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/

19th May 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: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Postal Ballot Notice seeking the consent of the shareholders of the Company for various subject matters.

* * *

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), we enclose the Postal Ballot Notice and Forms sent to the shareholders of the Company, seeking their consent, by way of an ordinary/special resolution(s), for various subject matters, through Postal Ballot.

This is for your kind information.

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl: a/a

Sundaram-Clayton Limited

Regd. Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai – 600 006.
Website: www.sundaram-clayton.com; e-mail: corpsec@scl.co.in
Tel: 044-2827 2233 Fax: 044 - 2825 7121 CIN: L35999TN1962PLC004792

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of Ordinary / Special Resolution(s), through postal ballot including electronic means (evoting) for the businesses as set out in the postal ballot notice.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act, 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with Postal Ballot Form, so as to enable members for sending their assent or dissent in writing by postal ballot means.

The Company is pleased to provide the facility for voting through "electronic means" to enable members for casting their votes by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act, 2013, and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), facilitating the members to communicate their assent or dissent through ''electronic means'' in respect of the resolutions.

The detailed procedures for voting through ''electronic means'' are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Thursday, 12th May 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Sundaram-Clayton Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015.

The board has appointed Mrs. B. Chandra, Practising Company Secretary, Chennai, as Scrutinizer, at its meeting held on 12th May, 2016, for conducting the voting by "post" and through ''electronic means'' in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

(i) returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self addressed postage pre paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Tuesday, 21st June 2016; or

(ii) casting their votes electronically from Monday, 23rd May 2016 (9.00 a.m) to Tuesday, 21st June 2016 (5.00 p.m) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit her report on the results of voting by means of "post" and through "electronic means" to the Chairman of the Company, after completion of the scrutiny of postal ballot forms and voting by "electronic means".

The results will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one of the directors of the Company, at the registered office of the Company at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on Wednesday, 22nd June 2016 at 4.00 p.m.

The last date of voting, i.e., Tuesday, 21st June 2016 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact Mr V N Venkatanathan, chief financial officer or Mr R Raja Prakash, company secretary at the registered office of the Company at the address given above or through e-mail viz., vnv@scl.co.in or rrp@scl.co.in or sclshares@gmail.com.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company at No.29 Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 21st June 2016.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.sundaram-clayton.com for use by the Members.

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

To consider, and if thought fit, to give assent/dissent to the following resolution as an Ordinary Resolution:

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 to the Act 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and the board of directors of the Company, 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.

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

To consider, and if thought fit, to give assent/dissent to the following resolution as an ordinary resolution:

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 and remuneration, as approved by the shareholders at the annual general meeting held on 21st August 2014 shall remain unaltered.

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

To consider, and if thought fit, to give assent/dissent to the following resolution as an ordinary resolution:

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual 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.

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.

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

To consider, and if thought fit, to give assent/dissent to the following resolution as an ordinary resolution:

RESOLVED THAT in partial modification of the resolution passed by the shareholders at the annual general meeting held on 20th August 2015, 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 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 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.

Item No. 5

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

To consider, and if thought fit, to give assent/dissent to 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 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.

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

To consider, and if thought fit, to give assent/dissent to the following resolution as a special resolution:

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 in connection with board / committee meetings, 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.

By order of the Board
For SUNDARAM-CLAYTON LIMITED

Place: Chennai
Date: 12th May 2016

R Raja Prakash
Company Secretary

Encl:

1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through ''electronic means'' and "post".
2) Postal ballot form & self-addressed postage pre-paid envelope.

Annexure to the Notice of postal ballot dated 12th May 2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 12TH MAY 2016 IN RESPECT OF THE ORDINARY / SPECIAL RESOLUTION (S)

The following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 12th May, 2016 and shall be taken as forming part of the Notice.

Item No. 1

The board, on recommendation of the Nomination and Remuneration Committee of directors (NRC), at its meeting held on 12th May 2016, proposed the appointment of Mr R Gopalan (holding DIN 01624555) as a non-executive independent director of the Company (NE-ID), in terms of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act 2013) and Companies (Appointment and Qualifications of Directors) Rules 2014 read with Schedule IV to the Act 2013.

