



# Sundaram-Clayton Limited

Regd. & Corporate Office :  
"Jayalakshmi Estates", 5th Floor  
P.O. Box : 732,  
29, Haddows Road,  
Chennai - 600 006, India.  
Telephone : (044) 28272233  
Fax : (044) 28257121

22<sup>nd</sup> August 2014

The Manager  
Listing department  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

**Scrip code: SUNCLAYLTD**

Dear Sir,

**Sub: Intimation of voting results at the 52<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 21<sup>st</sup> August 2014 in terms of Clause 35A of the Listing Agreement**

**Ref: Our letter dated 21<sup>st</sup> August 2014**

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In continuation to our letter dated 21<sup>st</sup> August 2014, we wish to inform you that the shareholders of the Company at the 52<sup>nd</sup> annual general meeting of the Company held on 21<sup>st</sup> August 2014 approved all the items of business as contained in the notice convening the said AGM.

All the resolutions were passed by the shareholders, with requisite majority.

In this connection, we enclose the following:

- Results of voting through electronic means and physical ballot;
- Scrutinizer's Report on e-voting; and
- Scrutinizer's Report on physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

The said results declared by the Chairman and the reports submitted by the scrutinizer are also uploaded on the Company's Website and are also advised to the Depository viz., National Securities Depository Limited, to publish the same in their website.

Thanking you,

Yours faithfully,  
For SUNDARAM-CLAYTON LIMITED

  
R Raja Prakash  
Company Secretary

Encl: a/a

**Details of voting results**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>21<sup>st</sup> August 2014</b>	
Total number of shareholders as on Record Date / Book-Closure	<b>15,781</b>	
No. of shareholders present in the meeting either in person or through proxy:	<b>Total : 1,020</b>	
	<b>Members Present in person</b>	<b>Through Proxy</b>
Promoters and promoter group	<b>4</b>	<b>-</b>
Public	<b>1009</b>	<b>7</b>
No. of shareholders attended the meeting through video conferencing	<b>-----</b>	

**(ii) Voting by members:**

Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
1.	Adoption of standalone and consolidated accounts for the year ended 31 <sup>st</sup> March 2014	Ordinary	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
2.	Re-appointment of Mr T K Balaji, director	Ordinary	E-Voting & Physical Ballot	
3.	Re-appointment of Mr Sudarshan Venu, director	Ordinary	E-Voting & Physical Ballot	
4.	Appointment of M/s Sundaram and Srinivasan, Statutory Auditors	Ordinary	E-Voting & Physical Ballot	
5.	Ratification of remuneration payable to Cost Auditor	Ordinary	E-Voting & Physical Ballot	
6.	Re-appointment of Mr Venu Srinivasan as managing director for five years	Ordinary	E-Voting & Physical Ballot	



Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
7.	Variation in remuneration of Dr Lakshmi Venu, director-strategy	Ordinary	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
8.	Appointment of Vice Admiral P J Jacob (Retd.), as an Independent Director	Special	E-Voting & Physical Ballot	
9.	Appointment of Mr V Subramanian, as an Independent Director	Special	E-Voting & Physical Ballot	
10.	Appointment of Mr S Santhanakrishnan, as an Independent Director	Special	E-Voting & Physical Ballot	
11.	Appointment of Mr Suresh Kumar Sharma, as an Independent Director	Special	E-Voting & Physical Ballot	
12.	Appointment of Mr R Vijayaraghavan, as an Independent Director	Special	E-Voting & Physical Ballot	
13.	Appointment of Mr Kamlesh Gandhi, as an Independent Director	Special	E-Voting & Physical Ballot	

**(iii) Results of Poll / postal ballot / E-voting by members:**

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

Results of voting in the prescribed format is annexed herewith.

**For SUNDARAM-CLAYTON LIMITED**

  
**R Raja Prakash**  
**Company Secretary**

**Sundaram - Clayton Limited**

**Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:**

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014 : 15,781

**Details of voting on the ordinary / special resolutions as detailed in the notice of 52nd Annual General Meeting**

Resolution No. 1	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Adoption of Accounts for the year ended 31st March 2014	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,218	5	100.00%	0.00%
	Total	20,232,085	17,480,172	86.40%	17,480,167	5	100.00%	0.00%

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Reappointment of Mr T K Balaji, director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
	Public - Others	2,379,321	124,198	5.22%	124,188	10	99.99%	0.01%
	Total	20,232,085	17,480,147	86.40%	17,474,367	5,780	99.97%	0.03%

Resolution No. 3	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Reappointment of Mr Sudarshan Venu, director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
	Public - Others	2,379,321	124,207	5.22%	124,197	10	99.99%	0.01%
	Total	20,232,085	17,480,156	86.40%	17,474,376	5,780	99.97%	0.03%



