

Sundaram-Clayton Limited

52nd Annual Report 2014

Sundaram-Clayton Limited

Board of Directors

venu srinivasan
Chairman & Managing Director
K MAHESH
gopal srinivasan
T K BALAJI
DR LAKSHMI VENU
Director - Strategy
VICE ADMIRAL P J JACOB (Retd.)
SURESH KUMAR SHARMA
S SANTHANAKRISHNAN
V SUBRAMANIAN
SUDARSHAN VENU
R VIJAYARAGHAVAN
KAMLESH GANDHI

Audit Committee

VICE ADMIRAL P J JACOB (Retd.)
Chairman
T K BALAJI
V SUBRAMANIAN
S SANTHANAKRISHNAN

Stakeholders' Relationship Committee

S SANTHANAKRISHNAN
Chairman
R VIJAYARAGHAVAN
DR LAKSHMI VENU

Nomination and Remuneration Committee

VICE ADMIRAL P J JACOB (Retd.)
Chairman
R VIJAYARAGHAVAN
V SUBRAMANIAN

Corporate Social Responsibility Committee

venu srinivasan
Chairman
DR LAKSHMI VENU
VICE ADMIRAL P J JACOB (Retd.)

Executive Director

H LAKSHMANAN

Group President & Chief Executive Officer - Automotive Products Division

C N PRASAD

President - Die Casting Division

M MUTHURAJ

Executive Vice President - Finance

V N VENKATANATHAN

Company Secretary

R RAJA PRAKASH

Statutory Auditors

M/s. SUNDARAM & SRINIVASAN
 Chartered Accountants,
 New No. 4 (Old No. 23), C.P. Ramaswamy Road,
 Alwarpet, Chennai - 600 018.
 Tel. : 044-2498 8762
 E-mail : yessendes@vsnl.net

Cost Auditor

A N RAMAN
 Cost Accountant,
 No.10, P. Muthukumaraswami Salai,
 Off. Baby Nagar 1st Main Road, Velachery,
 Chennai - 600 042.
 Tel. : 044-3290 6831
 E-mail : anraman@gmail.com

Shares listed with

BSE Limited, Mumbai
 National Stock Exchange of India Limited, Mumbai
 Madras Stock Exchange Limited, Chennai

Share Transfer Department

"Jayalakshmi Estates", 1st Floor,
 No.29 (Old No.8), Haddows Road,
 Chennai - 600 006
 Tamil Nadu, India.
 Tel. : 044 - 2828 4959; 2827 2233
 Fax : 044 - 2825 7121
 E-mail : kr.raman@scl.co.in
investorscomplaintssta@scl.co.in

Bankers

STATE BANK OF INDIA
 Corporate Accounts Group Branch
 3rd Floor, Sigapi Achi Building
 18/3, Rukmini Lakshmipathi Road
 Egmore, Chennai - 600 008.

STATE BANK OF MYSORE
 Industrial Finance Branch
 576, Anna Salai, Teynampet
 Chennai - 600 006.

Registered Office

"Jayalakshmi Estates"
 No. 29 (Old No. 8) Haddows Road
 Chennai - 600 006, Tamil Nadu, India.
 Tel. : 044 - 2827 2233
 Fax : 044 - 2825 7121
 CIN : L35999TN1962PLC004792
 E-mail : corpsec@scl.co.in
 Website: www.sundaram-clayton.com

Plants

Padi

Chennai - 600 050, Tamil Nadu, India.
 Tel. : 044 - 2625 8212
 Fax : 044 - 2625 7177

Mahindra World City

Plot No. AA5, VI Avenue
 Auto Ancilliary SEZ
 Kancheepuram - 603 002, Tamil Nadu, India.
 Tel. : 044 - 2746 0500
 Fax : 044 - 2746 0520

Oragadam

Plot No.B-14, SIPCOT
 Industrial Growth Centre,
 Sriperumbudur Taluk,
 Kancheepuram District - 602 105
 Tamil Nadu, India.
 Tel. : 044 - 6710 3300

