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

Sundaram-Clayton Limited

01/02/C/01/

22nd June 2016

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,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015) and Proceedings of Postal Ballot as per Regulation 30 of SEBI (LODR), 2015.

Please refer to our letter dated 19th May 2016, informing about the proposal to seek the approval of the shareholders of the Company by way of ordinary / special resolutions, through postal ballot / e-voting with respect to the following businesses:

(i) Appointment of Mr R Gopalan as a Non-Executive Independent Director of the Company.

(ii) Revision in the terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company, effective 1st April 2016.

(iii) Variation in the terms of remuneration relating to certain perquisites payable to Dr Lakshmi Venu, Joint Managing Director of the Company, effective 1st April 2016.

(iv) Revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1st April 2016.

(v) Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant, as Cost Auditor for the financial year 2016-17.

(vi) Payment of Commission to Non-Executive Directors for a period of 5 years not exceeding 1% of the Profits of the Company for each financial year commencing from 2016–2017.

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results of postal ballot / e-voting and the proceedings of the postal ballot.

We also wish to inform you that aforesaid resolutions have been approved by the shareholders with requisite majority.

Thanking you.

For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl: a/a

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 1	Approving the appointment of Mr R Gopalan as a Non-Executive Independent Director of the Company.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,315	888	99.57	0.43
	Postal Ballot		29,532	1.50	29,172	360	98.78	1.22
	Total		2,35,735	11.99	2,34,487	1,248	99.47	0.53
Total		**2,02,32,085**	**1,79,18,734**	**88.57**	**1,79,17,486**	**1,248**	**99.99**	0.01

SUNDARAM-CLAYTON LIMITED CORPORATE OFFICE

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 2	Approving the revision in the terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company, effective 1st April 2016.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,02,037	6,902	99.72	0.28
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,02,037	6,902	99.72	0.28
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,217	986	99.52	0.48
	Postal Ballot		29,450	1.50	28,687	763	97.41	2.59
	Total		2,35,653	11.98	2,33,904	1,749	99.26	0.74
Total		**2,02,32,085**	**1,79,18,652**	**88.57**	**1,79,10,001**	**8,651**	**99.95**	0.05

SUNDARAM-CLAYTON LIMITED CORPORATE OFFICE

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 3	Approving the variation in the terms of remuneration relating to certain perquisites payable to Dr Lakshmi Venu, Joint Managing Director of the Company, effective 1st April 2016
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,02,936	80.96	25,02,037	899	99.96	0.04
	Postal Ballot		-	-			-	-
	Total		25,02,936	80.96	25,02,037	899	99.96	0.04
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,213	990	99.52	0.48
	Postal Ballot		29,450	1.50	28,097	1,353	95.41	4.59
	Total		2,35,653	11.98	2,33,310	2,343	99.01	0.99
Total		**2,02,32,085**	**1,79,12,649**	**88.54**	**1,79,09,407**	**3,242**	**99.98**	0.02

SUNDARAM-CLAYTON LIMITED CORPORATE OFFICE

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 4	Approving the revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1st April 2016.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,02,037	6,902	99.72	0.28
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,02,037	6,902	99.72	0.28
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,198	1,005	99.51	0.49
	Postal Ballot		29,445	1.50	28,544	901	96.94	3.06
	Total		2,35,648	11.98	2,33,742	1,906	99.19	0.81
Total		**2,02,32,085**	**1,79,18,647**	**88.57**	**1,79,09,839**	**8,808**	**99.95**	0.05

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant, as Cost Auditor for the financial year 2016-17.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,203	10.49	2,05,257	946	99.54	0.46
	Postal Ballot		29,363	1.49	29,053	310	98.94	1.06
	Total		2,35,566	11.98	2,34,310	1,256	99.47	0.53
Total		**2,02,32,085**	**1,79,18,565**	**88.57**	**1,79,17,309**	**1,256**	**99.99**	0.01

