Registered Office :
"Jayalakshmi Estates"
29, Haddows Road,
Chennai - 600 006, Tamilnadu, India.
Telephone : +91-44-28272233
Fax : +91-44-28257121

Sundaram-Clayton Limited

21st August 2018

The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 520056

The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. 1/C, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: SUNCLAYLTD

Dear Sir,

Sub : Intimation on the Outcome of the Proceedings of Annual General Meeting and Disclosure of Voting Results

We wish to inform you that the 56th Annual General Meeting of the Company (AGM) was held on Monday, the 20th August 2018 at 'The Music Academy', New No.168 TTK Road, Royapettah, Chennai - 600 014 and business mentioned in the Notice dated 22nd May 2018 convening the AGM were transacted.

In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – II
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – III

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Annexure - I

Summary of Proceedings of the 56th Annual General Meeting

The 56th Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Monday, August 20, 2018 at 10.25 A.M. at 'The Music Academy' New No.168 (Old No.306), T.T.K. Road, Royapettah Chennai 600 014, Tamil Nadu. Mr Venu Srinivasan, Chairman and Managing Director occupied the chair. The requisite quorum being present, the Chairman called the meeting to order. Chairman ensured the presence of chairman's of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Chairman informed that Mr K Mahesh, director of the Company did not attend the meeting due to personal reasons. The Chairman delivered his speech.

Notice, Auditors Report and Secretarial Audit Report were taken as read as all the above had been available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Audit Report were free from any qualification / observation or other remarks.

The following items of business, as per the Notice of 56th AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Dr. Lakshmi Venu, as director, liable to retire by rotation;
3. Re-appointment of Mr Gopal srinivasan, as director, liable to retire by rotation;
4. Re-appointment of Mr. K Mahesh as a Non-Executive Director of the Company on attaining 75 years of age; and
5. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2018-19.

Clarifications were provided to the queries raised by the members.

The Chairman informed that the Company in terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their votes electronically from 17th August 2018 (9.00 A.M.) to 19th August 2018 (5.00 P.M). Chairman also informed the members that the ballot papers were distributed to the members present at the

SUNDARAM-CLAYTON LIMITED CHENNAI

AGM hall. Members who have not cast their votes electronically were advised to avail an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors had appointed Mrs B Chandra, practicing company secretary, as the scrutinizer to supervise the e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchanges and posted on the website and notice board of the Company.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 10.50 A.M.

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SUNDARAM-CLAYTON LIMITED CHENNAI

Sundaram-Clayton Limited

Annexure - 2

Results of voting through electronic means and physical ballot

Date of the AGM	20th August 2018
Total number of shareholders on record date	17,151
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 4 1223
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 Nil

Resolution 1	Adoption of both standalone and consolidated audited financial statements for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon.
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public- Institutions	E-Voting		2,013,256	61.62	2,013,256	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,013,256	61.62	2,013,256	-	100.00	-
Public- Non Institutions	E-Voting		202,671	11.32	202,630	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,082	11.39	204,041	41	99.98	0.02
Total		**20,232,085**	**17,391,398**	**85.96**	**17,391,357**	**41**	**100.00**	**0.00**

SUNDARAM-CLAYTON LIMITED CHENNAI

Resolution 2	Re-appointment of Dr. Lakshmi Venu, as director, liable to retire by rotation.
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public- Institutions	E-Voting		2,607,503	79.81	2,607,503	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,607,503	79.81	2,607,503	-	100.00	0.00
Public- Non Institutions	E-Voting		202,686	11.32	202,645	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,097	11.40	204,056	41	99.98	0.02
Total		**20,232,085**	**17,985,660**	**88.90**	**17,985,619**	**41**	**100.00**	**0.00**

Resolution 3	Re-appointment of Mr Gopal srinivasan, as director, liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public- Institutions	E-Voting		2,013,256	61.62	2,003,574	9,682	99.52	0.48
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,013,256	61.62	2,003,574	9,682	99.52	0.48
Public- Non Institutions	E-Voting		202,536	11.31	202,495	41	99.98	0.02
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	203,947	11.39	203,906	41	99.98	0.02
Total		**20,232,085**	**17,391,263**	**85.96**	**17,381,540**	**9,723**	**99.94**	**0.06**

