

I / We being the Registered Shareholder / Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 57<sup>th</sup> Annual General Meeting of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600014 on **Tuesday, 23<sup>rd</sup> July 2019 at 10.35 A.M.**

-----  
Name of the Shareholder / Proxy

-----  
Signature of Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

#### E-VOTING

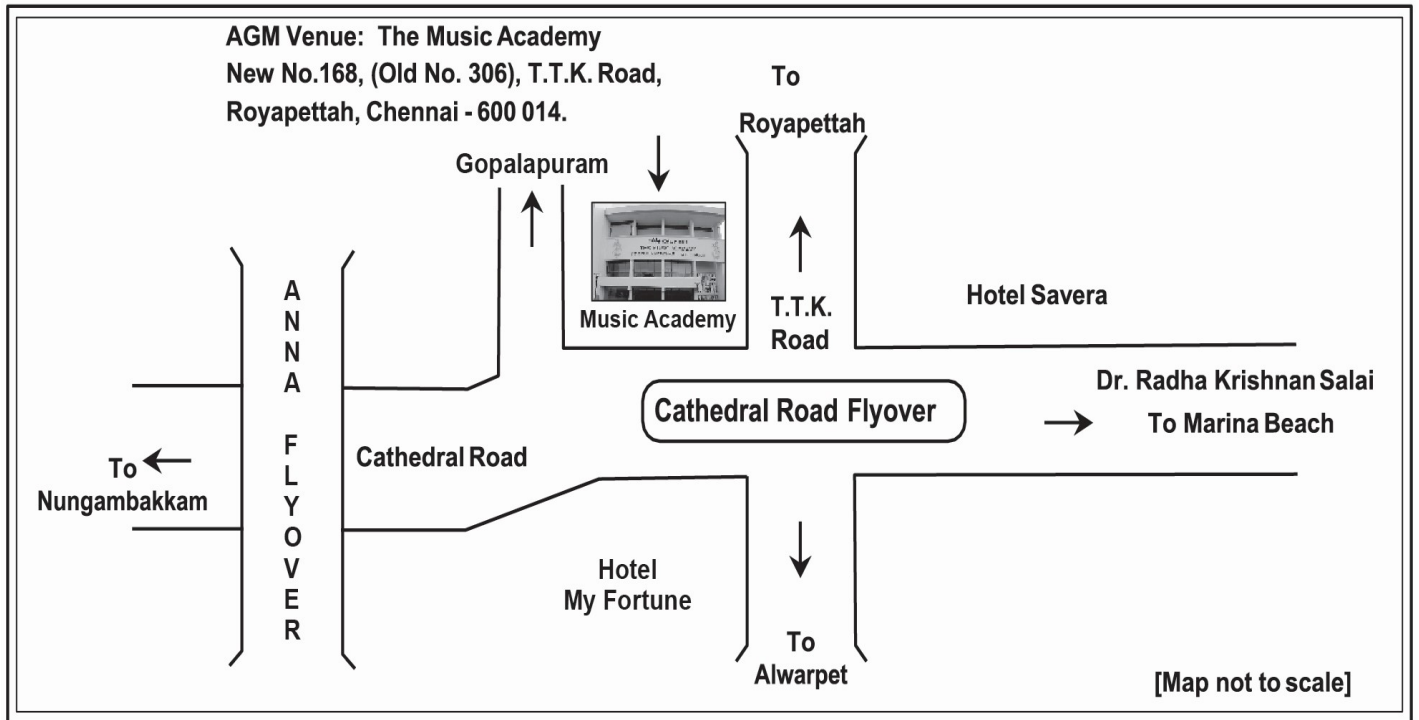
Users who wish to opt for e-voting may use the following login credentials.

EVEN ( E-Voting Event Number)	USER ID	PASSWORD

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com)



Route map for the venue of AGM of Sundaram-Clayton Limited to be held on Tuesday 23<sup>rd</sup> July 2019 at 10.35 A.M.



## Sundaram-Clayton Limited

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

CIN:L35999TN1962PLC004792, Email: [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in)

Phone: 044-28272233, Fax:044-28257121

Website: [www.sundaram-clayton.com](http://www.sundaram-clayton.com)

### PROXY FORM FORM No. : MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	: L35999TN1962PLC004792	E-Mail ID	:
Name of the Company	: Sundaram-Clayton Limited	Folio No.	:
Registered Office	: Jayalakshmi Estates, No.29 Haddows Road, Chennai – 600 006	DP ID / Client ID	:
Name of the Member(s)	:	No. of Shares	:
Registered Address	:		

I/We being the Member(s) of Sundaram-Clayton Limited holding \_\_\_\_\_ Equity Shares, hereby appoint:

S.No.	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 57<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Tuesday, 23<sup>rd</sup> July 2019 at 10.35 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
Ordinary Business		For	Against
1.	Adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2019 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	Re-appointment of Mr Sudarshan Venu as Director, who retires by rotation.		
3.	Re-appointment of Mr T K Balaji as Director, who retires by rotation.		
Special Business			
4.	Approving the appointment of Ms Sasikala Varadachari as an Independent Director for the first term of 5 consecutive years, with effect from 24 <sup>th</sup> October 2018.		
5.	Approving the re-appointment of Vice Admiral P J Jacob as an Independent Director for the second term of 5 consecutive years, with effect from 21 <sup>st</sup> August 2019.		
6.	Approving the re-appointment of Mr V Subramanian as an Independent Director for the second term of 3 consecutive years, with effect from 21 <sup>st</sup> August 2019.		
7.	Approving the re-appointment of Mr S Santhanakrishnan as an Independent Director for the second term of 3 consecutive years, with effect from 21 <sup>st</sup> August 2019.		
8.	Approving the re-appointment of Mr R Vijayaraghavan as an Independent Director for the second term of 3 consecutive years, with effect from 21 <sup>st</sup> August 2019.		
9.	Approving the re-appointment of Mr Kamlesh Gandhi as an Independent Director for the second term of 3 consecutive years, with effect from 21 <sup>st</sup> August 2019.		
10.	Approving the re-appointment of Mr R Gopalan as an Independent Director for the second term of 3 consecutive years, with effect from 24 <sup>th</sup> July 2019.		
11.	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.		

Signed this ..... day of ..... 2019

Signature of Member

Signature of Proxy holder

Affix  
Revenue  
Stamp of  
Re.1

#### Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- It is optional to put a ✓ in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.