

Sundaram-Clayton Limited

Regd. Office: "Jayalakshmi Estates", 29, Haddows Road, Chennai – 600 006.

Website: www.sundaram-clayton.com; e-mail: corpsec@scl.co.in

Tel: 044-2827 2233 Fax: 044 - 2825 7121 CIN: L35999TN1962PLC004792

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of Special Resolution, through postal ballot including voting by electronic means for the business as set out in the postal ballot notice.

The draft of the Resolution to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with postal ballot form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes by selecting appropriate options for the Resolution, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the Resolution.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date viz., 15th March 2019. A person who is not a member as on the Cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015 and Section 124 of the Act 2013, respectively.

The Board of Directors (the Board) has appointed B Chandra & Associates, Company Secretaries, Chennai as the Scrutinizer, at its meeting held on 11th March 2019, for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

- (i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 23rd April 2019; or
- (ii) casting their votes electronically from 25th March 2019 (9.00 a.m.) to 23rd April 2019 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit their report on the results of voting by means of "post" and through "electronic means" to the Chairman or any authorised person of the Company, after completion of the scrutiny of postal ballot forms and voting by "electronic means".

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at its registered office at "Jayalakshmi Estates", 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on 24th April 2019.

The last date of voting, i.e., Tuesday, the 23rd April 2019 will be taken as the date of passing of the said Resolution by the members of the Company.

Members requiring any clarification may contact Mr R Raja Prakash, Company Secretary at the registered office of the Company at the address given above or through e-mail viz., rrp@scl.co.in or sclshares@gmail.com.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, the 23rd April 2019.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.sundaram-clayton.com and at www.nsdl.co.in for use by the Members.

SPECIAL BUSINESS

Item No.1

RE-APPOINTMENT OF MR VENU SRINIVASAN AS CHAIRMAN AND MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS FROM 23RD MAY 2019

To consider passing the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the re-appointment of Mr Venu Srinivasan (holding DIN 00051523) as Chairman and Managing Director (CMD) for a further period of five years from 23rd May 2019 to 22nd May 2024, who crosses the age of 70 years during his tenure of office as CMD, and the remuneration payable to him, as recommended by the Nomination and Remuneration Committee of Directors notwithstanding holding similar position by him in the subsidiary company viz., TVS Motor Company Limited (TVSM) and receiving remuneration as approved by its shareholders, and the Board of Directors (the Board) as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and CMD and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary."

"RESOLVED FURTHER THAT the scope and quantum of remuneration specified may be enhanced, enlarged, widened, altered or varied by the Board, in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) from time to time."

RESOLVED FURTHER THAT the total remuneration payable to him as detailed in the explanatory statement annexed to the notice, computed in accordance with the provisions of Section 198 read with Schedule V to the Act, 2013 and as recommended by the Nomination and Remuneration Committee of Directors of the Company, individually and / or in aggregate along with the other executive directors during his tenure of office as CMD and the total remuneration drawn by him from the Company and TVSM does not exceed the higher maximum limit admissible from any one of these companies, in terms of Schedule V to the Act, 2013, be and is hereby approved.

By order of the Board
For SUNDARAM - CLAYTON LIMITED

Place: Chennai

Date: 11th March 2019

R Raja Prakash
Company Secretary

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through "electronic means" and "post".
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

Annexure to the Notice of postal ballot dated 11th March 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL RESOLUTION

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 11th March 2019 and shall be taken as forming part of the Notice.

Item No.1

The present term of office of Mr Venu Srinivasan as Managing Director of the Company expires on 22nd May 2019. In terms of Article 138 of the Articles of Association of the Company, Mr Venu Srinivasan was re-appointed by the Board of Directors as Chairman and Managing Director for a further period of five years from 23rd May 2019 to 22nd May 2024 at their meeting held on 11th March 2019.