In the opinion of the NRC and the Board, Mr R Gopalan fulfils the conditions specified under the Act 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015, for the proposed appointment as NE-ID by the shareholders of the Company and he is independent of the management of the Company.

The Board considers that the proposed appointment of Mr R Gopalan will be of immense benefit to the Company and it will be prudent to appoint him as NE-ID by the shareholders. In terms of the provisions of Section 149 read with Schedule IV to the Act 2013, the appointment of NE-ID will be required to be approved at the meeting of the shareholders of the Company.

Hence it is proposed that Mr R Gopalan be appointed as a NE-ID of the Company by the members by way of postal ballot till the conclusion of the 57th Annual General Meeting (to be held in 2019) and not liable to retire by rotation during his tenure of appointment.

The Company has received a consent in writing from Mr R Gopalan to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under SEBI (LODR) Regulations, 2015.

The Company will formalize his appointment as NE-ID, if appointed by the shareholders, setting out the terms and conditions, as stipulated in Schedule IV to the Act, 2013.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, at No.29 Haddows Road, Chennai 600 006, Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, 21st June 2016, (last date of receiving postal ballot forms) excluding Saturdays and shall also be uploaded on the website of the Company at www.sundaram-clayton.com.

The Company has also received a notice from a member along with the deposit of requisite amount under Section 160 of the Act 2013, proposing the candidature of Mr R Gopalan for the office of director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution relating to the appointment of Mr R Gopalan as an NE-ID of the Company.

Accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr R Gopalan as an NE-ID for approval by the shareholders, as set out in Item No. 1 of this postal ballot notice.

Item No. 2

At the board meeting held on 12th February 2014, Mr Venu Srinivasan was re-appointed as Chairman and Managing Director (CMD) of the Company for a further period of five years from 23rd May 2014 on a monthly remuneration within the prescribed limit fixed under Section 197 of the Act, 2013.

The shareholders approved his re-appointment and remuneration by way of an ordinary resolution at the 52nd AGM held on 21st August 2014. The shareholders have authorised to alter and vary the scope and quantum of remuneration, but they have not explicitly authorised for the payment of profit related commission, within the limits specified under the Act 2013.

The board reviewed the remuneration payable to him after taking into consideration of the time spent and contribution to the growth of the Company and felt that, CMD can be compensated by way of commission in addition to the monthly remuneration along with other allied perquisites, from 1st April 2016 onwards, as recommended by the Nomination and Remuneration Committee of Directors, within the overall limit prescribed under section 197 of the Act 2013.

Therefore, the board, at its meeting held on 12th May 2016, proposed the following revision in the terms of remuneration payable to him, subject to the approval of the shareholders through postal ballot:

Particulars of Remuneration	Proposed Revision
Salary	Rs. 4.25 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India and abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.

Particulars of Remuneration	Proposed Revision
Personal accident insurance	For an amount, the annual premium of which does not exceed Rs.5 lakhs.
Provident Fund / Superannuation Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone including telecommunication facilities at residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income-tax Rules, 1962 or any re-enactment thereof.
Reimbursement of expenses	All actual expenses, including on entertainment and travelling incurred by him in the course of the Company's business.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Total Remuneration	Not exceeding 5% of net profits of the Company.
Other Clauses	The Board may revise the remuneration payable to the CMD, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the CMD subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to CMD, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the CMD, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

It is therefore conceivable that such modification in the terms of remuneration will amount to revision / variation within the overall remuneration payable to him, in terms of Sections 197 and 198 read with Schedule V to the Act and require approval of the shareholders.

During his tenure as CMD, he shall not be liable to retire by rotation and will not be paid any sitting fee for attending meetings of the board or committees thereof. He attended all the five board meetings of the Company, held during the year 2015-16.

He is also the Chairman and Managing Director of the subsidiary company viz., TVS Motor Company Limited (TVSM), drawing remuneration by way of commission as approved by its shareholders.