Hosur

Hosur - Thally Road
 Belagondapalli
 Hosur - 635 114, Tamil Nadu, India.
 Tel. : 04347 - 233 445
 Fax : 04347 - 233 014

Subsidiary Companies

TVS Motor Company Limited, Chennai
 Sundaram Auto Components Limited, Chennai
 TVS Housing Limited, Chennai
 TVS Motor Company (Europe) B.V., Amsterdam
 TVS Motor (Singapore) Pte Limited, Singapore
 PT.TVS Motor Company Indonesia, Jakarta
 Sundaram Business Development Consulting
 (Shanghai) Co. Limited, China
 Sundaram-Clayton (USA) Limited, USA

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Sundaram-Clayton Limited

FINANCIAL HIGHLIGHTS INCLUDING SELECTED INDICATORS AND RATIOS

(Rupees in crores)

Year ended	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Sales	536.3	629.3	816.2	426.9	492.4	492.7	805.7	1017.0	1018.6	1196.8
Other income	32.5	45.3	48.6	34.5	36.3	46.3	22.2	34.2	38.1	35.8
Total	568.8	674.6	864.8	461.4	528.7	539.0	827.9	1051.2	1056.7	1232.6
Exceptional Income	-	-	-	-	-	-	-	25.3	-	5.8
Total Income	568.8	674.6	864.8	461.4	528.7	539.0	827.9	1076.5	1056.7	1238.4
Gross profit before interest, depn & tax	101.6	141.1	176.1	73.9	60.1	71.8	107.8	166.7	127.9	149.7
Depreciation	21.4	26.9	32.8	27.7	31.0	37.6	40.8	47.3	51.3	53.2
Profit before interest & tax	80.2	113.2	143.3	46.2	29.1	34.2	67.0	119.4	76.6	96.5
Interest	3.8	7.9	15.2	10.8	22.1	20.5	21.7	38.4	44.3	35.7
Profit before taxation	76.3	105.3	128.1	35.4	7.0	13.7	45.3	81.0	32.3	60.8
Profit after taxation	53.4	74.9	91.6	23.9	6.3	12.4	37.3	72.3	35.4 ^(a)	53.7
Net Fixed assets	275.1	302.5	326.4	240.2	304.3	307.4	366.1	395.0	408.8	405.9
Net current assets	30.4	77.0	170.6	213.7	219.0	172.6	212.6	230.0	248.6	256.0
Share capital	18.9	18.9	18.9	9.5 ^(b)	9.5	18.9 ^(c)	18.9	9.5 ^(d)	9.5	10.1 ^(e)
Reserves & surplus	221.1	270.5	325.2	226.6	221.9	225.4	241.3	273.0	282.6	333.5
Net worth	240.0	289.4	344.1	236.1	231.4	244.3	260.2	282.5	292.1	343.6
Loan funds	109.2	146.1	215.8	267.4	339.3	288.7	359.5	389.7	414.3	362.2
Deferred taxation (net)	13.4	15.4	19.4	19.8	19.9	20.3	21.7	20.0	16.9	18.5
EPS (Rs)	28.08	39.26	48.06	12.61	3.34	3.26	9.82	30.13	18.67	27.00
DPS (Rs)	9.00	12.00	17.00	8.75	2.00	1.75	5.75	11.50	14.00	19.25
Book value per share (Rs)	126.53	152.57	181.41	127.48	122.00	64.41	68.60	148.93	153.98	169.84
Return on capital employed (ROCE) %	25.7	28.1	27.8	8.4	5.2	6.0	11.2	17.9	10.8	13.3
Return on net worth (RONW) %	23.9	28.3	28.9	8.2	2.7	5.2	14.8	26.6	12.3	16.9
Fixed assets turnover (no of times)	2.3	2.2	2.6	1.5	1.8	1.6	2.4	2.7	2.5	2.9
Working capital turnover (no of times)	20.0	11.7	6.6	2.2	2.3	2.5	4.2	4.6	4.3	4.7
Gross profit as % of sales (EBITDA)	18.9	22.4	21.6	17.3	12.2	14.6	13.4	13.9 ^(#)	12.6	12.0 ^(#)
Gross profit as % of total income	17.9	20.9	20.4	16.0	11.4	13.3	13.0	13.4 ^(#)	12.1	11.7 ^(#)
Net profit as % of total income	9.4	11.1	10.6	5.2	1.2	2.3	4.5	4.5 ^(#)	3.4	3.9 ^(#)

ROCE is profit before interest and taxation divided by average of networth plus loan funds and deferred tax.