The Company had entered into necessary agreement and the same was executed by the Company with Mr Venu Srinivasan giving effect to the above said proposal subject to approval of the shareholders. Details of the remuneration payable in terms of the Agreement dated 11th March 2019 entered into between the Company and Mr Venu Srinivasan are as under:

Components	Particulars of Remuneration
Term	5 Years – 23.05.2019 to 22.05.2024.
Salary	Rs. 4.25 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) and also premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Personal accident insurance	Payment of actual premium for self & family.
Provident & Other Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone / mobile phone and other suitable communication facilities, at his residence.
Reimbursement of expenses	The Company will incur / reimburse all travel or other expenses incurred by him in furtherance of or in connection with performance of his duties.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Other Clauses	The Board may revise the remuneration payable to the CMD, in any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the CMD subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be in accordance with the provisions of the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to CMD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the CMD.

The above remuneration governing the appointment of Mr Venu Srinivasan as Chairman and Managing director (CMD) of the Company is notwithstanding the fact that he draws remuneration as CMD from the Company's subsidiary viz., TVS Motor Company Limited, as approved by the shareholders of the said subsidiary, subject to the overall limit prescribed under the applicable provisions of the Act 2013.

The aggregate of remuneration payable to Mr Venu Srinivasan, in both the companies viz., the Company and TVS Motor Company Limited, shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act, 2013.

In terms of Section 196 read with Schedule V to the Act, 2013, for continuation of appointment as Managing Director after attaining the age of 70 years requires approval of the shareholders by way of special resolution. Since, the age of CMD will cross 70 years during his tenure, the approval of the shareholders for the proposed re-appointment is sought through Special Resolution.

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, the terms of re-appointment and the remuneration specified above are now being placed before the members for their approval, as set out in item no.1 of this Notice.

A brief profile including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company are appended to the Notice annexed hereto.

Except Mr Venu Srinivasan, Chairman and Managing Director, Dr Lakshmi Venu, Joint Managing Director, Mr Sudarshan Venu and Mr Gopal Srinivasan, Directors of the Company, being his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no.1 of this Notice.

Accordingly, the Board recommends the resolution, as set out in item no.1 of this Notice to be approved by the shareholders, by way of a special resolution.

By order of the Board
For SUNDARAM - CLAYTON LIMITED

Place: Chennai

Date: 11th March 2019

R Raja Prakash
Company Secretary

NOTES:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot Resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.
- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.
- (3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners from NSDL and Central Depository Services (India) Limited (CDSL) as on 15th March 2019 (Cut-off date).
- (4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Department (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the postal ballot form attached to the e-mail or from the Company's website: www.sundaram-clayton.com, where the postal ballot notice is displayed and send the duly completed and signed postal ballot form, so as to reach the Scrutinizer on or before Tuesday, 23rd April 2019 (5.00 P.M.).

- (6) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through “electronic means” are annexed to the Notice.
- (8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. There will be only one postal ballot form irrespective of number of joint holders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, 15th March 2019, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com.
- (10) A member cannot exercise his/ her vote by proxy on postal ballot.
- (11) B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai have been appointed by the Board of Directors as Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit their report to the Chairman or in his absence to any one of the directors of the Company after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer’s report on the Company’s website www.sundaram-clayton.com and communicated to the Stock Exchanges.
- (13) The Resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 23rd April 2019.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company’s Share Transfer Department / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions to be followed by members opting to vote through electronic means

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the postal ballot form and return the form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, 23rd April 2019, at the following address:

B Chandra & Associates, Company Secretaries,
Scrutinizer,
C/o. Sundaram-Clayton Limited,
Share Transfer Department,
‘Jayalakshmi Estates’, 1st Floor, 29, Haddows Road, Chennai - 600 006
2. The instructions for Members for e-Voting are as under:
 - (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:
 - (i) Open e-mail and then open PDF file viz., “Sundaram – Clayton Limited e-Voting.pdf” with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: www.eVoting.nsdl.com;

- (iii) Click on shareholder – Login;
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
- (vi) Home page of e-Voting opens. Go to “e-Voting” icon and select “Active e-Voting Cycles”;
- (vii) Select “EVEN” of Sundaram - Clayton Limited;
- (viii) Now Members are ready for e-Voting as Cast Vote page opens;
- (ix) Cast the vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed;
- (xi) Institutional Members (i.e. other than individuals, HUF, NRI etc.) 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 Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through email to bchandra1@gmail.com, with a copy marked to evoting@nsdl.co.in and raman@scl.co.in;
- (xii) Members who have cast their vote through postal ballot form shall not be entitled to vote electronically; and
- (xii) Members can cast their vote online from Monday, 25th March 2019 (9.00 a.m) to Tuesday, 23rd April 2019 (5.00 p.m) through e-Voting. Once the vote on a Resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