SUNDARAM-CLAYTON LIMITED CHENNAI

Resolution 4	Re-appointment of Mr. K Mahesh as a Non-Executive Director of the Company on attaining 75 years of age.
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 cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public- Institutions	E-Voting		2,013,256	61.62	1,303,574	709,682	64.75	35.25
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,013,256	61.62	1,303,574	709,682	64.75	35.25
Public- Non Institutions	E-Voting		202,686	11.32	202,535	151	99.93	0.07
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,097	11.40	203,946	151	99.93	0.07
Total		**20,232,085**	**17,391,413**	**85.96**	**16,681,580**	**709,833**	**95.92**	**4.08**

Resolution 5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2018-19.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15,174,060	100.00	15,174,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
Public- Institutions	E-Voting		2,607,503	79.81	2,607,503	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	3,267,016	2,607,503	79.81	2,607,503	-	100.00	-
Public- Non Institutions	E-Voting		202,686	11.32	202,584	102	99.95	0.05
	Poll		1,411	0.08	1,411	-	100.00	-
	Total	1,791,009	204,097	11.40	203,995	102	99.95	0.05
Total		**20,232,085**	**17,985,660**	**88.90**	**17,985,558**	**102**	**100.00**	**0.00**

SUNDARAM CLAYTON LIMITED CHENNAI

B.CHANDRA
PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 26

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

FORM NO. MGT - 13

Report of the Scrutinizer(s) ***[Pursuant to rule section 108 &109 of the Companies Act, 2013 and rule 20 & 21(2)*** **of the Companies (Management and Administration) Rules, 2014** ***as amended upto date]***

Dated 21st August 2018

To

The Chairman,

of the Annual General Meeting of M/s. SUNDARAM -CLAYTON LIMITED, held on 20th August, 2018 at, "The Music Academy", New No.168, (Old No. 306) T. T. K Road, Chennai 600 014 at 10.25 a.m.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 22nd May 2018 for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. SUNDARAM -CLAYTON LIMITED, held on 20th August 2018 at "The Music Academy", New No.168, (Old No.

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

306) T.T.K Road, Chennai 600 014 at 10.25 a.m. on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 25th July 2018 and to the other shareholders by registered post on the same date and subsequently, the Notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BUSINESS STANDARD" on 26TH July, 2018 and a vernacular newspaper "DINA MANI" on the same date.
c.	The remote e-voting period commenced on 17th August, 2018 at 09:00 A.M. and ended on the close of 19th August, 2018 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on 19th August, 2018 at 05:00 P.M, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on 20th August, 2018.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.

3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.
   The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To adopt Audited Financial Statements including consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018 together with the reports of Board of Director's and Auditor's thereon.	Ordinary
2	To Re-appoint Dr. Lakshmi Venu (DIN: 02702020) as Director, who retires by rotation and being eligible, offers herself for reappointment.	Ordinary
3	To Re-appoint Mr. Gopal Srinivasan (DIN: 00177699) as Director, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
4	To Re-appoint Mr. K Mahesh (DIN: 00051438) as a Non-Executive Director of the Company on attaining 75 years of age, by way of a Special Resolution.	Special
5	To Ratify the remuneration payable to Cost auditor Mr A N Raman, Practising Cost Accountant, holding Membership No. 5359 for the financial year 2018-2019	Ordinary

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

The results of the remote e-voting by electronic means and ballot voting are as follows:

The details of the number of members present and voting in person or by proxy 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 either by e-voting/ poll in the AGM		Number of members who cast valid Votes	Number of members whose votes were considered invalid
	ASSENT	DISSENT		
1	96	1	**97**	10
2	98	1	**99**	10
3	86	11	**97**	10
4	84	14	**98**	10
5	96	3	**99**	10

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No. of Votes Cast		Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
	IN FAVOUR	AGAINST				
1	17391357	41	17391398	99.9998	0.0002	Passed as ordinary resolution
2	17985619	41	17985660	99.9998	0.0002	Passed as ordinary resolution
3	17381540	9723	17391263	99.9441	0.0559	Passed as ordinary resolution
4	16681580	709833	17391413	95.9185	4.0815	Passed as special resolution
5	17985558	102	17985660	99.9994	0.0006	Passed as ordinary resolution

B. CHANDRA * PRACTISING COMPANY SECRETARY * 7859

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1-3 and 5, and in respect of resolutions No 4, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records have been sealed and kept under my safe custody for handing over to the Company after signing of the minutes by the Chairman.

5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,

B CHANDRA
Company Secretary in Practice

CP No 7859

Encl: Polling Papers 37 in number.