SUNDARAM-CLAYTON LTD. CORPORATE OFFICE

Sundaram-Clayton Limited
Chennai -600 006

Date of the ~~AGM~~/~~EGM~~/Postal Ballot	22nd June 2016
Total number of shareholders on record date	15,548
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
Item No. 6	Approving the payment of Commission to Non-Executive Directors for a period of 5 years not exceeding 1% of the Profits of the Company for each financial year commencing from 2016 – 2017.
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting	30,91,744	25,08,939	81.15	25,08,939	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,08,939	81.15	25,08,939	-	100.00	-
Public- Non Institutions	E-Voting	19,66,281	2,06,193	10.49	2,05,031	1,162	99.44	0.56
	Postal Ballot		29,410	1.50	26,493	2,917	90.08	9.92
	Total		2,35,603	11.98	2,31,524	4,079	98.27	1.73
Total		**2,02,32,085**	**1,79,18,602**	**88.57**	**1,79,14,523**	**4,079**	**99.98**	0.02

SUNDARAM CLAYTON LTD. CORPORATE OFFICE

B. CHANDRA
Practising Company Secretary

AG3, Ragamalika,
#26, Kumaran Colony Main Road,
Vadapalani, Chennai - 600 026.

E-mail : bchandra1@gmail.com
bchandracosecy@gmail.com
H/P : 9840276313, 9840375053,7358269819

June 21st, 2016

SCRUTINIZER'S REPORT

To

The Chairman,
M/S SUNDARAM -CLAYTON LIMITED
JAYALAKSHMI ESTATES, NO.29(8),HADDOWS ROAD,
CHENNAI TN 600006 IN

Dear Sir,

Subject:

1. Appointment of Mr. R Gopalan as Non Executive Independent director - Ordinary Resolution under Section 149, 150, 152,160 and other applicable provisions of the Companies Act 2013
2. Revision in the terms of remuneration payable to Mr. Venu Srinivasan – Chairman and MD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
3. Variation in terms of remuneration relating to certain perquisites payable to Dr. Lakshmi Venu, JMD effective from 1.4.2016 - Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
4. Revision in the terms of remuneration payable to Mr. Sudarshan Venu, JMD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013
5. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant for the FY 16-17 - Ordinary Resolution under Section 148 of the Companies Act 2013
6. Payment of commission to Non Executive Directors for a period of five years not exceeding 1% of the Profits of the Company for each FY commencing from 16-17 - Special Resolution under Section 197 and other applicable provisions of the Companies Act 2013

Dear Sir,

Please refer to your letter dated 12.5.2016 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolution(s) passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company, on 19th May 2016 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 12th May 2016. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms alongwith the notice and the Statement were sent by e-mail on the same date through the in-house Share Transfer department of the company. Members were also given the option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL), as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 20th May 2016 in English Newspaper Daily & on 20th May 2016 in Tamil Newspaper Daily.
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours (i.e. before Tuesday, 21st June 2016 (5.00 P.M)). In case of E voting, members were requested to cast their votes electronically on or before Tuesday, 21st June 2016 (5.00 P.M.)
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody of myself.
1.6	The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 12th May 2016 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 21st June 2016 after 5 P.M. No duplicate votes could be detected.

1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 21st June 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.8	Envelopes containing postal ballot forms received after 5.00 PM on 21st June 2016, if any, were not considered for my scrutiny.
1.9	520 envelopes containing postal ballot form were returned undelivered and 43 notices sent by email were bounced
1.10	I did not find any defaced or mutilated ballot papers.