During the year 2015-16, he was paid a sum of Rs. 0.32 Cr as remuneration by way of monthly remuneration and other perquisites from the Company and Rs. 13.88 Cr from TVSM by way of commission. The aggregate of remuneration payable to him in both the companies shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act 2013.

The terms of remuneration payable to CMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 2 of this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, as recommended by the Nomination and Remuneration Committee and by the board.

Mr Venu Srinivasan is deemed to be concerned / interested in this resolution, since it relates to his remuneration as CMD. Mr Sudarshan Venu and Dr Lakshmi Venu, joint managing directors and Mr Gopal Srinivasan, director are also deemed to be interested, being his relatives. None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.2 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.2, for approval by the shareholders of the Company.

Item No. 3

At the board meeting held on 4th February 2015, Dr Lakshmi Venu, was re-appointed as joint managing director (JMD) as recommended by the Nomination and Remuneration Committee of Directors, of the Company for a further period of five years from 22nd March 2015 on such remuneration within the prescribed limit fixed under Section 197 of the Act, 2013. The shareholders also approved her terms of appointment and remuneration by way of an ordinary resolution at the 53rd AGM held on 20th August, 2015.

The board reviewed the perquisites payable to her after taking into consideration of her active involvement in all spheres of management for exploring and expansion of business opportunities both in India and abroad.

The board was of the opinion that certain existing perquisites were considerably inadequate, when compared with the industry norms and similarly placed senior management personnel of the Company.

Therefore, the board, in its meeting held on 12th May 2016, proposed the following variation in the terms of remuneration payable to her,from 1st April 2016 subject to the approval of the shareholders through Postal Ballot, as recommended by the Nomination and Remuneration Committee of Directors, within the overall limit prescribed under Section 197 of the Act, 2013.

Particulars of Remuneration	Proposed Variation
Salary	Rs. 7.5 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India and abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Personal accident insurance	For an amount, the annual premium of which does not exceed Rs.5 lakhs.
Provident Fund / Superannuation Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone including telecommunication facilities at residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income-tax Rules, 1962 or any re-enactment thereof.
Reimbursement of expenses	All actual expenses, including on entertainment and travelling incurred by her in the course of the Company's business.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

Particulars of Remuneration	Proposed Variation
Total Remuneration	Not exceeding 5% of net profits of the Company.
Other Clauses	The Board may revise the remuneration payable to the Joint Managing Director, during any financial year during currency of her tenure of office, in such manner as may be agreed to between the Board of Directors and the Joint Managing Director subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Joint Managing Director, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Joint Managing Director, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

It is therefore conceivable that such modification in the terms of remuneration will amount to variation in the overall remuneration payable to her, in terms of Sections 197 and 198 read with Schedule V to the Companies Act, 2013 and require approval of the shareholders.

During her tenure as JMD, she will not be paid any sitting fee for attending meetings of the board or committees thereof. She attended all the five board meetings of the Company held during the year 2015-16.

She is also the Deputy Managing Director of TAFE Motors and Tractors Limited (TMTL), drawing remuneration by way of salary and commission as approved by its shareholders.

During the year 2015-16, she was paid a sum of Rs.5.60 Cr from the Company by way of remuneration. The aggregate of remuneration payable to her in both the companies shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act 2013.

The terms of remuneration payable to JMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 3 of this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, as recommended by the Nomination and Remuneration Committee and by the board.

Dr Lakshmi Venu, is deemed to be concerned / interested in this resolution, since it relates to her remuneration as JMD. Mr Venu Srinivasan, CMD and Mr Sudarshan Venu, JMD, are also deemed to be interested, being her relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.3 of this Postal Ballot Notice.

The board, therefore, recommends the ordinary resolution, as set out in item no.3, for approval by the shareholders of the Company.

Item No. 4

At the board meeting held on 11th September 2014, Mr Sudarshan Venu, was appointed as joint managing director (JMD) as recommended by the Nomination and Remuneration Committee of Directors, of the Company for a period of five years from 11th September 2014 on a monthly remuneration along with other allied perquisites within the prescribed limit fixed under Section 197 of the Act, 2013. The shareholders also approved his terms of appointment and remuneration by way of an ordinary resolution at the 53rd AGM held on 20th August 2015.

