

Sundaram-Clayton Limited

Notice of the Annual General Meeting

NOTICE is hereby given that the fifty fourth 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 Friday, the 2nd September 2016, 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 31st March, 2016, 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 Gopal Srinivasan (holding DIN 00177699), 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."
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 last year in the transitional period of three consecutive years as recommended by the audit committee 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 and as may be mutually agreed upon between the Board and the Statutory Auditors in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, be and is hereby ratified."

By order of the board

Chennai
12th May 2016

R Raja Prakash
Company Secretary

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

Notes:

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 Annual General Meeting (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 205A read with Section 205C of the Companies Act, 1956, 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 mentioned are requested to make their claim(s) by surrendering the un-encashed 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 is providing / hosting the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., 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 authorized representatives to attend the meeting in terms of Section 113 of the Companies Act 2013 (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.

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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 for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during 10.00 a.m. to 12.00 Noon on all working days from 22nd July 2016 till the date of AGM.

8) As a measure of economy, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.

Members holding shares in electronic form

9) 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 their Depository Participant(s) (DP) with whom they are maintaining their demat accounts.

10) 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, change of name, e-mail address, contact numbers, etc., to their DP.

11) 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.

12) Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company / DP(s) for communication purposes, unless any Member has requested for a hard copy of the same.

13) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slips duly filled in for attending the Meeting. Members are requested to write their Client ID and DP ID numbers in the Attendance Slip for attending the Meeting and handover the Slip at the entrance of the meeting hall.

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, free of cost. For any communication, the Members may also send their requests to 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, change of 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.

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.

18) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the Attendance Slip for attending the Meeting and handover the Slip at the entrance of the meeting hall.

Voting

19) The business 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').

20) 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 the AGM.

21) In case of joint holders attending the 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.

22) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) the Company has provided facility to exercise votes through electronic voting system, to Members holding shares as on 26th August 2016, 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 26th August 2016, i.e., "Cut-Off Date". Members as on the cut-off date, i.e., 26th August 2016, 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

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User ID. 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 (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 are authorised to vote, to the Scrutinizer through e-mail sriram.krishnamurthy@rediffmail.com, with a copy marked to evoting@nsdl.co.in;
- xii. Members can cast their vote online from 30th August 2016 (Tuesday) (9 a.m.) to 1st September 2016 (Thursday) (5 p.m.) through remote e-Voting. The remote e-Voting will not be allowed beyond the aforesaid date and time and 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 through 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 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 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) Members holding shares as on the "Cut-off Date" i.e., 26th August 2016 will be entitled to vote through remote e-Voting or at the venue of the AGM through Ballot paper;
- (ii) The Notice of 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 22nd July 2016;

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;

Shareholders who become Members of the Company, after despatch of Notice and hold shares as on 26th August 2016 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 or Member may send an e-mail request to evoting@nsdl.co.in or can vote through ballot paper distributed at the AGM;

- (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

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in the presence of at least two witnesses, not in the employment of the Company and make, within forty eight 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;

- (v) The Scrutinizer will submit his report to the Chairman, or any other Director of the Company, 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 & 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 no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 2nd September 2016; and
- (vi) All documents referred to in the accompanying Notice of AGM 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 from 22nd July 2016 till the date of the AGM.

- 23) Route-map to the venue of the Meeting is provided in the Attendance Slip.
- 24) Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of AGM.
- 25) In accordance with the provisions of Article 129 of the Articles of Association of the Company, M/s Gopal Srinivasan and T K Balaji will retire by rotation at the AGM and, being eligible, offer themselves for re-election.
- 26) In terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, read with Secretarial Standards on General Meetings, a brief profile of directors, who are proposed to be re-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 Gopal Srinivasan

Born on 4th August 1958, Mr Gopal Srinivasan is the Chairman & Managing Director of TVS Capital Funds Limited that has launched an India focused growth private equity fund. The vision is to develop and nurture India's mid-cap businesses into world class companies. The fund will make investments in companies that are at the intersection of high growth consumer consumption driven opportunities and a developmental theme, such as organizing the unorganized / inefficient sectors. The fund will target to source proprietary investment opportunities, and be a strategic partner to the entrepreneur and the enterprise to help expand businesses beyond their existing roots, professionalize their operations and enhance their management team.