2. A summary of the postal ballot forms process is given below:

S.No	Resolutions	Nature of Resolution
1	Appointment of Mr. R Gopalan as Non Executive Independent director -Ordinary Resolution under Section 149, 150, 152,160 and other applicable provisions of the Companies Act 2013	Ordinary
2	Revision in the terms of remuneration payable to Mr. Venu Srinivasan– Chairman and MD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
3	Variation in terms of remuneration relating to certain perquisites payable to Dr. Lakshmi Venu, JMD effective from 1.4.2016 - Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
4	Revision in the terms of remuneration payable to Mr. Sudarshan Venu, JMD effective from 1.4.2016 -Ordinary Resolution under Section 196,197,198 and 203 read with Schedule V to the Companies Act, 2013	Ordinary
5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant for the FY 16-17 - Ordinary Resolution under Section 148 of the Companies Act 2013	Ordinary
6	Payment of commission to Non Executive Directors for a period of five years not exceeding 1% of the Profits of the Company for each FY commencing from 16-17 - Special Resolution under Section 197 and other applicable provisions of the Companies Act 2013	Special

The details of the number of postal ballots received, number of evoting carried out by members and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes by Postal Ballot		Number of valid Votes		Number of invalid votes
	ASSENT	DISSENT	ASSENT	DISSENT	
1	366	6	29172	360	5338
2	356	16	28687	763	5420
3	353	19	28097	1353	5420
4	357	15	28544	901	5420
5	363	8	29053	310	5502
6	342	29	26493	2917	5420

Resolution S.No	Number of members who cast their votes by e-voting		Number of valid Votes	
	ASSENT	DISSENT	ASSENT	DISSENT
1	127	5	17888314	888
2	119	13	17881314	7888
3	117	12	17881310	1889
4	116	16	17881295	7907
5	123	9	17888256	946
6	120	11	17888030	1162

E Voting & Postal Ballot						
Res.	No. of Votes cast in favour	No. of Votes cast against	Total – Valid Votes	Assent (%)	Dissent (%)	Passed / Not Passed
1	17917486	1248	17918734	99.99	0.01	Passed as an Ordinary Resolution
2	17910001	8651	17918652	99.95	0.05	Passed as an Ordinary Resolution
3	179109407	3242	17912649	99.98	0.02	Passed as an Ordinary Resolution
4	17909839	8808	17918647	99.95	0.05	Passed as an Ordinary Resolution
5	17917309	1256	17918565	99.99	0.01	Passed as an Ordinary Resolution
6	17914523	4079	17918602	99.98	0.02	Passed as a Special Resolution

3. You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been approved on 21st June 2016.

4. The e-voting data, the postal ballot forms and all other connected records relating to the aforesaid postal ballot/e-voting process received are under my safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

B Chandra
Company Secretary in Practice
CP No. 7859

MINUTES OF ANNOUNCEMENT OF RESULTS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY SUNDARAM-CLAYTON LIMITED ON WEDNESDAY, 22ND JUNE 2016 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 'JAYALAKSHMI ESTATES' NO. 29, HADDOWS ROAD, CHENNAI 600 006

Present : Mr Venu Srinivasan, Chairman and Managing Director
Mr H Lakshmanan, Executive Director
Mr V N Venkatanathan, Chief Financial Officer
Mrs B Chandra, Scrutinizer
Mr R Raja Prakash, Company Secretary

Background:

The board at its meeting held on 12th May 2016 accorded its approval for conducting the Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 [SEBI (LODR) Regulations 2015] to seek approval of the shareholders of the Company for the following resolutions:

Ordinary Resolutions:

(i) Appointment of Mr R Gopalan as a Non-Executive Independent Director of the Company;

(ii) Revision in the terms of remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company, effective 1st April 2016;

(iii) Variation in the terms of remuneration relating to certain perquisites payable to Dr Lakshmi Venu, Joint Managing Director of the Company, effective 1st April 2016;

(iv) Revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1st April 2016; and

(v) Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant, as Cost Auditor for the financial year 2016-17.

CHAIRMAN'S INITIAL

Special Resolution:

(vi) Payment of Commission to Non-Executive Directors for a period of 5 years not exceeding 1% of the Profits of the Company for each financial year commencing from 2016-2017.