RONW is profit after tax divided by average networth.

Fixed assets turnover is sales divided by average net fixed assets as at the end of the year.

Working capital turnover is sales divided by average net current assets as at the end of the year.

(a) Profit after tax is after considering deferred tax asset of Rs.3.1 crores.

(b) During 2007-08, the face value of share has been reduced from Rs.10 to Rs.5 per share in view of de-merger of brakes division of the Company. Hence, figures of 2007-08 are not comparable with that of previous years' in view of demerger of brakes division of the Company.

(c) Bonus issue of 1:1 in 2009.

(d) Capital reduction consequent to approval of scheme of arrangement by the Hon'ble High Court of Judicature at Madras.

(e) IPP Issue of 12,64,501 equity shares.

(#) Profitability ratios of 2011-12 and 2013-14 are calculated without considering the exceptional income.

Notes:

- 2011-12 financials have been prepared giving effect to composite scheme of arrangement between Sundaram-Clayton Limited (SCL), Anusha Investments Limited (AIL) and Sundaram Investment Limited (SIL) as approved by the Hon'ble High Court of Judicature at Madras. Hence, the figures of 2011-12 are not comparable with that of the previous years.
- The figures from 2010-11 are based on the Revised Schedule VI classifications. The figures upto 2009-10 are based on the respective year's reported results.

Notice to the Shareholders

NOTICE is hereby given that the fifty second annual general meeting of the Company will be held at 'The Music Academy', New No. 168 (Old No. 306) TTK Road, Royapettah, Chennai - 600 014 on Thursday, the 21st August 2014, at 10.15 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT the audited balance sheet as at 31st March 2014, the statement of profit and loss and cash flow statement including consolidated financial statements for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and are hereby, approved and adopted".

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT Mr T K Balaji (holding DIN 0002010), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Sudarshan Venu (holding DIN 03601690), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT M/s.Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S, allotted by The Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the Company to hold office, for the transitional period of three consecutive years from the conclusion of this annual general meeting, subject to ratification at every annual general meeting, on such remuneration, as may be fixed in this behalf by the board of directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT the remuneration of Rs.3,00,000/- (Rupees three lakhs only), in addition to reimbursement of travel 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 2014-15 as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the

Companies (Audit and Auditors) Rules 2014, be and is hereby ratified."

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT subject to the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the re-appointment of Mr Venu Srinivasan (holding DIN 00051523) as managing director for a further period of five years from 23rd May 2014 and the remuneration payable to Mr Venu Srinivasan, upon such re-appointment, as set out in the Agreement dated 12th February 2014 entered into between the Company and Mr Venu Srinivasan, notwithstanding his holding the office of chairman and managing director in the subsidiary of the Company, i.e., TVS Motor Company Limited, drawing remuneration therefrom, be and are hereby approved".

"RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to alter and vary the scope and quantum of remuneration specified hereinabove, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 / Income-tax Act, 1961 and / or the rules and regulations made thereunder and / or such guidelines, as may be notified by the Central Government, from time to time".

7. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT, subject to the provisions of Sections 197 and 203, read with Schedule V of the Companies Act, 2013 (the Act 2013), and other applicable provisions, if any of the Act 2013 or any statutory modification(s) or re-enactment thereof and in partial modification of the resolutions passed by the shareholders at the annual general meeting, the revision in remuneration effective 1st September 2013, payable to Dr Lakshmi Venu, Director-Strategy in the rank of managing director, consequent upon entrusting with additional duties and responsibilities for exploring business opportunities and expansion, both on the domestic and international fronts on such terms and conditions, as set out in the explanatory statement annexed hereto, during the remaining period of her term of office upto 21st March 2015, be and is hereby approved and that the remuneration payable to her be computed in accordance with the provisions of Section 198 of the Act 2013".

