

## Notice to the Shareholders

NOTICE is hereby given that the fifty-third annual general meeting of the Company will be held at 'The Music Academy', New No. 168 (Old No. 306) T.T.K. Road, Royapettah, Chennai 600 014 on Thursday, the 20<sup>th</sup> August 2015 at 10.00 A.M to transact the following business:

### ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT the audited balance sheet as at 31<sup>st</sup> March, 2015, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the consolidated financial statements, together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."
2. To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT Mr K Mahesh (holding DIN 00051438), 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 Dr Lakshmi Venu (holding DIN 02702020), director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."
4. To consider passing the following resolution as an ordinary resolution:  
"RESOLVED THAT the re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S, allotted by The Institute of Chartered Accountants of India, as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting till the conclusion of the next annual general meeting for the second year in the transitional period of three consecutive years as recommended by the audit committee of directors and approved by the board of directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 on such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors in addition to reimbursement of service tax, travelling and out-of-pocket expenses be and is hereby ratified."

### SPECIAL BUSINESS

5. 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 Rs. 3,00,000/- (Rupees three lakhs only), in addition to reimbursement of service tax, 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 appointed

as cost auditor of the Company for the year 2015-16 by the board of directors of the Company, as recommended by the audit committee of directors, be and is hereby ratified."

6. To consider passing the following resolution as an ordinary 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment and remuneration of Dr Lakshmi Venu (holding DIN 02702020), as the joint managing director of the Company for a period of five years with effect from 22<sup>nd</sup> March 2015, upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as recommended by the nomination and remuneration committee of directors and the board of directors (the board) as set out in the Agreement placed before this annual general meeting, which Agreement 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 Dr Lakshmi Venu 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 hereinabove, 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 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time."  
"RESOLVED FURTHER that the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."
7. To consider passing the following resolution as an ordinary 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment and remuneration of Mr Sudarshan Venu, (holding DIN 03601690), as the joint managing director of the Company for a period of five years with effect from 11<sup>th</sup> September 2014, upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of

## Sundaram-Clayton Limited

profits in any financial year during the aforesaid period), notwithstanding his holding the position as joint managing director in the subsidiary company, namely TVS Motor Company Limited (TVSM) and drawing remuneration as approved by its shareholders, from time to time, provided that 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, as recommended by the nomination and remuneration committee of directors and the board of directors (the board), as set out in the Agreement placed before this annual general meeting, which Agreement 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 Mr Sudarshan Venu 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 hereinabove, 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 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time."

"RESOLVED FURTHER that the board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

By order of the board

Chennai  
8<sup>th</sup> May 2015

R Raja Prakash  
Company Secretary

Registered office:  
"Jayalakshmi Estates"  
No. 29 (Old 8), Haddows Road  
Chennai 600 006

### Notes:

- 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) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act 2013), in respect of the special businesses, as set out in the Notice of fifty-third Annual General Meeting (AGM) is annexed hereto.
- 3) The business set out in the Notice of AGM 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'). The facility for voting through Ballot papers shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at the AGM.
- 4) The register of members and the share transfer register will remain closed for a period of two days viz., 19<sup>th</sup> August 2015 and 20<sup>th</sup> August 2015 for the purpose of AGM.
- 5) In terms of Section 205A read with Section 205C of the Companies Act, 1956 (the Act 1956), the dividends 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 attached to this Notice. Members who have not encashed their dividend warrants in respect of the above period mentioned in the Corporate Governance Report are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company will provide / host the required details of unclaimed amounts referred to under Section 205C (2) of the Act 1956 on its website and also on the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
- 6) Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
- 7) Electronic copy of the Notice of AGM and the Annual Report *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 / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
- 8) Members are requested to notify any change in their address to the Company immediately. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants.