The shareholders have authorised to alter and vary the scope and quantum of remuneration, but they have not explicitly authorised for the payment of profit related commission, within the limits specified under the Act, 2013.

The board was of the opinion that the existing remuneration was considerably inadequate, when compared with the industry norms and similarly placed senior management personnel of the Company.

The board reviewed the remuneration payable to him after taking into consideration of his active involvement in all spheres of management for exploring and expansion of business opportunities both in India and abroad and felt that, JMD can be compensated by way of commission in addition to the monthly remuneration along with other allied perquisites, from 1st April 2016 onwards, as recommended by the Nomination and Remuneration Committee of Directors, within the overall limit prescribed under section 197 of the Act 2013.

Therefore, the board, in its meeting held on 12th May 2016, proposed the following revision in the terms of remuneration payable to him, subject to the approval of the shareholders through Postal Ballot:

Particulars of Remuneration	Proposed Revision
Salary	Rs. 2 lakhs per month and such increments as may be decided by the Board, from time to time.
Commission	Such percentage of net profits of the Company as may be determined by the Board, from time to time. However such percentage shall not exceed the overall limits for remuneration stipulated under the Companies Act, 2013.
Accommodation	Free furnished residential accommodation with provision for gas, electricity, water, furnishings and housekeepers / attendants.
Leave Travel Concession	For four weeks in a year including two trips abroad in a year, for self and family.
Car	Two cars for Company's work as well as for personal purposes along with drivers.
Medical Expenses	All medical expenses for self and family in India and abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium payment for medical insurance scheme.
Club Fees	Payment of membership fees for three clubs in India and abroad, including any admission / life membership fees.
Personal accident insurance	For an amount, the annual premium of which does not exceed Rs.5 lakhs.
Provident Fund / Superannuation Fund	12% of the Salary to Provident Fund and such percentage as may be permissible to Superannuation Fund under the relevant scheme.
Gratuity	15 days salary for each year of service.
Earned Leave	On full pay and allowances, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashed as per rules of the Company.
Telephone including Telecommunication facilities	Telephone including telecommunication facilities at residence. Personal long distance calls on telephone shall be dealt with by the Company as per the applicable provisions under the Income-tax Rules, 1962 or any re-enactment thereof.
Reimbursement of expenses	All actual expenses, including on entertainment and travelling incurred by him in the course of the Company's business.
Benefits and Amenities	(i) Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and (ii) Other benefits and amenities – Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefits Scheme as per the rules of the Company.
Total Remuneration	Not exceeding 5% of net profits of the Company.
Other Clauses	The Board may revise the remuneration payable to the Joint Managing Director, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the Joint Managing Director subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under the Companies Act, 2013, as amended from time to time.
Minimum Remuneration	In the event of any loss or inadequacy of profits for any financial year, the Board of Directors/ Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Joint Managing Director, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Joint Managing Director, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Companies Act, 2013.

It is therefore conceivable that such modification in the terms of remuneration would amount to revision / variation in the overall remuneration payable to him, in terms of Sections 197 and 198 read with Schedule V to the Companies Act, 2013 and require approval of the shareholders.

During his tenure as JMD, he will not be paid any sitting fee for attending meetings of the board or committees thereof. He attended four board meetings out of five meetings held during the year 2015-16.

He is also the JMD of the subsidiary company viz., TVS Motor Company Limited (TVSM), drawing remuneration by way of salary and commission as approved by its shareholders.

During the year 2015-16, he was paid a remuneration of Rs. 0.44 Cr from the Company and Rs. 9.59 Cr from TVSM. The aggregate of remuneration payable to him in both the companies shall not exceed the higher maximum limit admissible from any one of the companies, in terms of Schedule V to the Act 2013.

The terms of remuneration payable to JMD as specified above are now being placed before the members for their approval by way of an ordinary resolution, as set out in item no. 4 of this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act 2013, as recommended by the Nomination and Remuneration Committee and by the board.