The Company had, on 19th May 2016 dispatched the postal ballot notice dated 12th May 2016 along with draft ordinary / special resolutions together with Explanatory Statement and postal ballot forms and self-addressed postage pre-paid envelope:

(a) to the shareholders whose mail ids are registered with the Company's in house share transfer agent, electronically; and

(b) to the other shareholders, through registered post.

for seeking consent of the shareholders of the Company.

The date for determining the shareholders/ list of beneficiaries who were entitled to be sent postal ballot notice was fixed as 12th May, 2016.

The shareholders were informed about the completion of dispatch of Postal Ballot Forms through newspaper advertisement published in the Business Standard (English) and Makkal Kural (Tamil) dated 20th May, 2016, Further the shareholders were intimated about the date and time upto which voting was open .i.e. from Monday, 23rd May, 2016 at 9.00 A.M. to Tuesday, 21st June, 2016 at 5.00 P.M.

The Company offered to the members, e-voting facility as an alternative facility for voting in accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014 and as required under Regulation 44 of the SEBI (LODR) Regulations 2015.

The Company engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for this purpose and that the detailed procedures for e-voting were given in the Explanatory Statement.

The members, who did not have access to e-voting facility, had the option to send their assent or dissent in writing on the postal ballot form, attached along with the Notice dated 12th May 2016.

CHAIRMAN'S INITIAL

It was mentioned in the said Notice that the Postal Ballot Forms sent therewith should be returned by the members of the Company, duly completed so as to reach the Scrutinizer, not later than 5.00 P.M. on 21st June 2016.

The board of directors of the Company had appointed Mrs B Chandra, Practising Company Secretary (CP No.7859) as the Scrutinizer for the purpose of conducting and scrutinizing the postal ballot voting process for ballots being cast electronically and in the physical mode.

The Scrutinizer had carried out the scrutiny of both the physical votes received through postal ballot forms and electronic votes received through e-voting platform, till 5.00 P.M. on 21st June 2016, for the purpose of reporting.

The scrutinizer submitted her report dated 21st June 2016 to the Chairman and reported that all the resolutions as set out in the notice had been voted in favour of the resolutions by requisite majority and the Chairman received the said report.

The details of the voting results as per the scrutinizer report are as under:

SPECIAL BUSINESS:

Item No. 1

APPROVING THE APPOINTMENT OF MR R GOPALAN AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY IN TERMS OF SECTIONS 149, 150, 152, 160 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following ordinary resolution, as set out in Item No. 1 of the Notice dated 12th May 2016.

RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act 2013) and the Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV

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to the Act 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr R Gopalan (holding DIN 01624555), who has submitted a declaration of independence under Section 149(6) of the Act 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act 2013, signifying the intention to propose Mr R Gopalan as a candidate for the office of director of the Company, be and is hereby appointed as a non-executive independent director of the Company, to hold office from the last date of receipt of postal ballot notice from shareholders till the conclusion of the 57th Annual General Meeting (to be held in 2019) and whose office shall not be liable to retire by rotation, during such period and is eligible to receive remuneration, by way of commission within the limits prescribed under Section 197 of the Act 2013 and fees, as determined by the board from time to time including reimbursement of expenses for participation in the meetings of the board and / or committees in terms of applicable provisions of the Act, 2013.

Details of votes cast FOR / AGAINST the resolution:-

Particulars		Details
Total votes of eligible members		**2,02,32,085**
Valid votes exercised		
Postal Ballot Forms		29,532
E-Voting		1,78,89,202
Total		**1,79,18,734**
Votes cast **for the** resolution	In figures	1,79,17,486
	In %	99.993
Votes cast **against the** resolution	In figures	1,248
	In %	0.007

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution clearly exceeded the number of votes cast against, the ordinary resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said ordinary resolution was effective, namely 21st June 2016.