## Sundaram-Clayton Limited

- 9) 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.
- 10) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the AGM.
- 11) Members may also note that the Notice of AGM and the Annual Report will also be available on the Company's website [www.sundaram-clayton.com](http://www.sundaram-clayton.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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 free of cost. For any communication, the members may also send their requests to [investorscomplaintssta@scl.co.in](mailto:investorscomplaintssta@scl.co.in).
- 12) 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 Clause 35B of the Listing Agreement, the Company has provided facility to exercise votes through electronic voting system, to members holding shares as on 13<sup>th</sup> August 2015, 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 e-Voting process through the e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- The voting rights of the members/beneficial owners will be reckoned on the Equity Shares held by them as on 13<sup>th</sup> August 2015, i.e., "Cut-Off date" for the purpose. Members as on the Cut-Off date, i.e., 13<sup>th</sup> August 2015, 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 URL: <https://www.evoting.nsdl.com>;
  - ii) Enter the login credentials, i.e., User ID and Password mentioned in your email. Your Folio No. DP:ID will be your User ID. However, if you are 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 (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 authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through e-mail [sriram.krishnamurthy@rediffmail.com](mailto:sriram.krishnamurthy@rediffmail.com). They may also upload the same in the e-Voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name EVEN No."
  - xii) Members can cast their vote online from 14<sup>th</sup> August 2015 (Friday) (9 a.m.) till 19<sup>th</sup> August 2015 (Wednesday) (5 p.m.) through remote e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The remote e-Voting will not be allowed beyond the aforesaid date and time. The remote e-Voting module will be disabled by NSDL for voting thereafter. Only members as on the Cut-Off date, attending the AGM who have not cast their vote by remote e-Voting will be able to exercise their voting right at the 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 of AGM for information purposes only; and
  - xiii) In case of any query, the member may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

## Sundaram-Clayton Limited

(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 **USER ID PASSWORD** / Event Number) **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) Members holding shares as on the "Cut-off date" i.e., 13<sup>th</sup> August 2015 will be entitled to vote through remote e-Voting or at the venue of the AGM through ballot paper;
- ii) 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 17<sup>th</sup> July 2015;

Where Notice of AGM is sent by email, User ID and password are sent in the email itself. Where Notice of AGM 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 of AGM;

Shareholders who become members of the Company, after despatch of notice i.e., 17<sup>th</sup> July 2015 and hold shares as on 13<sup>th</sup> August 2015 may obtain the User ID and password for e-Voting by sending 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 AGM. Remote e-Voting shall be open from 14<sup>th</sup> August 2015 (Friday) (9 a.m.) till 19<sup>th</sup> August 2015 (Tuesday) (5 p.m.);

- iii) Mr K Sriram, Practising Company Secretary (C.P No. 2215), Chennai has 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.
- iv) 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 the employment of the Company and make, not later than three days 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 a person authorised by him in writing, who shall countersign the same.
- v) The Scrutinizer will submit his report to the Chairman, or a person authorised by him in writing, 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 <https://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 20<sup>th</sup> August 2015.

- vi) All documents referred to in the accompanying Notice of AGM and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 a.m. to 12.00 noon on all working days up to and including the date of the AGM.

13) In terms of Clause 49(VIII)(E) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholdings and relationship with other directors of the Company are given below:

### I. Mr K Mahesh

Born on 11<sup>th</sup> October 1943, Mr K Mahesh is a B.Tech graduate in Metallurgy from IIT Chennai. He was the past President of Automotive Component Manufacturers Association of India (ACMA) and also the past Chairman of ACMA Centre for Technology. He is the founder trustee of TSK Memorial Trust. He was the member of the National Council of Confederation of Indian Industry.

He has been the director of the Company since 1975 and holds 123 Equity Shares in the Company. He is not related to any director of the Company.

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

S.No.	Name of the Company	Position held	Committee memberships / chairmanships
1.	T V Sundram Iyengar & Sons Private Limited	Whole-time Director	-
2.	Sundaram Brake Linings Limited	Chairman	Member in CSR Committee
3.	Southern Roadways Limited	Director	-
4.	Sundaram Textiles Limited	Director	-
5.	TVS Global Trade Private Limited	Director	-

### II. Dr Lakshmi Venu

Born on 16<sup>th</sup> April 1983, Dr Lakshmi Venu, a graduate of Yale University, holds a Doctorate in Engineering Management from the University of Warwick.

She underwent her initial training for three years as a Management Trainee in Sundaram Auto Components Limited, a subsidiary of the Company, beginning from 2003 and thereafter she was deputed to work in TVS Motor Company Limited, a subsidiary company, wherein she underwent an extensive in-depth induction and worked in the areas of business strategy, corporate affairs, product design and sales & marketing of the Company.

She was re-designated as joint managing director of the Company by the board on 11<sup>th</sup> September 2014.

She does not hold any share in the Company and is related to Mr Venu Srinivasan, chairman & managing director and Mr Sudarshan Venu, joint managing director of the Company.