Mr Sudarshan Venu is deemed to be concerned / interested in this resolution, since it relates to his remuneration as JMD. Mr Venu Srinivasan, CMD and Dr Lakshmi Venu, JMD are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item no.4 of this Postal Ballot Notice.

The board, therefore, recommends the ordinary resolution, as set out in item no.4, for approval by the shareholders of the Company.

Item No. 5

The board on the recommendation of Audit Committee at its meeting held on 12th May 2016, 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.

In terms of Section 148(3) of the Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no.5 of this postal ballot notice.

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

Item No. 6

The Shareholders, at the forty-ninth annual general meeting of the Company, held on 30th September 2011, approved the remuneration, by way of commission payable to non-executive directors of the Company (NEDs), for a period of 5 years commencing from 1st April 2011 to 31st March 2016.

The board was also authorized by the shareholders to fix the quantum of commission, at such intervals for each NED such that the total commission payable, in aggregate, would not exceed 1% of the net profits of the Company, calculated in terms of the applicable provisions of the Act, 2013.

The Company has been paying commission to NEDs not exceeding 1% of the net profits of the Company in such manner, as the board may determine, from time to time, for each financial year, within the overall limit fixed by the shareholders, since 2011.

The earlier authorization of the shareholders for payment of commission to NEDs, in terms of Section 197 of the Act 2013, was valid till 31st March 2016. Hence, authorization for payment of commission to NEDs may be renewed by way of a special resolution since the articles of association so require, for a further period of five years from 1st April 2016.

The board was of the view that NEDs devote considerable time in deliberating the operational and other issues of the Company and provide valuable advice in regard to the management of the Company, from time to time, and the Company also derives substantial benefit through their expertise and advice.

The board, therefore, considered it expedient to continue with the payment of commission for a further period of five years commencing from 1st April 2016, in view of the increased involvement and participation by such NEDs in the meetings of audit committee and board and having regard to their contribution and involvement in policy issues concerning the Company's operations.

It is therefore proposed to seek the authorization of the shareholders, by way of a special resolution, in terms of Section 197 of the Act 2013 for payment of commission to NEDs for a further period of five years from 1st April 2016.

The directors, therefore, recommend that the special resolution as set out in item no.6 be approved by the shareholders.

Except Mr Venu Srinivasan, Dr Lakshmi Venu and Mr Sudarshan Venu, all other directors of the Company are deemed to be interested and concerned in this resolution.

By order of the Board
For SUNDARAM-CLAYTON LIMITED

Place: Chennai
Date: 12th May 2016

R Raja Prakash
Company Secretary

NOTES:

(1) The Company is pleased to provide members a facility to exercise their right to vote on the postal ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015.

(2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the item of business to be transacted is annexed hereto.

(3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on Thursday, 12th May 2016.

(4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.

(5) Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.sundaram-clayton.com , where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before Tuesday, 21st June 2016 (5.00 P.M.).

(6) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.

(7) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.

(8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

(9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, 12th May 2016, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: https://www.evoting.nsdl.com .

(10) A member cannot exercise his vote by proxy on postal ballot.

(11) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

(12) The Board of Directors has appointed Mrs B Chandra, Practising Company Secretary (CP No. 7859) as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

(13) The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.sundaram-clayton.com and communicated to the Stock Exchanges.

(14) The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, 21st June 2016.

(15) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600.

(16) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions for process to be followed by members opting to vote through electronic means

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, 21st June 2016, at the following address:

   Mrs. B Chandra, Practising Company Secretary

   Scrutinizer

   C/o. Sundaram-Clayton Limited

   Share Transfer Agents

   Unit: Sundaram-Clayton Limited

   'Jayalakshmi Estates', No. 29, Haddows Road, Chennai - 600 006.

2. The instructions for Members for e-Voting are as under:

   (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

      (i) Open e-mail and then open PDF file viz., "Sundaram-Clayton Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;

      (ii) Launch internet browser by typing the following URL: www.eVoting.nsdl.com;

      (iii) Click on shareholder – Login;

      (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;

      (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;

      (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";

      (vii) Select "EVEN" of Sundaram–Clayton Limited;

      (viii) Now Members are ready for e-Voting as Cast Vote page opens;

      (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;

      (x) Upon confirmation, the message "Vote cast successfully" will be displayed;

      (xi) 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 authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: bchandracs@gmail.com with a copy marked to evoting@nsdl.co.in and raman@scl.co.in ; and

      (xii) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically.

