

Sundaram-Clayton Limited

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

CIN : L35999TN1962PLC004792

Phone : 044 - 2827 2233 / 2830 7700 Fax : 044 - 2825 7121

E-mail : corpsec@scl.co.in; investorscomplaintssta@scl.co.in, Website : www.sundaram-clayton.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the 52nd Annual General Meeting of the Company at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014 on Thursday, the 21st August, 2014 at 10.15 a.m.

Name of the Member / Proxy :

Folio No./Client id and DP id of the member :

Signature of the member/proxy :

Notes :

Members or their proxies/representatives of bodies corporate should bring the attendance slip duly filled in for attending the meeting ;

- Members are requested to -
 - avoid being accompanied by non-members and /or relatives or children;
 - bring their copies of annual report to the meeting, as the Company will not be able to provide another copy in view of the increased cost of paper and printing expenses;
 - be in their seats at the meeting hall before the scheduled time for commencement of the meeting to avoid interruptions in the proceedings;
 - update their address with the Company to receive all communications promptly, if the shares are held in physical form; and
 - deal only with their DPs in respect of change of address and furnishing bank account number, etc, if the shares are held in dematerialized form.
- ELECTRONIC Copy of the Annual Report for 2014 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of the Annual Report for 2014 and Notice of the AGM along with Attendance Slip and Proxy Form are sent in the permitted mode(s) to all members, whose email is not registered or who have requested for a hard copy of the same.
- The Company is offering electronic voting facility to its members in respect of the ordinary / special business to be transacted at the ensuing AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014.

The Company has engaged the services of National Securities Depository Limited as the authorised agency to provide e-voting facilities. The e-voting particulars are set out below :

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

NOTE : Please read instructions given at Note No. 11 of the Notice convening the 52nd AGM carefully before voting electronically. Members who have cast their vote electronically shall not be allowed to vote again at the meeting.

FORM NO. MGT 11 PROXY FORM

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

Name of the Company : **Sundaram-Clayton Limited**

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Name of the member(s) :

Folio No./Client Id & DP Id :

Registered Address :

E-mail Id :

I/We being the member(s) holding shares of the above named Company hereby appoint :

- Name :
Address :
E-mail Id :
Signature : ,or failing him/her;
- Name :
Address :
E-mail Id :
Signature : ,or failing him/her;
- Name :
Address :
E-mail Id :
Signature :

as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 52nd AGM of the Company, to be held on Thursday, 21st August, 2014 at 10.15 a.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014 and at any adjournment thereof in respect of such resolutions, in the manner as indicated below :

Resolution No.	Description	Type of Resolution	Optional	
			For	Against
Ordinary Business				
1	Adoption of audited financial statements including the consolidated financial statements for the year ended 31 st March, 2014	Ordinary		
2	Re-appointment of Mr T K Balaji as director, who retires by rotation	Ordinary		
3	Re-appointment of Mr. Sudarshan Venu as director, who retires by rotation.	Ordinary		
4	Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration	Ordinary		
Special Business				
5	Ratification of remuneration payable to Mr. A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2014-15.	Ordinary		
6	Re-appointment of Mr Venu Srinivasan as managing director for a period of five years	Ordinary		
7	Approval for variation in remuneration of Dr. Lakshmi Venu, Director - Strategy.	Ordinary		
8	Appointment of Vice Admiral P J Jacob, as an independent director for a term of five consecutive years	Special		
9	Appointment of Mr. V Subramanian, as an independent director for a term of five consecutive years	Special		
10	Appointment of Mr. S Santhanakrishnan, as an independent director for a term of five consecutive years	Special		
11	Appointment of Mr. Suresh Kumar Sharma, as an independent director for a term of five consecutive years	Special		
12	Appointment of Mr. R Vijayaraghavan, as an independent director for a term of five consecutive years	Special		
13	Appointment of Mr. Kamlesh Gandhi, as an independent director for a term of five consecutive years	Special		

Signed this day of 2014

Signature of the shareholder :

Signature of the Proxy holder(s) :

Affix
revenue
stamp

Notes :

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at No. 29, Haddows Road, Chennai - 600 006, not less than 48 hours before the commencement of the Meeting;
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 52nd AGM;
- It is optional to put a '✓' tick mark in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
- Please complete all details including details of member(s) in above box before submission; and
- Members may note that 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.