"RESOLVED FURTHER THAT the Supplemental Agreements dated 29th October 2013 and 14th May 2014 entered into between the Company and Dr Lakshmi Venu with respect to the above variations in the terms of the appointment and remuneration, be and is hereby approved".

"RESOLVED FURTHER THAT all other terms and conditions of appointment and payment of remuneration to Dr Lakshmi Venu, as approved by way of an ordinary resolution by the shareholders in the annual general meeting of the Company held on 22nd September 2010, shall remain unchanged".

8. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Vice Admiral P J Jacob (Retd.) (holding DIN 00173785), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

9. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Mr V Subramanian (holding DIN 00357727), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

10. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Mr S Santhanakrishnan (holding DIN 00005069), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

11. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Mr Suresh Kumar Sharma (holding DIN 00599139), be and is hereby appointed as a

non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

12. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Mr R Vijayaraghavan (holding DIN 00026763), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

13. To consider and if thought fit, to pass with or without modification, the following resolution as a special 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act 2013, Mr Kamlesh Gandhi (holding DIN 00004969), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Act 2013 as determined by the board from time to time."

By order of the board

Chennai
14th May 2014

R Raja Prakash
Company Secretary

Registered office:
"Jayalakshmi Estates"
No. 29 (Old 8), Haddows Road
Chennai 600 006

Notes:

- 1) **A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall**

be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

- 2) The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses, as set out in the Notice is annexed hereto.
- 3) The register of members and the share transfer register will remain closed for a period of four days viz., from 18th August 2014 to 21st August 2014 for the purpose of annual general meeting of the Company.
- 4) In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company will provide / host the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
- 5) Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
- 6) Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
- 7) Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
- 8) As a measure of economy, copies of the Annual Report will not be distributed at the annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.

- 9) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
- 10) Members may also note that the Notice of the fifty second Annual General Meeting (Notice of AGM) and the Annual Report will also be available on the Company's website www.sundaram-clayton.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any communication, the members may also send their requests to investorscomplaintssta@scl.co.in.

The Register of Directors and Key Managerial Personnel and their shareholding maintained in terms of Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

- 11) Voting through electronic means:
 - (a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice of AGM by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.
 - (b) Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose, viz., 14th July 2014.
 - (c) Mr K Sriram, partner M/s. S. Krishnamurthy & Co., Company Secretaries, Chennai has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
 - (d) Members are requested to read the instructions given below.
 - (A) The instructions for e-Voting are as under:

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 -52nd AGM 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 in the address bar: 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 "eVoting" icon and select "Active Evoting 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) Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
- (xii) 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 to sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.co.in and kr.raman@scl.co.in.

(B) In case of members receiving physical copy of the Notice of AGM:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 11(d)(A) above to cast vote.

- (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the Telephone No. 022-24994600.
- (f) If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote.
- (g) 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).
- (h) The e-Voting period commences on 12th August 2014 (9:00 a.m.) and ends on 14th August 2014 (6:00 p.m.). During this period, members holding shares either in physical form or in dematerialized form, as on 14th July 2014, may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.

- (i) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report

of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.

- (j) The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.sundaram-clayton.com and on the website of NSDL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.

12) In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

I. Mr T K Balaji

Born on 12th July 1948, Mr T K Balaji is a Bachelor of Engineering, securing first rank from Madras University and is also a Master of Business Administration from IIM Ahmedabad with a Gold medal for outstanding scholastic performance.

Mr T K Balaji is a member of Development Council for Automobiles & Allied Industries, Government of India. He was the past president of Automotive Component Manufacturers Association of India (ACMA). He had served on the CII National Council for a number of years. He was conferred a Special Award by the FIE Foundation of Maharashtra in March 1995 in recognition of his contribution to the development of automotive component industry.