      (xii) Members can cast their vote online from Monday, 23rd May, 2016 (9.00 a.m) to Tuesday, 21st June, 2016 (5.00 p.m) through e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

   (b) In case of Members receiving Postal Ballot Form by Post:

      (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

(c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and

(d) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

3. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Agent, Sundaram-Clayton Limited, Unit : Sundaram-Clayton Limited at "Jayalakshmi Estates", 1st Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 1 above.

4. The Scrutinizer, after completion of the scrutiny, will submit her report to the Chairman of the Company. The results of the postal ballot and e-Voting will be declared by Mr Venu Srinivasan, Chairman and Managing Director of the Company or in his absence any one of the directors of the Company, on Wednesday, 22nd June, 2016 at the Registered Office of the Company at 4.00 p.m. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company's notice board and website www.sundaram-clayton.com .

5. In case of any query, Members may contact the Company at investorscomplaintssta@gmail.com or sclshares@gmail.com.

oOo

Additional information on directors required under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015 and Secretarial Standards 2 notified by Ministry of Corporate Affairs :-

Mr R Gopalan

Mr R Gopalan, aged 64 years, a retired IAS Officer, has held many senior positions in Govt. of India in his long stint of about 40 years. His senior positions include special secretary to Department of Commerce, Director General - Anti-Dumping and Anti-Subsidy Investigations, Director of Metals and Minerals Trading Corporation of India (MMTC), State Trading Corporation of India Limited (STC), Joint Secretary - National Manufacturing Competitive Council, Chairman & Managing Director of Tamil Nadu Industrial Development Corporation, Chairman of TIDEL Park Limited, Secretary in the Department of Financial Services, Member of Panel to Select Chairman and Executive Directors of Public Sector Banks, NABARD, Managing Director of Small Industries Development Bank of India (SIDBI), Chairman and Managing Director of State Bank of India (SBI), Deputy Governor of Reserve Bank of India (RBI) and Chairman of Securities and Exchange Board of India (SEBI).

He had also held the positions of Secretary, Department of Economic Affairs till July 2012, and Chairman of Foreign Institutional Promotion Board.

He has handled matters regarding capital markets, infrastructure finance and participated in World Bank International Monetary Fund (IMF) and Asian Development Bank (ADB) meetings.

Since April 2013, he has been directly reporting to Prime Minister of India as a member of Public Enterprises Selection Board (PESB).

Mr R Gopalan does not hold any directorships in other companies. He does not hold any share in the Company and is not related to any director of the Company.

Mr Venu Srinivasan

Mr. Venu Srinivasan is the Chairman of Sundaram-Clayton Limited and TVS Motor Company Limited, the 3rd largest two-wheeler manufacturer in India.

Mr. Srinivasan, aged 63 years, has an engineering degree from the College of Engineering, Chennai and a Master's Degree in Management from the Purdue University, USA. In recognition of his contribution to management, he was conferred with "Doctor of Management" by his alma-mater, Purdue University in 2014.

He has held various important positions in the Indian Industry, such as:

- Chairman of National Safety Council, Government of India.
- President, Confederation of Indian Industries (CII) for the year 2009-10.
- President, Society of Indian Automobile Manufacturers for the period 1999-2001.

Some of the recent awards conferred on Mr. Srinivasan include:

- "Goodwill Envoy for Public Diplomacy" by the Republic of Korea in January 2015.
- "Honorary citizen of Busan City", Korea's 2nd largest city, in December 2014.
- Honorary Commanding Officer of Korean Naval Vessel, ROKS Choi Young, in November 2014.
- The "Padma Shri" award in 2010 by the President of India, for his valuable and outstanding contributions in the field of trade and industry
- The distinguished civilian honour "Order of Diplomatic Service Merit" (Heung-In Medal) in 2010, conferred by the President of the Republic of Korea, in recognition of his valuable contribution in promoting Korea-India bilateral relations.

