

Sundaram-Clayton Limited

Notice of Annual General Meeting

NOTICE is hereby given that the Fifty-Fifth 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 Wednesday, the 19th July 2017 at 10.00 A.M to transact the following businesses:

ORDINARY BUSINESS

- To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT the audited balance sheet as at 31st March, 2017, 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."
- To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."
- 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."
- To consider passing the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendation of the Audit and Risk Management Committee and the Board of Directors, M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, having Firm Registration No. 007761S be and are hereby appointed as Statutory Auditors of the Company in place of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S, whose tenure expires at this Annual General Meeting, at such remuneration plus reimbursement of out-of pocket, travelling expenses and other applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the said Auditors."
"RESOLVED FURTHER THAT M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this 55th Annual General Meeting till the conclusion of 60th Annual General Meeting of the Company, subject to ratification of the appointment by Members at every Annual General Meeting during their tenure of office."

SPECIAL BUSINESS

- 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 lakhs, in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to Mr A N Raman, practising cost accountant,

holding Membership No. 5359, allotted by The Institute of Cost Accountants of India, who was re-appointed as cost auditor of the Company for the year 2017-18 by the board of directors of the Company, as recommended by the Audit and Risk Management Committee of directors, be and is hereby ratified."

By order of the board

Chennai
3rd May 2017

R Raja Prakash
Company Secretary

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

Notes:

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

Proxy

- 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.**
- During the period beginning 24 hours before the time fixed for 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

- In terms of Section 124 of the Act, 2013, the dividend declared by the Company for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF) established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.
- Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company. Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., www.iepf.gov.in.

General

5. With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
6. A Corporate Member intending to send its authorised representative to attend the Meeting in terms of Section 113 of the Act, 2013 is requested to send to the Company a certified copy of the Board Resolution / power of attorney authorizing such representative to attend and vote on its behalf at the Meeting.
7. Members may also note that the Notice of 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 including annexures alongwith Notice 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 24th June 2017 till the date of AGM.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided in the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting. Members are requested to write their Client ID and DP ID / Folio numbers in the attendance slip for attending the Meeting and handover the slip at the entrance of the meeting hall.

Members holding shares in electronic form

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat account.
11. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP).
12. The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
13. Electronic copy of the Annual Report and the Notice of AGM *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / DPs for communication purposes, unless any member has requested for a hard copy of the same.
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost. For any communication, the members may also send their requests to investorscomplaintssta@scl.co.in.

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 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 AGM *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

Voting

18. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').
19. The facility for voting through Ballot papers shall be made available at the venue of AGM and the members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at the AGM.
20. 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.
21. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended ('the Rules') and Regulation 44 of the 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 12th July 2017 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 viz., www.evoting.nsdl.com.

The voting rights of the members / beneficial owners will be reckoned on the Equity Shares held by them as on 12th July 2017, i.e "Cut-off Date". Members as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or Ballot paper.

The instructions for remote e-Voting are as under:

- (A) For Members - who receive Notice of AGM through e-mail:
- i. Launch internet browser - 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 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;

Sundaram-Clayton Limited

- 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 atleast 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 16th July 2017 (Sunday) (9 a.m.) to 18th July 2017 (Tuesday) (5 p.m.) through remote e-Voting. Thereafter, the remote e-Voting module will be disabled by NSDL for voting and hence e-Voting will not be allowed after the aforesaid date and time;

Only members as on the Cut-Off date, who have not cast their vote through remote e-Voting will be able to exercise their voting right at 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) and remote e-Voting user manual for Members available at the downloads Section at 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., 12th July 2017 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 24th June 2017;

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

Shareholders who become members of the Company, after despatch of notice and hold shares as on 12th July 2017 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 may send an e-mail request to evoting@nsdl.co.in or can vote through ballot paper distributed at the venue of 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 venue of 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 atleast two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other director, who shall countersign the same; and

Sundaram-Clayton Limited

(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 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 19th July 2017.