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Item No. 2

APPROVING THE REVISION IN THE TERMS OF REMUNERATION PAYABLE TO MR VENU SRINIVASAN, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY, EFFECTIVE 1ST APRIL 2016

Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following ordinary resolution, as set out in Item No. 2 of the Notice dated 12th May 2016.

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 21st August 2014 and subject to the applicable provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 (the Act 2013) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the revision in the terms of remuneration payable to Mr Venu Srinivasan (DIN: 00051523), Chairman and Managing Director of the Company, effective 1st April 2016 to till the remaining period of his tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act 2013, notwithstanding his holding a similar position in the subsidiary company, viz., 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.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved by the shareholders at the annual general meeting held on 21st August 2014 shall remain unaltered.

Details of votes cast FOR / AGAINST the resolution:-

Particulars	Details
Total votes of eligible members	**2,02,32,085**
Valid votes exercised	
Postal Ballot Forms	29,450
E-Voting	1,78,89,202
Total	**1,79,18,652**

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Votes cast **for the** resolution	In figures	1,79,10,001
	In %	99.952
Votes cast **against the** resolution	In figures	8,651
	In %	0.048

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution clearly exceeded the number of votes cast against, the ordinary resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said ordinary resolution was effective, namely 21st June 2016.

Item No. 3

APPROVING THE VARIATION IN THE TERMS OF REMUNERATION RELATING TO CERTAIN PERQUISITES PAYABLE TO DR LAKSHMI VENU, JOINT MANAGING DIRECTOR OF THE COMPANY, EFFECTIVE 1ST APRIL 2016

Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following ordinary resolution, as set out in Item No. 3 of the Notice dated 12th May 2016.

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the general meeting held on 20th August 2015, and subject to the applicable provisions of Section 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 (the Act 2013) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the variation in the terms of remuneration payable to Dr Lakshmi Venu (DIN: 02702020), Joint Managing Director of the Company, effective 1st April 2016 to till the remaining period of her tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act 2013, notwithstanding her holding a position as Deputy Managing Director in another company, viz., TAFE Motors and Tractors Limited (TMTL) and drawing remuneration as approved by its shareholders, from time to time, provided that the total remuneration drawn by her from the Company and TMTL does not exceed the higher maximum limit admissible from any one of these Companies in terms of Schedule V to the Act 2013.

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RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved by the shareholders at the annual general meeting held on 20th August 2015 shall remain unaltered.

Details of votes cast FOR / AGAINST the resolution:-

Particulars		Details
Total votes of eligible members		**2,02,32,085**
Valid votes exercised		
Postal Ballot Forms		29,450
E-Voting		1,78,83,199
Total		**1,79,12,649**
Votes cast **for the** resolution	In figures	1,79,09,407
	In %	99.982
Votes cast **against the** resolution	In figures	3,242
	In %	0.018

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution clearly exceeded the number of votes cast against, the ordinary resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said ordinary resolution was effective, namely 21st June 2016.

Item No. 4

APPROVING THE REVISION IN THE TERMS OF REMUNERATION PAYABLE TO MR SUDARSHAN VENU, JOINT MANAGING DIRECTOR OF THE COMPANY, EFFECTIVE 1ST APRIL 2016

Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following ordinary resolution, as set out in Item No. 4 of the Notice dated 12th May 2016.

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the general meeting held on 20th August 2015, and subject to the applicable provisions of Section 196, 197 , 198 and 203 read with Schedule V to the Companies Act 2013 (the Act 2013) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended

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by the Nomination and Remuneration Committee and the board of directors of the Company, approval of the Company be and is hereby accorded for the revision in the terms of remuneration payable to Mr Sudarshan Venu (holding DIN 03601690), Joint Managing Director of the Company, effective 1st April 2016 to till the remaining period of his tenure, as stated in the Explanatory Statement attached to this Notice, within the limits specified under the provisions of the Act 2013, notwithstanding his holding a similar position in the subsidiary company, viz., 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.

RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved by the shareholders at the annual general meeting held on 20th August 2015 shall remain unaltered.

Details of votes cast FOR / AGAINST the resolution:-

Particulars		Details
Total votes of eligible members		**2,02,32,085**
Valid votes exercised		
Postal Ballot Forms		29,445
E-Voting		1,78,89,202
Total		**1,79,18,647**
Votes cast **for the** resolution	In figures	1,79,09,839
	In %	99.951
Votes cast **against the** resolution	In figures	8,808
	In %	0.049

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution clearly exceeded the number of votes cast against, the ordinary resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said ordinary resolution was effective, namely 21st June 2016.

Item No. 5

RATIFICATION OF REMUNERATION PAYABLE TO MR A N RAMAN, PRACTISING COST ACCOUNTANT, AS COST AUDITOR FOR THE FINANCIAL YEAR 2016-17

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Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following ordinary resolution, as set out in Item No. 5 of the Notice dated 12th May 2016.

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 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 2016-17 by the board of directors of the Company, as recommended by the audit committee of directors, be and is hereby ratified.

Details of votes cast FOR / AGAINST the resolution:-

Particulars		Details
Total votes of eligible members		**2,02,32,085**
Valid votes exercised		
Postal Ballot Forms		29,363
E-Voting		1,78,89,202
Total		**1,79,18,565**
Votes cast **for the** resolution	In figures	1,79,17,309
	In %	99.993
Votes cast **against the** resolution	In figures	1,256
	In %	0.007

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution clearly exceeded the number of votes cast against, the ordinary resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said ordinary resolution was effective, namely 21st June 2016.

Item No. 6

APPROVING THE PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS FOR A PERIOD OF 5 YEARS NOT EXCEEDING 1% OF THE PROFITS OF THE COMPANY FOR EACH FINANCIAL YEAR COMMENCING FROM 2016-2017

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Mr Venu Srinivasan, Chairman and Managing Director announced the results of the Postal Ballot, as per the Scrutinizer's Report dated 21st June 2016, in respect of the following special resolution, as set out in Item No. 6 of the Notice dated 12th May 2016.

RESOLVED THAT, subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013) (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, all non-executive directors of the Company, in addition to sitting fees for attending the meetings of the board or of a committee thereof and traveling and stay expenses, such sum as commission be paid at such intervals, for each such director of the Company, as may be determined by the board of directors of the Company, from time to time, for each financial year, for a period of five years commencing from 1st April 2016, within the overall limit, so as not to exceed in aggregate 1% of the net profits of the Company, and calculated in accordance with the provisions of Sections 197 and 198 of the Act 2013.

Details of votes cast FOR / AGAINST the resolution:-

Particulars		Details
Total votes of eligible members		**2,02,32,085**
Valid votes exercised		
Postal Ballot Forms		29,410
E-Voting		1,78,89,192
Total		**1,79,18,602**
Votes cast **for the** resolution	In figures	1,79,14,523
	In %	99.977
Votes cast **against the** resolution	In figures	4,079
	In %	0.023

Result:-

Mr Venu Srinivasan, Chairman and Managing Director, then declared, that as the number of votes cast in favour of the resolution was three times more than the number of votes cast against, the special resolution as set out above was duly approved by requisite majority of the shareholders of the Company and that the said special resolution was effective, namely 21st June 2016.

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Chairman then stated that Mr V N Venkatanathan, Chief Financial Officer and Mr R Raja Prakash, Company Secretary are severally authorized:

(i) to display the results of postal ballot voting on the Notice board of the Company at its registered office at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006;

(ii) to furnish the same to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed; and

(iii) to arrange to display the results of Postal Ballot on the Company's website.