(b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

(c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and

(d) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

3. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Department at “Jayalakshmi Estates”, 1st Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.
4. The Scrutinizer, after completion of the scrutiny, will submit their report to the Chairman of the Company or in his absence anyone of the director of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence, any one of the directors of the Company, on Wednesday, 24th April 2019 at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company’s notice board and website www.sundaram-clayton.com.
5. In case of any query, members may contact the Company at investorscomplaintssta@gmail.com or sclshares@gmail.com.

In terms of Regulation 36 (3) of SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, brief profile of Mr Venu Srinivasan, who is proposed to be re-appointed as Chairman and Managing Director, nature of his expertise in specific functional areas, other directorships and committee memberships, shareholding and relationship with other Directors of the Company is given below:

Mr Venu Srinivasan

Mr. Venu Srinivasan, born in 1952 is the Chairman and Managing Director of Sundaram -Clayton Limited and TVS Motor Company Limited, one of the largest two-wheeler and three-wheeler manufacturers in India.

Mr. Srinivasan has an engineering degree from the College of Engineering, Chennai and a Master's Degree in Management from the Purdue University, USA. In recognition of his contribution to management, he was conferred with "Doctor of Management" by his alma-mater, Purdue University in 2014.

He has held various important positions in the Indian Industry, such as:

- Chairman of National Safety Council, Government of India
- President, Confederation of Indian Industries (CII) for the year 2009-10
- President, Society of Indian Automobile Manufacturers for the period 1999-2001

Some of the awards conferred on Mr. Srinivasan include:

- "Lifetime Achievement Award" by FADA in February 2018
- "Champion of Champions and Best CEO" award by Business Today in December 2016
- Goodwill Envoy for Public Diplomacy" by the Republic of Korea in January 2015
- Honorary citizen of Busan City", Korea's 2nd largest city, in December 2014
- Honorary Commanding Officer of Korean Naval Vessel, ROKS Choi Young, in November 2014
- The "Padma Shri" award in 2010 by the President of India, for his valuable and outstanding contributions in the field of trade and industry
- The distinguished civilian honour "Order of Diplomatic Service Merit" (Heung-In Medal) in 2010, conferred by the President of the Republic of Korea, in recognition of his valuable contribution in promoting Korea-India bilateral relations.

Under Mr Srinivasan's leadership, Sundaram-Clayton Ltd. was awarded the Deming Prize in 1998 by the Union of Japanese Scientists and Engineers (JUSE), Japan and also with the Japanese Quality Medal in the year 2002. In the year 2002, TVS Motor Company was also conferred with the Deming Prize.

In recognition of his contribution to manufacturing, R&D, technology and quality excellence, he was conferred with "Doctor of Science" by the University of Warwick, UK in the year 2004.

The Indian Institute of Technology, Kharagpur, the oldest IIT in India, conferred upon him, "Doctor of Science" in the year 2009.

He was bestowed with the Ishikawa-Kano award in the year 2012 by the Asian Network of Quality, the apex body for quality in Asia which covers 18 countries including Japan, China, India, Korea and Thailand.

For his contribution to Leadership and Management, Mr Srinivasan was conferred with JRD Tata Corporate Leadership Award by the All India Management Association in the year 2005, and the Jamsetji Tata Lifetime Achievement award by the Indian Society for Quality in the year 2004.

Mr. Srinivasan is also the Managing Trustee of Srinivasan Services Trust (SST) – engaged in transformation & empowerment of over 5000 villages in rural India touching the lives of over 3.1 million people.

- The model is about partnership with the stakeholders (society, police, forest department among others), and not philanthropy.
- The activities of the trust are in five main program areas: Economic Development, Health, Education, Infrastructure and Environment.