Under Mr. Srinivasan's leadership, Sundaram-Clayton Ltd. was awarded the Deming Prize in 1998 by the Union of Japanese Scientists and Engineers (JUSE), Japan and also with the Japanese Quality Medal in the year 2002. In the same year, TVS Motor Company was also conferred with the Deming Prize.

In recognition of his contribution to manufacturing, R&D, technology and quality excellence, he was conferred with "Doctor of Science" by the University of Warwick, UK in the year 2004.

The Indian Institute of Technology, Kharagpur, the oldest IIT in India, conferred upon him, "Doctor of Science" in the year 2009.

He was bestowed with the Ishikawa-Kano award in the year 2012 by the Asian Network of Quality, the apex body for quality in Asia which covers 18 countries including Japan, China, India, Korea and Thailand.

For his contribution to Leadership and Management, Mr Srinivasan was conferred with JRD Tata Corporate Leadership Award by the All India Management Association in the year 2004, and the Jamsetji Tata Lifetime Achievement award by the Indian Society for Quality in the year 2004.

Mr. Srinivasan is also the Managing Trustee of Srinivasan Services Trust (SST) – engaged in transformation & empowerment of over 3000 villages in rural India affecting over 1.6 million people.

- The model is about partnership with the stakeholders (society, police, forest department among others), and not philanthropy.
- The activities of the trust are in five main program areas: Economic Development, Health, Education, Infrastructure and Environment
- Over hundred thousand hectares of degraded forests have been reforested. Successful implementation of watershed development programs has raised the water table and prevented soil erosion in 5800 hectares of land

SST has received multiple awards like:

- Times of India Social Impact Award on Advocacy & Empowerment in Corporate category (2011).
- Golden award on Readers Digest Pegasus Corporate Social Responsibility Award (2008)
- Silver award on Pegasus Corporate Social Responsibility Award (2007).

He is the managing director of the Company from 1979. Since February 2012, he has been the chairman and managing director of the Company.

He was re-appointed as chairman and managing director of the TVS Motor Company Limited, a subsidiary company, effective 24th April 2015 by its board on 3rd February 2015 and the shareholders' approval was obtained at its AGM held on 29th July 2015.

He is the chairman of the Corporate Social Responsibility Committee and a member of Stakeholders Relationship Committee of the Company.

He does not hold any equity shares in the Company.

He is related to Mr Gopal Srinivasan, director, Mr Sudarshan Venu and Dr Lakshmi Venu, Joint Managing Directors of the Company.

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

S. No	Name of the Company	Position held	Committee membership/ Chairmanship
1.	TVS Motor Company Limited	Chairman and Managing Director	Corporate Social Responsibility Committee - Chairman Stakeholders Relationship Committee - Member
2.	Harita-NTI Limited	Chairman	-
3.	TVS Credit Services Limited	Chairman	-
4.	Lucas-TVS Limited	Director	-
5.	T V Sundram Iyengar & Sons Private Limited	Director	Audit Committee - Member
6.	Southern Roadways Limited	Director	-
7.	Sundram Fasteners Limited	Director	Stakeholders Relationship Committee – Member
8.	Cummins India Limited	Director	Stakeholders Relationship Committee- Member Audit & Risk Management Committee-Member
9.	TVS Investments Limited (Formerly known as Sundaram Investments Limited)	Director	-
10.	TVS Lanka Private Limited	Director	-
11.	TVS Motor (Singapore) Pte Limited	Director	-

Dr Lakshmi Venu

Dr Lakshmi Venu, a graduate of Yale University, holds a Doctorate in Engineering Management from the University of Warwick.

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

Dr Lakshmi Venu was appointed as Director-Strategy on 22nd March 2010. She was re-designated as joint managing director of the Company by the board on 11th September 2014. She is the member of Stake holders Relationship Committee and Corporate Social Responsibility Committee of the Company.

She does not hold any share in the Company.

Dr Lakshmi Venu, aged 33 years, is related to Mr Venu Srinivasan, Chairman & Managing Director and Mr Sudarshan Venu, Joint Managing Director of the Company.