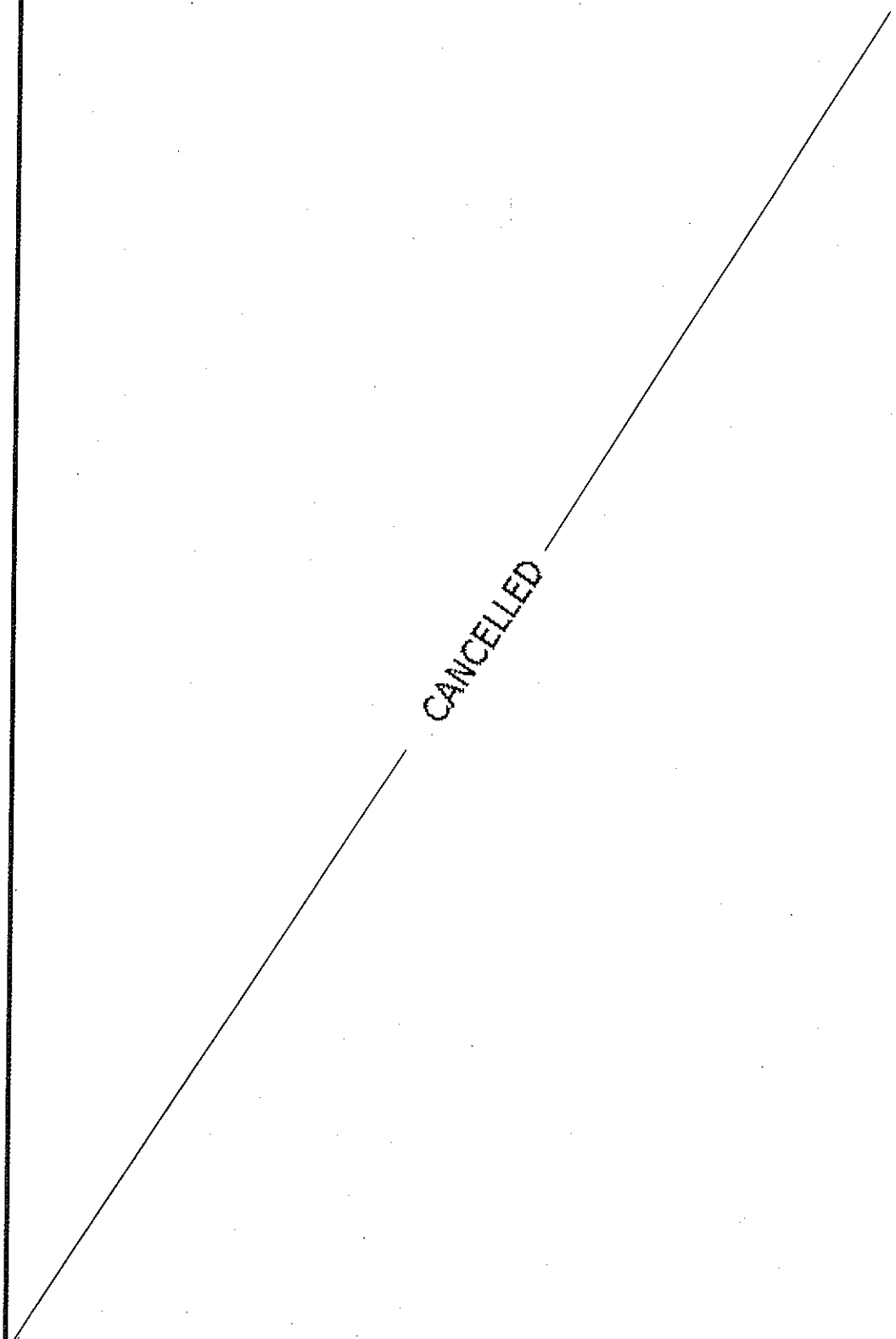
Place : Chennai
Date : 22nd June 2016

Venu Srinivasan
Chairman and Managing Director

Entered on:

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