



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

# Sundaram-Clayton Limited

24<sup>th</sup> July 2019

The Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

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

**Scrip code: 520056**

**Scrip code: SUNCLAYLTD**

Dear Sir,

**Sub : Intimation on the Outcome of the Proceedings of Annual General Meeting**

We wish to inform you that the 57<sup>th</sup> Annual General Meeting of the Company (AGM) was held on Tuesday, the 23<sup>rd</sup> July 2019 at 'The Music Academy', New No.168 TTK Road, Royapettah, Chennai - 600 014 and business mentioned in the Notice dated 2<sup>nd</sup> May 2019 convening the AGM were transacted.

In this connection, we enclose the proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you,  
Yours faithfully,  
For Sundaram-Clayton Limited

  
R Raja Prakash  
Company Secretary



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## **Summary of Proceedings of the 57<sup>th</sup> Annual General Meeting**

The 57<sup>th</sup> Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Tuesday, July 23, 2019 at 10.35 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 Kamlesh Gandhi and Ms Sasikala Varadachari, directors 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 57<sup>th</sup> AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March 2019 and the reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr Sudarshan Venu, as director, liable to retire by rotation;
3. Re-appointment of Mr T K Balaji, as director, liable to retire by rotation;



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4. Appointment of Ms Sasikala Varadachari as a Non-Executive and Independent Director of the Company, for the first term of five consecutive years w.e.f 24<sup>th</sup> October 2018;
5. Re-appointment of Vice Admiral P J Jacob as an Independent Director of the company for the second term of five consecutive years w.e.f 21<sup>st</sup> August 2019;
6. Re-appointment of Mr V Subramanian as an Independent Director of the company for the second term of three consecutive years w.e.f 21<sup>st</sup> August 2019;
7. Re-appointment of Mr S Santhanakrishnan as an Independent Director of the company for the second term of three consecutive years w.e.f 21<sup>st</sup> August 2019;
8. Re-appointment of Mr R Vijayaraghavan as an Independent Director of the company for the second term of three consecutive years w.e.f 21<sup>st</sup> August 2019;
9. Re-appointment of Mr Kamlesh Gandhi as an Independent Director of the company for the second term of three consecutive years w.e.f 21<sup>st</sup> August 2019;
10. Re-appointment of Mr R Gopalan as an Independent Director of the company for the second term of three consecutive years w.e.f 24<sup>th</sup> July 2019;
11. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.

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 20<sup>th</sup> July 2019 (9.00 A.M.) to 22<sup>nd</sup> July 2019 (5.00 P.M).



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## *Sundaram-Clayton Limited*

Chairman also informed the members that the ballot papers were distributed to the members present at the 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 M/s B Chandra & Associates, Company Secretaries, 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 11.25 A.M.

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