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

S. No	Name of the Company	Position held	Committee membership/ Chairmanship
1.	TAFE Motors and Tractors Limited	Deputy Managing Director	-
2.	TVS Motor Company Limited	Director	-
3.	Sundram Non- Conventional Energy Systems Limited	Director	-
4.	Sundaram Auto Components Limited	Director	Corporate Social Responsibility Committee - Member
5.	Sundaram-Clayton (USA) Limited	Director	-
6.	Sundaram Holding(USA) Inc.	Director	

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.

He holds bachelor degree in B.S. in Mechanical Engineering from the School of Engineering and B.S. in Economics from the Wharton School. He also completed his M.Sc in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

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

Mr Sudarshan Venu, aged 27 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.

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

He also serves as the Joint Managing Director of the subsidiary company, namely 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 memberships/ chairmanships of committees are given below:

S. No	Name of the Company	Position held	Committee membership/ Chairmanship
1.	TVS Motor Company Limited	Joint Managing Director	Stakeholders Relationship Committee - Member
2.	TVS Credit Services Limited	Director	Asset Liability Management Committee - Member

Sundaram-Clayton Limited

Regd. Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai – 600 006.
Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in
Tel: 044-28272233 Fax: 044 - 28257121 CIN: L35999TN1962PLC004792

Postal Ballot Form

1. Name (s) of Member(s) [including joint holders, if any] :

2. Registered address of the sole / first named member :

3. Registered Folio No./ Client ID No.* (*Applicable to Member(s) holding shares in dematerialized form) :

4. Number of shares held :

I / we hereby exercise my / our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolution by placing the mark (ü) at the appropriate box below:

Item	Subject of the Resolution	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
	Ordinary Resolutions			
1.	Approving the appointment of Mr R Gopalan as a Non-Executive Independent Director of the Company.			
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.			
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.			
4.	Approving the revision in the terms of remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company, effective 1st April 2016.			
5.	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant, as Cost Auditor for the financial year 2016-17.			
	Special Resolution			
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.			

Place :

Date : Signature of the member

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m (IST) on Monday, the 23rd May 2016

End of voting : upto 5.00 p m (IST) on Tuesday, the 21st June 2016

(P.T.O.)

Sundaram-Clayton Limited

Regd. Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai – 600 006.
Website: www.sundaram-clayton.com : e-mail corpsec@scl.co.in
Tel: 044-28272233 Fax: 044 - 28257121 CIN: L35999TN1962PLC004792

Notes / Instructions:

(1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre—paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.

(2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely Thursday the 12th May 2016.

(3) The Company has appointed Mrs B.Chandra, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

Mrs B Chandra, Scrutinizer
C/o. Sundaram-Clayton Limited
"Share Transfer Agent"
Unit: SUNDARAM-CLAYTON LIMITED
"Jayalakshmi Estates", First Floor
29, Haddows Road, Chennai – 600 006
Tamilnadu

(4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.

(5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at 5.00 p.m., the Tuesday, the 21st June 2016. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.

(6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.

(7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of 12th May 2016

(8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.

(9) Votes will be considered invalid on the following grounds:

(a) A form other than one issued by the Company has been used;

(b) It has not been signed by or on behalf of the members;

(c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;

(d) It is not possible to determine without any doubt the assent or dissent of the member;

(e) Neither assent or dissent is mentioned;

(f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;

(g) The envelope containing the postal ballot form is received after the last date prescribed;

(h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;

(i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;

(j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and

(k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.

A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

(10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

(11) The results of the Postal Ballot will be announced by Mr Venu Srinivasan, Chairman and Managing Director or in his absence, any one Director of the Company, at the Registered Office of the Company, at "Jayalakshmi Estates", No.29 Haddows Road, Chennai 600 006, Tamil Nadu, India, on Wednesday the 22nd June 2016 at 4.00 p.m. However, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely Tuesday, the 21st June 2016

(12) The results will thereafter be published in the Website of the Company, www.sundaram-clayton.com and sent to the stock exchanges.