22. Route-map to the venue of the AGM is provided in the Attendance Slip.
23. Any query relating to financial statements must be sent to the Company's Registered Office atleast seven days before the date of AGM.
24. In accordance with the provisions of Article 129 of the Articles of Association of the Company, M/s Sudarshan Venu and K Mahesh will retire by rotation at the AGM and, being eligible offer themselves for re-election.
25. In terms of Regulation 36(3) of SEBI (LODR) Regulations read with Secretarial Standards on General Meeting, a brief profile of the directors, who are proposed to be re-appointed in this AGM, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

I. Mr Sudarshan Venu

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

He holds B.S. in Mechanical Engineering from the School of Engineering and B.S. in Economics from the Wharton School, USA. 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.

Mr Sudarshan Venu, aged 28 years, has been actively involved in all spheres of the management of the Company and handling wider responsibilities for exploring new business opportunities both in India and abroad.

Mr Sudarshan Venu was appointed as Joint Managing Director of the Company on 11th September 2014.

He also serves as the Joint Managing Director of TVS Motor Company Limited.

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.

Details of his other directorships and membership of committees are given below:

S.No.	Name of the Companies	Position held	Committee Memberships
1.	TVS Motor Company Limited	Joint Managing Director	Stakeholders' Relationship Committee - Member
2.	TVS Credit Services Limited	Director	Asset Liability Management Committee - Member
3.	S. Venu Trustee Private Limited	Director	-

II. Mr K Mahesh

Born on 11th October 1943, Mr K Mahesh is a B.Tech graduate in Metallurgy from I.I.T., 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 is the Chairman of Sundaram Brake Linings Limited.

He holds 123 equity shares of Rs.5/- each in the Company. He is not related to any director of the Company.

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

S.No.	Name of the Companies	Position held	Committee Membership
1.	Sundaram Brake Linings Limited	Chairman	Corporate Social Responsibility Committee - Member
2.	Southern Roadways Limited	Director	-
3.	Sundaram Textiles Limited	Director	-
4.	T V Sundram Iyengar & Sons Private Limited	Whole-Time Director	-
5.	TVS Global Trade Private Limited	Director	-

Sundaram-Clayton Limited

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory statement sets out all material facts relating to the ordinary / special business mentioned in the accompanying notice dated 3rd May 2017 and shall be taken as forming part of the Notice.

Item No.4

As per the provisions of Section 139 of the Act, 2013, the transitional period of office of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, as Statutory Auditors of the Company will conclude from the close of the ensuing Annual General Meeting (AGM) of the Company.

In view of the above, the Audit and Risk Management Committee and the Board of Directors of the Company at their meeting held on 3rd May, 2017 have recommended the appointment of M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru (ICAI Firm Registration Number 007761S) as the Statutory Auditors of the Company, subject to the approval of the shareholders.

They have consented to the said appointment and confirmed that their appointment, if made, would be within the limits mentioned under the provisions of Section 141 of the Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

They will hold office as statutory auditors for the first term of five years from the conclusion of the 55th AGM till the conclusion of 60th AGM of the Company, subject to ratification of the appointment by Members at every AGM held during their tenure of office as statutory auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The directors, therefore, recommend the ordinary resolution, as set out in item No.4, for approval of shareholders.

Item No.5

As recommended by the Audit and Risk Management Committee, the board at its meeting held on 3rd May 2017, re-appointed Mr A N Raman, practising cost accountant, having membership no. 5359, as Cost Auditor of the Company, in terms of Section 148 of the Act, 2013 and fixed a sum of Rs.3 lakhs as remuneration payable to him for the financial year 2017-18, subject to ratification 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 as set out in Item No.5 of this Notice.

The directors, therefore, recommend the ordinary resolution, as set out in item No.5, for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the board

Chennai
3rd May 2017

R Raja Prakash
Company Secretary

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

Sundaram-Clayton Limited

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

CIN:L35999TN1962PLC004792, Email: investorscomplaintssta@scl.co.in

Phone: 044-28272233, Fax: 044-28257121

Website: www.sundaram-clayton.com

ATTENDANCE SLIP

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

I / We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 55th Annual General Meeting of the Company being held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600014 on **Wednesday, 19th July 2017 at 10.00 A.M.**