- Over hundred thousand hectares of degraded forests have been reforested. Successful implementation of watershed development programs has raised the water table and prevented soil erosion in 5800 hectares of land.
- SST has received multiple awards like:
 - ▶ CII-ITC Sustainability Award (2012 & 2018)
 - ▶ The Economic Times “Corporate Citizen of the year” (2016)
 - ▶ Times of India Social Impact Award on Advocacy & Empowerment in Corporate category (2011)
 - ▶ Golden award on Readers Digest Pegasus Corporate Social Responsibility Award (2008)
 - ▶ Silver award on Pegasus Corporate Social Responsibility Award (2007)

He is the chairman of the Corporate Social Responsibility Committee of the Company and does not hold any share in the Company.

Details of his other directorships and memberships of committees in various companies are given below. He is also Vice Chairman / trustee in various Tata trusts.

S.No	Name of the company	Nature of interest	Name of the Committee	Chairman/ Member
1.	TVS Motor Company Limited	Chairman and Managing Director	Stakeholders Relationship Committee	Member
			Corporate Social Responsibility Committee	Chairman
2.	Cummins India Limited	Director	Audit & Risk Management Committee	Member
			Stakeholders Relationship Committee	Member
3.	Tata Sons Private Limited	Director	Nomination & Remuneration Committee	Member
4.	T V Sundram Iyengar & Sons Private Limited	Director	Audit Committee	Member
5.	TVS Credit Services Limited	Chairman	Corporate Social Responsibility Committee	Chairman
6.	Harita-NTI Limited	Chairman	Corporate Social Responsibility Committee	Chairman
7.	The Indian Hotels Company Limited	Director	-	-
8.	Lucas TVS Limited	Director	-	-
9.	Southern Roadways Limited	Director	-	-
10.	Harita Venu Private Limited	Director	-	-
11.	TVS Investments Private Limited	Director	-	-
12.	VS Trustee Private Limited	Director	-	-
13.	S. Venu Trustee Private Limited	Director	-	-
14.	LV Trustee Private Limited	Director	-	-
15.	TVS Housing Finance Private Limited	Director	-	-
16.	TVS Motor (Singapore) Pte Limited	Director	-	-
17.	Sundaram Holding USA Inc.	Director	-	-

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Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in

Tel: 044-28272233 Fax: 044 - 28257121 CIN: L35999TN1962PLC004792

Postal Ballot Form

1. Name (s) of Member(s) :
[including joint holders, if any]

2. Registered address of the sole / :

3. Registered Folio No./ Client ID No.* :
(*Applicable to Member(s) holding
shares in dematerialized form)

4. Number of shares held :

I / we hereby exercise my / our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolution by placing the mark (✓) at the appropriate box below:

Item	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Approving the re-appointment of Mr Venu Srinivasan as Chairman and Managing Director for a further period of five years from 23 rd May 2019			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

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

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m (IST) on Monday, the 25th March 2019

End of voting : upto 5.00 p m (IST) on Tuesday the 23rd April 2019

(P.T.O.)

Sundaram-Clayton Limited

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

Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in

Tel: 044-28272233 Fax: 044 - 28257121 CIN: L35999TN1962PLC004792

Notes / Instructions:

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
- (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely Friday, **the 15th March 2019**.
- (3) The Company has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

B Chandra & Associates, Company Secretaries,
Scrutinizer,
C/o. Sundaram-Clayton Limited,
Share Transfer Department,
'Jayalakshmi Estates', 1st Floor,
No. 29, Haddows Road, Chennai - 600 006
- (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
- (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at **5.00 p.m. on Tuesday, the 23rd April 2019**. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
- (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
- (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of **15th March 2019**.
- (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- (9) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent or dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- (11) The results of the Postal Ballot will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the Director of the Company, at the Registered Office of the Company, at No.29, Jayalakshmi Estates, Haddows Road, Chennai 600 006, Tamil Nadu, India, on Wednesday, the 24th April 2019. However the special resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely Tuesday, the 23rd April 2019.
- (12) The results will thereafter be published in the Website of the Company, www.sundaram-clayton.com and sent to the stock exchanges where the Company's shares are listed.