**Sundaram - Clayton Limited**

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

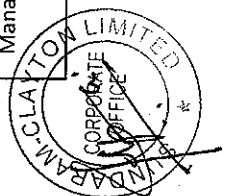
Total shareholders as on 14th July 2014 : 15,781

**Details of voting on the ordinary / special resolutions as detailed in the notice of 52nd Annual General Meeting**

Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of M/s Sundaram & Srinivasan as Statutory Auditors	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	1,533,109	57.23%	1,533,109	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,218	5	100.00%	0.00%
	Total	20,232,085	16,831,392	83.19%	16,831,387	5	100.00%	0.00%

Resolution No.5	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Ratification of remuneration payable to Cost Auditor	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,213	10	99.99%	0.01%
	Total	20,232,085	17,480,172	86.40%	17,480,162	10	100.00%	0.00%

Resolution No.6	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Re-appointment of Mr Venu Srinivasan as Managing Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,218	5	100.00%	0.00%
	Total	20,232,085	17,480,172	86.40%	17,480,167	5	100.00%	0.00%



**Sundaram - Clayton Limited**

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

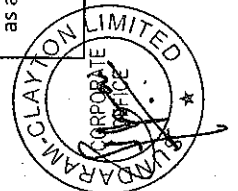
Total shareholders as on 14th July 2014 : 15,781

**Details of voting on the ordinary / special resolutions as detailed in the notice of 52nd Annual General Meeting**

Resolution No.7	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Variation of remuneration payable to Dr Lakshmi Venu	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
	Public - Others	2,379,321	124,057	5.21%	124,052	5	100.00%	0.00%
	Total	20,232,085	17,480,006	86.40%	17,474,231	5,775	99.97%	0.03%

Resolution No.8	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Vice Admiral P J Jacob as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,197	26	99.98%	0.02%
	Total	20,232,085	17,480,172	86.40%	17,480,146	26	100.00%	0.00%

Resolution No.9	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Mr V Subramanian as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,197	26	99.98%	0.02%
	Total	20,232,085	17,480,172	86.40%	17,480,146	26	100.00%	0.00%



**Sundaram - Clayton Limited**

**Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:**

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014 : 15,781

**Details of voting on the ordinary / special resolutions as detailed in the notice of 52nd Annual General Meeting**

Resolution No.10	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Mr S Santhanakrishnan as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,223	5.22%	124,213	10	99.99%	0.01%
	Total	20,232,085	17,480,172	86.40%	17,480,162	10	100.00%	0.00%

Resolution No.11	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Mr Suresh Kumar Sharma as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
	Public - Others	2,379,321	124,223	5.22%	124,197	26	99.98%	0.02%
	Total	20,232,085	17,480,172	86.40%	17,474,376	5,796	99.97%	0.03%

Resolution No.12	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Mr R Vijayaraghavan as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
	Public - Others	2,379,321	124,223	5.22%	124,213	10	99.99%	0.01%
	Total	20,232,085	17,480,172	86.40%	17,474,392	5,780	99.97%	0.03%



**Sundaram - Clayton Limited**

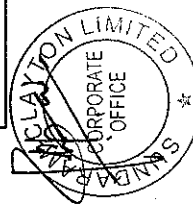
**Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:**

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014 : 15,781

**Details of voting on the ordinary / special resolutions as detailed in the notice of 52nd Annual General Meeting**

Resolution No.13	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
Appointment of Mr Kamlesh Gandhi as an Independent Director	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	-	100.00%	0.00%
	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	-	100.00%	0.00%
	Public - Others	2,379,321	124,179	5.22%	124,131	48	99.96%	0.04%
	Total	20,232,085	17,480,128	86.40%	17,480,080	48	100.00%	0.00%



# S Krishnamurthy & Co

Company Secretaries

18<sup>th</sup> August 2014

"Shobana", 17, Nandanam Main Road,  
Nandanam Extension, Chennai-600035  
(044) 42074012/24315579  
sriram.krishnamurthy@rediffmail.com  
skco.cs@gmail.com

To,  
**The Chairman,**  
**Sundaram-Clayton Limited**  
"Jayalakshmi Estates",  
No. 29 (Old No.8), Haddows Road,  
Chennai-600006

Dear Sir,

**Sub:** **Electronic voting** process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 38B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

Your Board of Directors has, vide resolutions passed on 14<sup>th</sup> May 2014, decided to:

- (a) Convene the 52<sup>nd</sup> (fifty second) Annual General Meeting on 21<sup>st</sup> August 2014 ("AGM");
- (b) Transact 13 items of business at the AGM by passing 13 (thirteen) resolutions as set out in the Notice calling the AGM;
- (c) Provide the members of your company electronic voting facility (e-voting) to exercise their right to vote on all the 13 resolutions;
- (d) Have 14<sup>th</sup> July 2014 as the record date to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.
- (e) Appointed me as the Scrutiniser for the said electronic voting process.