Name of the Shareholder / Proxy

Signature of Shareholder / Proxy

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

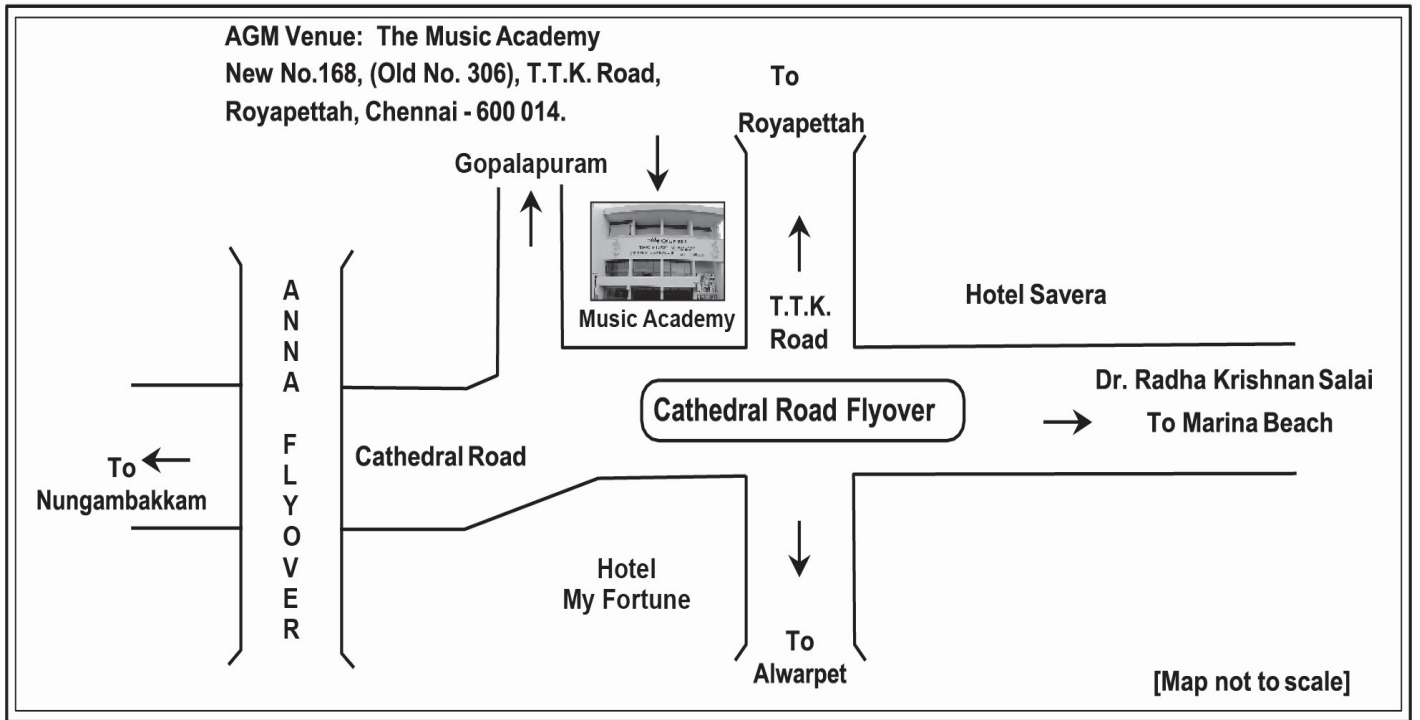
E-VOTING

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to www.evoting.nsdl.com

Route map for the venue of AGM of Sundaram-Clayton Limited to be held on Wednesday 19th July 2017 at 10.00 A.M.



Sundaram-Clayton Limited

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

CIN:L35999TN1962PLC004792, Email: investorscomplaintssta@scl.co.in

Phone: 044-28272233, Fax:044-28257121

Website: www.sundaram-clayton.com

PROXY FORM FORM No. : MGT 11

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

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

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

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

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 55th ANNUAL GENERAL MEETING of the Company to be held at The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600 014 on Wednesday, 19th July 2017 at 10.00 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
Ordinary Business		For	Against
1.	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2017 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	Re-appointment of Mr Sudarshan Venu as director, who retires by rotation.		
3.	Re-appointment of Mr K Mahesh as director, who retires by rotation.		
4.	Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
5.	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2017-18.		

Signed thisday of2017

Affix
Revenue
Stamp of Re.1

Signature of Member

Signature of Proxy holder

Notes:

1. 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.
2. 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.