## Sundaram-Clayton Limited

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

S.No.	Name of the Company	Position held
1.	TVS Motor Company Limited	Director
2.	TAFE Motors and Tractors Limited	Director
3.	Sundram Non-Conventional Energy Systems Limited	Director
4.	Sundaram Auto Components Limited	Director
5.	Sundaram-Clayton (USA) Limited	Director

### III. Mr Sudarshan Venu

Born on 1<sup>st</sup> February 1989, Mr Sudarshan Venu completed his graduation in 2010 with Honors at the Jerome Fisher Program in Management and Technology at the University of Pennsylvania.

He holds bachelor degree in Mechanical Engineering from the School of Engineering and B.S. in Economics from the Wharton

School. He also 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, during his visits to India, he underwent practical training in Die Casting Division of the Company and in TVS Motor Company Limited, the subsidiary company.

The board at its meeting held on 11<sup>th</sup> September 2014, appointed Mr Sudarshan Venu as joint managing director of the Company.

He also serves as the joint managing director of the subsidiary, namely TVS Motor Company Limited (TVSM). He is a member of the Stakeholders Relationship Committee of directors of TVSM.

He does not hold any share in the Company. He is related to Mr Venu Srinivasan, chairman and managing director and Dr Lakshmi Venu, joint managing director of the Company.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT)

The following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 8<sup>th</sup> May 2015 and shall be taken as forming part of the said Notice.

### Item No. 5

The board on the recommendation of Audit Committee, at its meeting held on 8<sup>th</sup> May 2015, appointed Mr A N Raman, practising cost accountant, having membership no. 5939, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013).

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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.5, for ratification of the remuneration payable to the cost auditor by the shareholders of the Company.

### Item No. 6

The board on the recommendation of nomination and remuneration committee of directors (NRC) at its meeting held on 11<sup>th</sup> September, 2014, re-designated Dr Lakshmi Venu as joint managing director (JMD) of the Company without changing any of the terms and conditions of her appointment and remuneration, as approved by the shareholders at the annual general meetings held on 22<sup>nd</sup> September, 2010, 30<sup>th</sup> September 2011 and 21<sup>st</sup> August 2014.

In view of the present term of her office expired on 21<sup>st</sup> March 2015, the board at its meeting held on 4<sup>th</sup> February 2015, appointed her as JMD as recommended by the NRC of directors, subject to the such terms and conditions of appointment and remuneration to be approved by the shareholders at the ensuing AGM.

Accordingly, the Company also entered into necessary Agreement on 4<sup>th</sup> February 2015 with Dr Lakshmi Venu in this regard. The details of remuneration payable in terms of the said Agreement entered into between the Company and Dr Lakshmi Venu are as follows:

- i) Salary : Rs.7,50,000/- per month.
- ii) Commission : Such percentage of net profits of the Company as may be determined by the Board depending on the Company's performance each year, from time to time.
- iii) Perquisites :
  - I. Housing
    - Housing I : The Company shall provide furnished accommodation free of rent.
    - Housing II : In case accommodation is not provided by the Company, the following be provided for her as accommodation :
      - a. The expenditure on hiring furnished accommodation for her will be subject to a ceiling of sixty per cent of the salary ; or
      - b. She will be entitled to house rent allowance subject to a ceiling of sixty per cent of the salary.