I submit my report as under:

1. Your company selected **National Securities Depository Limited (NSDL)** to provide the e-voting platform.
2. Your company had 15,781 members on the Register of Members/ Record of Depositories as on the record date namely 14<sup>th</sup> July 2014.
3. **Notice of the AGM ("AGM notice")**, along with the 52<sup>nd</sup> annual report was despatched through:
  - (a) **Electronic means** by NSDL on 25<sup>th</sup> July 2014 to 5,735 members who had provided email address for receipt of documents in electronic mode.
  - (b) Registered book post by the company to 11,327 members on 23<sup>rd</sup> July 2014 who had either not provided email address or were residents of Chennai. This included 20 members in respect of whom emails sent by NSDL bounced.
  - (c) Registered book post by the company to 23 members on 30<sup>th</sup> July 2014 in respect of whom emails sent by NSDL returned undelivered.
4. The AGM notice indicated the e-voting process and also mentioned that:
  - (a) All the 13 items of business set out in the notice may be transacted through electronic voting system.
  - (b) 12<sup>th</sup> August 2014 (9.00 am) to 14<sup>th</sup> August 2014 (6.00 pm) would be the time period during which votes may be cast through electronic means ("e-voting period").
5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
6. Your company published advertisements on 29<sup>th</sup> July 2014 about having despatched the AGM notice, the availability of e-voting facility and the other matters prescribed, in:
  - (a) "Business Line" an English newspaper in English language and
  - (b) "Makkal Kural" a Tamil newspaper in English language.



Sundaram-Clayton Limited- AGM on 21<sup>st</sup> August 2014

7. The result of the Poll is as under:

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
1.	Adoption of financial statements for the year ended 31 <sup>st</sup> March 2014	Ordinary	Number of members present and voting (in person/ by proxy)	24	0	44
			Number of votes cast	1689	0	Does not arise
			% of valid votes cast	100	0	
2.	Re-appointment of retiring director - Mr. T. K. Balaji	Ordinary	Number of members present and voting (in person/ by proxy)	23	1	44
			Number of votes cast	1684	5	Does not arise
			% of valid votes cast	99.70	0.30	
3.	Re-appointment of retiring director - Mr. Sudarshan Venu	Ordinary	Number of members present and voting (in person/ by proxy)	22	1	45
			Number of votes cast	1668	5	Does not arise
			% of valid votes cast	99.70	0.30	
4.	Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants as auditors for 3 years	Ordinary	Number of members present and voting (in person/ by proxy)	24	0	44
			Number of votes cast	1689	0	Does not arise
			% of valid votes cast	100	0	
5.	Ratification of remuneration for FY 2014-15 to the Cost Auditor - Mr. A N Raman	Ordinary	Number of members present and voting (in person/ by proxy)	24	0	44
			Number of votes cast	1689	0	Does not arise
			% of valid votes cast	100	0	
6.	Re-appointment of Mr. Venu Srinivasan as Managing Director for 5 years from 23 <sup>rd</sup> May 2014	Ordinary	Number of members present and voting (in person/ by proxy)	24	0	44
			Number of votes cast	1689	0	Does not arise
			% of valid votes cast	100	0	
7.	Variation in remuneration of Dr. Lakshmi Venu, Director - Strategy.	Ordinary	Number of members present and voting (in person/ by proxy)	24	0	44
			Number of votes cast	1689	0	Does not arise
			% of valid votes cast	100	0	
8.	Appointment of Vice Admiral P J Jacob, as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	22	2	44
			Number of votes cast	1668	21	Does not arise
			% of valid votes cast	98.76	1.24	
9.	Appointment of Mr. V Subramanian as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	22	2	44
			Number of votes cast	1668	21	Does not arise
			% of valid votes cast	98.76	1.24	



Sundaram-Clayton Limited- AGM on 21<sup>st</sup> August 2014

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
10.	Appointment of Mr. S Santhanakrishnan as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	23	1	44
			Number of votes cast	1684	5	Does not arise
			% of valid votes cast	99.70	0.30	
11.	Appointment of Mr. Suresh Kumar Sharma as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	22	2	44
			Number of votes cast	1668	21	
			% of valid votes cast	98.76	1.24	
12.	Appointment of Mr. R Vijayaraghavan as an independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	23	1	44
			Number of votes cast	1684	5	Does not arise
			% of valid votes cast	99.70	0.30	
13.	Appointment of Mr. Kamalesh Gandhi as an independent director for 5 years		Number of members present and voting (in person/ by proxy)	22	2	44
			Number of votes cast	1646	43	Does not arise
			% of valid votes cast	97.45	2.55	

8. A Spreadsheet containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
K SRIRAM,

Scrutinizer.