Mr Gopal Srinivasan, a Member of the TVS family, is the founder and Chairman of TVS Electronics Limited, and is a Director in T V Sundram Iyengar & Sons Private Ltd, the holding company and

several group companies. He was also a Board Member in Great Lakes Institute of Management.

He was the Chairman of the "Confederation of Indian Industry" (CII) Tamil Nadu State Council for the fiscal year 2007-08. He was also the Chairman of CII National Committee for Private Equity & Venture Capital for the fiscal year 2010-11. He has also served on various leadership roles in several business associations.

Mr Gopal Srinivasan has incubated over eight businesses, and has over twenty eight years of operational experience in India, alongwith a wide network of relationships across the world.

A passionate entrepreneur, he is also actively involved in the promotion of Entrepreneurship as an angel investor. He is associated with Chennai Angels as well as TIE (The Indus Entrepreneurs) where he provides guidance to the budding entrepreneurs on incubating businesses.

He earned a B.Com from Loyola College, Chennai and an MBA from University of Michigan, USA.

He is a Member of the administrative committee of directors of the Company.

He holds 66 equity shares in the Company and he is related as brother to Mr Venu Srinivasan, chairman & managing director of the Company.

Details of his other directorships are given below:

S.No.	Name of the Company / Association	Position held
1.	TVS Capital Funds Limited	Chairman and Managing Director
2.	Harita Techserv Limited	Chairman
3.	TVS Electronics Limited	Chairman
4.	T V Sundram Iyengar & Sons Private Limited	Director
5.	TVS Logistics Services Limited	Director
6.	TVS Investments Limited (formerly Sundaram Investment Limited)	Chairman and Managing Director
7.	Sundaram Industries Private Limited	Director
8.	Lucas-TVS Limited	Director
9.	Cross Creek Channel Investment Advisors Pvt Ltd	Director
10.	Nextwealth Entrepreneurs Private Limited	Director
11.	IVC Association	Director
12.	IIT Madras Research Park	Director
13.	Chennai International Centre	Director

He does not hold any Committee Memberships.

II. Mr T K Balaji

Born on 12th July 1948, Mr T K Balaji 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

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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 a Member of the Audit Committee of directors of the Company.

He does not hold any share in the Company and 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.	India Nippon Electricals Limited	Chairman	Chairman - Stakeholders Relationship Committee, Member - Nomination and Remuneration Committee
2.	Lucas-TVS Limited	Chairman & Managing director	-
3.	Delphi-TVS Diesel Systems Limited	Managing director	-
4.	Lucas Indian Service Limited	Director	-

S.No.	Name of the Company	Position held	Committee memberships / chairmanships
5.	T V Sundram Iyengar & Sons Private Limited	Director	-
6.	Titan Company Limited	Director	Member - Audit Committee, Member - Nomination and Remuneration Committee
7.	TVS Automotive Systems Limited	Director	-
8.	TVS Investments Limited (formerly Sundaram Investment Limited)	Director	-
9.	TVS Credit Services Limited	Director	-
10.	India Japan Lighting Private Limited	Chairman	-
11.	Punarvasu Swasthi Private Limited	Director	-
12.	Hastham Swasthi Private Limited	Director	-
13.	Harita Electronics Private Limited	Director	-

By order of the board

Chennai
12th May 2016

R Raja Prakash
Company Secretary

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

ATTENDANCE SLIP

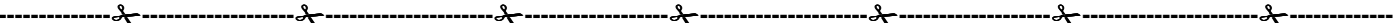
Name and Address of the Member	Folio No. : DP ID / Client ID* : No. of Shares :
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I / We hereby record my / our presence at the 54th ANNUAL GENERAL MEETING of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Friday, 2nd September 2016 at 10.00 A.M.