## Sundaram-Clayton Limited

- Explanation: The expenditure incurred by the Company on accommodation, will include expenditure on gas, electricity, water and maintenance of furnishings, all to be valued as per the Income-tax Rules, 1962 or any re-enactment thereof.
- ii) Other benefits and amenities - Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
- Total remuneration as aforesaid will not exceed the maximum permissible limit of the net profits of the Company, every year.
- In the event of loss or inadequacy of profits for any financial year, the Board will revise the remuneration payable to her during such financial year, in such manner as agreed to between the Board and her within the limits prescribed in this behalf under Schedule XIII to the Companies Act, 1956.
- In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act 2013, read with Schedule V to the Act 2013, the details of remuneration specified above are now being placed before the Members for their approval.
- Dr Lakshmi Venu is deemed to be interested in this resolution since it relates to her appointment and remuneration as JMD and Mr Venu Srinivasan, CMD and Mr Sudarshan Venu, JMD of the Company are also deemed to be interested, being her 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 as set out in Item No.6 of this Notice.
- The board, therefore, recommends the resolution, as set out in item no.6 in the Notice to be approved by the shareholders, by way of an ordinary resolution.
- Item No. 7**
- The board, at its meeting held on 11<sup>th</sup> September 2014, after considering Mr Sudarshan Venu's specialized academic achievements and his intensive training in areas of business strategy, product design, sales and marketing for a period of over 3 years and after taking into account the recommendation of the nomination and remuneration committee of directors, appointed him as joint managing director in the rank of managing director of the Company (JMD) effective 11<sup>th</sup> September 2014.
- The board was of the opinion that his elevation would benefit the Company, as it has been looking for opportunities to expand its business in the domestic and international fronts.
- The brief terms and conditions of his remuneration are as follows:
- i) Salary : Rs.2,00,000/- per month.
- ii) Perquisites :
- I. Housing
- Housing I : The Company will provide furnished accommodation free of rent.
- Housing II : In case accommodation is not provided by the Company, the following be provided for the Joint Managing Director as accommodation :
- a) The expenditure on hiring furnished accommodation for him will be subject to a ceiling of sixty per cent of the salary ; or
- b) He will be entitled to house rent allowance subject to a ceiling of sixty per cent of the salary.
- II. Medical Reimbursement  
Reimbursement of medical expenses including hospitalization for self and family including premium paid on health for medical insurance.
- III. Leave Travel Concession  
Leave travel concession for four weeks in a year for two trips abroad in a year.
- IV. Club Fees  
Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- V. Personal accident insurance  
Personal accident insurance for an amount, the annual premium of which does not exceed Rs.5,00,000/-.
- VI. Company's contribution to provident fund, which will not exceed 12% of the salary or such other higher rate as may be notified by the Central Government, from time to time.
- VII. Gratuity as per rules of the Company, not exceeding half a month's salary for each completed year of service.
- VIII. Earned leave  
On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashable at the end of the tenure.
- IX. Car  
She shall be provided with two cars for use on Company's business and use of car for private purposes shall be dealt with by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- X. Telephone  
She shall be provided with telephone at residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- XI. Reimbursement of all actual expenses, including on entertainment and travelling in the course of the Company's business.
- XII. No sitting fees be paid for attending the meetings of the Board or Committees thereof.
- XIII. 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

## Sundaram-Clayton Limited

Explanation: The expenditure incurred by the Company on accommodation, will include expenditure on gas, electricity, water and furnishings, all to be valued as per the Income-tax Rules, 1962 or any re-enactment thereof.

- II. Leave Travel Concession  
Leave travel concession for four weeks in a year including two trips in a year abroad.
- III. Personal Accident Insurance  
Personal accident insurance for an amount, the annual premium of which does not exceed Rs.5,00,000/-.
- IV. Company's contribution to provident fund which will not exceed 12% of the salary or such other higher rate as may be notified by the Central Government, from time to time.
- V. Gratuity as per rules of the Company, not exceeding half a month's salary for each completed year of service.
- VI. Earned leave  
On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashable at the end of the tenure.
- VII. Car  
He will be provided with two cars, both for use on Company's business and for private purposes, and use of car for private purposes will be dealt with by the Company, as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- VIII. Telephone  
He will be provided with telephone at residence. Personal long distance calls on telephone will be dealt with by the Company, as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- IX. Reimbursement of all actual expenses, including on entertainment and travelling in the course of the Company's business.
- X. No sitting fees be paid for attending the meetings of the Board or Committees thereof.

Other terms:

- i) Total remuneration as aforesaid will not exceed the maximum permissible limit of the net profits of the Company, every year.

ii) In the event of loss or inadequacy of profits in any financial year, the board of directors on the recommendation of the Committee shall revise the remuneration payable to him during such financial year, in such manner as may be agreed to between the board of directors and the JMD and within the limits prescribed in this behalf under Schedule V to the Act 2013 (the Act 2013), including any statutory modification(s) or re-enactment thereof for the time being in force, from time to time.

iii) The above remuneration payable to Mr Sudarshan Venu as JMD is notwithstanding the fact that he draws remuneration as JMD of the Company's subsidiary viz., TVS Motor Company Limited, as approved by its shareholders such that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act 2013, read with Schedule V to the Act 2013, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr Sudarshan Venu is deemed to be interested in this resolution since it relates to his appointment and remuneration as JMD and Mr Venu Srinivasan, CMD and Dr Lakshmi Venu, JMD are also deemed to be interested, 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 as set out in Item No.7 of this Notice.

The board, therefore recommends the resolution, as set out in item no.7 in the Notice to be approved by the shareholders, by way of an ordinary resolution.

**Inspection of documents :**

The document(s), referred to in any item of business in the Notice of AGM and the Explanatory Statement will be available for inspection at the Registered Office of the Company on any working day between 10.00 a.m and 12.00 noon upto and including the date of AGM.