Chennai

22<sup>nd</sup> August 2014



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
Mr. Venu Srinivasan  
Chairman,  
Sundaram -Clayton Limited,  
Jayalakshmi Estates,  
No.29, Haddows Road,  
Chennai - 600 006

**Sub: 52<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Sundaram -Clayton Limited, held on Thursday the 21<sup>st</sup> August 2014 at 10.15 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014**

Dear Sir,

I, **K Sriram, Practising Company Secretary**, Partner of M/s. S Krishnamurthy & Co., Company Secretaries, appointed as **Scrutinizer** for the purpose of the poll taken on the below mentioned resolutions, at the 52<sup>nd</sup> annual general meeting of the Equity Shareholders of Sundaram -Clayton Limited, held on **Thursday the 21<sup>st</sup> August 2014 at 10.15 am** at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014 (**AGM**), submit my report as under:

1. The Chairman announced at the AGM that only the shareholders who had not participated in the e-voting process conducted in accordance with Section 107 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the AGM, were eligible to participate in the poll process.
2. After the time fixed for the poll, three (3) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
4. The poll papers were reconciled with the records maintained by the share transfer department of the Company and the authorizations / proxies lodged with the Company.
5. The poll papers were also cross-checked with the e-voting details to ascertain whether any shareholder had participated both in the e-voting and in the poll process.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



**Sundaram-Clayton Limited**  
**Scrutiniser's Report on e-voting- 18<sup>th</sup> August 2014**

7. At the end of the e-voting period, I have:
- Unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and prepared this report.
  - Matched/ confirmed the shareholding stated in the electronic ballot with the Register of Members/ Record of Depositories, as on the record date.
  - Recorded particulars of all the electronic votes cast by members of the electronically in a separate register maintained for the purpose.
8. A summary of the e-voting is given below:

Particulars	Number of members	Number of Shares/ votes
Total eligible members/ votes as on 14 <sup>th</sup> July 2014	15,781	2,02,32,085
Participating members/ votes cast during e-voting period For the items of business set out in AGM notice	72 to 75	1,68,29,703 to 1,74,78,483

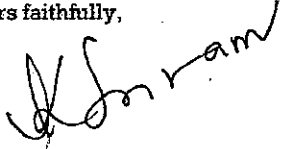
Resolution			Assent (For)		Dissent (Against)		
No	Nature	Subject matter	Number of valid votes	%	Number of valid votes	%	
1.	Ordinary	Adoption of financial statements for FY 2013-14	1,74,78,478	100.00	5	0	
2.	Ordinary	Re-appointment of retiring director	Mr. T K Balaji	1,74,72,683	99.97	5,775	0.03
3.	Ordinary		Mr. Sudarshan Venu	1,74,72,708	99.97	5,775	0.03
4.	Ordinary	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, as auditors for the transition period of 3 years	1,68,29,698	100.00	5	0	
5.	Ordinary	Ratification of remuneration to Mr. A N Raman, Cost Accountant as Cost Auditor for FY 2014-15	1,74,78,473	100.00	10	0	
6.	Ordinary	Re-appointment of Mr. Venu Srinivasan as Managing Director for five years from 23 <sup>rd</sup> May 2014	1,74,78,478	100.00	5	0	
7.	Ordinary	Variation in remuneration of Dr. Lakshmi Venu as Director Strategy from 1 <sup>st</sup> Sep 2014	1,74,72,542	99.97	5,775	0.03	
8.	Special	Appointment and remuneration of independent directors for a term of 5 years from the conclusion of the AGM	Mr. P J Jacob	1,74,78,478	100.00	5	0
9.	Special		Mr. V Subramanian	1,74,78,478	100.00	5	0
10.	Special		Mr. S Santhanakrishnan	1,74,78,478	100.00	5	0
11.	Special		Mr. Suresh Kumar Sharma	1,74,72,708	99.97	5,775	0.03
12.	Special		Mr. R Vijayaraghavan	1,74,72,708	99.97	5,775	0.03
13.	Special		Mr. Kamlesh Gandhi	1,74,78,434	100.00	5	0



**Sundaram-Clayton Limited**  
**Scrutiniser's Report on e-voting- 18<sup>th</sup> August 2014**

9. Hence all resolutions are deemed to be duly passed, with requisite majority, on the date of the ensuing AGM namely, 21<sup>st</sup> August 2014.
10. You may accordingly declare the result of the electronic voting.

Thanking you,  
Yours faithfully,



**K SRIRAM,**  
**SCRUTINISER.**