 Name of the Shareholder / Proxy Signature of Shareholder / Proxy

** Applicable for investors holding shares in electronic form.*

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]

Name of the Member(s)	:	
Registered Address	:	
E-Mail ID	:	
Folio No.	:	
DP ID / Client ID*	:	
No. of Shares	:	

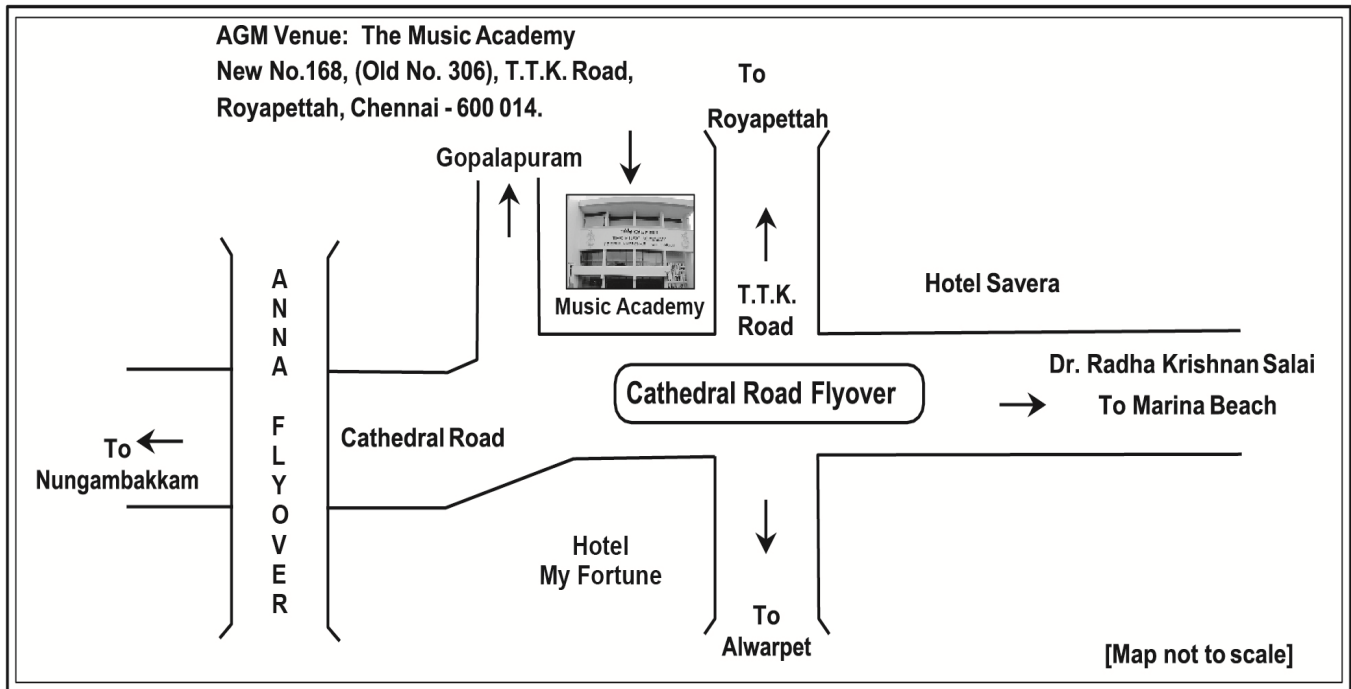
I/We being the Member(s) of ----- Equity Shares of Sundaram-Clayton Limited, hereby appoint:

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 54th ANNUAL GENERAL MEETING of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Friday, 2nd September 2016 at 10.00 a.m., 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 Friday 2nd September 2016 at 10.00 A.M



** 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 st March 2016 and the reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr Gopal Srinivasan as director, who retires by rotation.		
3.	Re-appointment of Mr T K Balaji as director, who retires by rotation.		
4.	Re-appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.		

Signed this day of 2016

Signature of Shareholder

Signature of Proxy holder

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 "Jayalakshmi Estates", No.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 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.
- Appointing a Proxy does not prevent a member from attending the meeting in person, if he / she so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.