By order of the board

Chennai  
8<sup>th</sup> May 2015

R Raja Prakash  
Company Secretary

Registered Office:  
"Jayalakshmi Estates"  
No. 29 (Old 8), Haddows Road  
Chennai - 600 006.

**SUNDARAM-CLAYTON LIMITED**

Regd. 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

**ATTENDANCE SLIP**

DP Id\* & Client id  
NAME AND ADDRESS OF THE MEMBER

Folio No.

No. of Shares

I / We hereby record my / our presence at the 53<sup>rd</sup> ANNUAL GENERAL MEETING of the Company held on Thursday, August 20, 2015 at 10.00 a.m. at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai-600 014.

\*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

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

**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]

**SUNDARAM-CLAYTON LIMITED**

Regd. Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006. (CIN:L35999TN1962PLC004792)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No / \*Client Id:

\*DP Id

I/We being the member(s) of ----- Equity shares of Sundaram-Clayton Limited, hereby appoint:

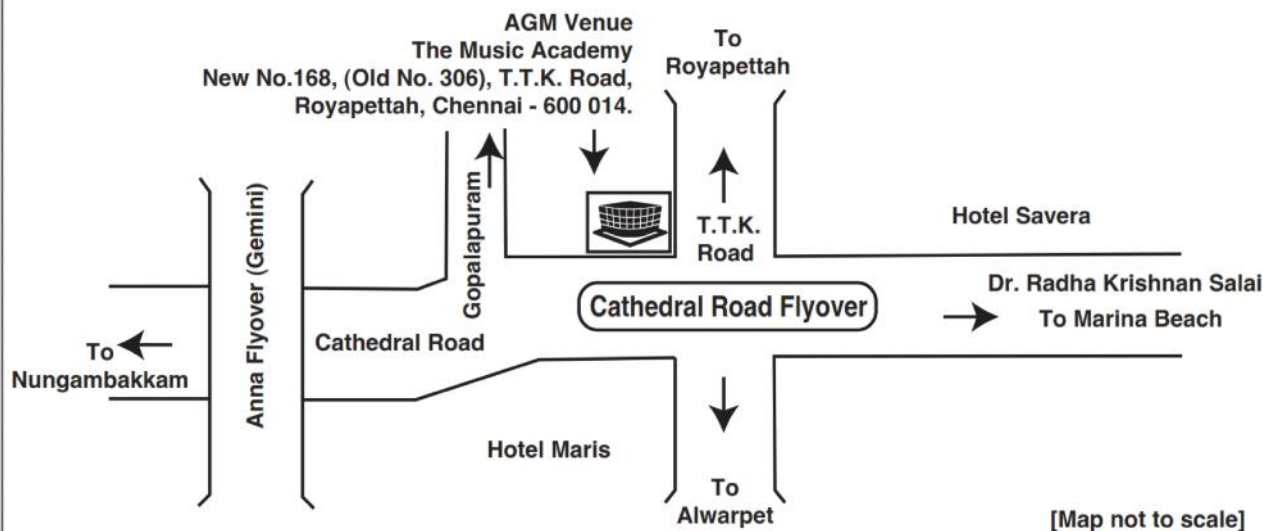
Sl no	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, August 20, 2015 at 10.00 a.m. at The Music Academy, New No.168 (Old No.306),TTK Road, Royapettah, Chennai-600 014, and at any adjournment thereof in respect of such resolutions as are indicated below:

\*Applicable for investors holding shares in electronic form.



Route map for the venue of AGM of SUNDARAM-CLAYTON LIMITED to be held on Thursday 20<sup>th</sup> August 2015 at 10.00 A.M.



[Map not to scale]

\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:

Ordinary Business	For	Against
1. Adoption of audited financial statements including the consolidated financial statements for the year ended 31 <sup>st</sup> March 2015 and the reports of the Board of Directors and Auditors thereon		
2. Re-appointment of Mr K Mahesh as director, who retires by rotation		
3. Re-appointment of Dr Lakshmi Venu as director, who retires by rotation		
4. Re-appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration		
Special Business:		
5. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as cost auditor for the year 2015-16		
6. Re-appointment of Dr Lakshmi Venu as Joint Managing Director		
7. Appointment of Mr Sudarshan Venu as Joint Managing Director		

Signed this ..... day of .....2015

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of proxy holder

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" 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
- It is optional to put a  in the appropriate column against the Resolution 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.
- Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.