He does not hold any share in the Company and is not related to any director of the Company in terms of the Act 2013. He is a member of the audit committee and administrative committee of 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 memberships/ chairmanships
1.	India Nippon Electricals Limited	Chairman	Investors' Grievance Committee - Chairman
2.	Lucas-TVS Limited	Chairman & Managing director	—
3.	Delphi-TVS Diesel Systems Limited	Managing director	—
4.	Lucas Indian Service Limited	Director	—
5.	T V Sundram Iyengar & Sons Limited	Director	—
6.	Titan Industries Limited	Director	Audit Committee – Member Remuneration Committee - Chairman
7.	TVS Automotive Systems Limited	Director	—
8.	Sundaram Investment Limited	Director	—
9.	TVS Credit Services Limited	Director	—
10.	India Japan Lighting Private Limited	Chairman	—
11.	Punarvasu Swasthi Private Limited	Director	—
12.	Hastham Swasthi Private Limited	Director	—
13.	Harita Electronics Private Limited	Director	—

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II. Mr Sudarshan Venu

Born on 1st February 1989, 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 also obtained B.S. in Mechanical Engineering from the School of Engineering and B.S. in Economics from the Wharton School. He completed his M.Sc in International Technology Management from the Warwick Manufacturing Group attached to University of Warwick in U.K.

In this period, during his visits to India, he underwent practical training in the Company and TVS Motor Company Limited.

He does not hold any share in the Company and is related to Mr Venu Srinivasan, Chairman and Managing Director and Dr Lakshmi Venu, Director - Strategy of the Company.

Details of his other directorships and membership / chairmanship of committees are given below:

S. No.	Name of the Company	Nature of Interest	Committee memberships/ chairmanships
1.	TVS Motor Company Limited	Whole-time director	Stakeholders Relationship Committee - Member
2.	TVS Credit Services Limited	Director	ALCO - Member Corporate Social Responsibility Committee - Member

III. Mr Venu Srinivasan

Born on 11th December 1952, Mr Venu Srinivasan is a Bachelor of Engineering from Madras University and holds M.S degree in Management from Purdue University, U.S.A. He is also the Chairman and Managing Director of TVS Motor Company Limited. Mr Venu Srinivasan has been associated with CII for nearly 18 years in various capacities. He was the President of CII during the financial year 2009-2010. He also holds directorships in many other companies.

Mr Venu Srinivasan has been conferred in January 2010 'Padma Shri', a prestigious adoration by the Government of India in appreciation of his significant contribution for the promotion of trade and industry. He also received the distinguished civilian honour "Order of Diplomatic Service Merit" from the President of the Republic of Korea in the year 2010 in recognition of his valuable contribution in promoting Korea- India bilateral relations.

He was also conferred the honorary doctorate degree in science by the University of Warwick, UK in the year 2004 for his excellence in manufacturing and contribution in the field of technology and research and development. He is the first Indian industrialist to be honoured by the Warwick University. He has been conferred with the highest honour, Doctor of Science (Honoris Causa) for his outstanding contribution to the field of Quality Movement and Manufacturing Excellence in India by IIT Kharagpur in the year 2009.

Mr Venu Srinivasan has been appointed as Vice Chairman of State Manufacturing Competitiveness Council by the Government of Tamil Nadu. He has also been appointed as Chairman of the re-constituted

board of governors of National Institute of Fashion Technology by the President of India. He is an Honorary Consul General of Republic of Korea in Chennai.

He is a member of:

1. Prime Minister's Council on Trade and Industry;
2. Prime Minister's National Integration Council; and
3. Prime Minister's Scientific Advisory Council

He was the past President of Automotive Research Association of India, Pune, Society of Indian Automobile Manufacturers and Association of Indian Automobile Manufacturers, Delhi.

Mr Venu Srinivasan has been the managing director of the Company from 1979. Since February 2012, he has been the chairman and managing director of the Company.

He is also serving as the chairman and managing director of TVS Motor Company Limited.

Mr Venu Srinivasan was re-appointed as chairman and managing director of the Company, effective 23rd May 2014 by the board at its meeting held on 12th February 2014 on such terms and conditions to be approved by the shareholders at this annual general meeting of the Company.

He is the chairman of the Corporate Social Responsibility Committee of the Company.

He does not hold any share in the Company and is related to Mr Gopal Srinivasan, director, Dr Lakshmi Venu, director - strategy and Mr Sudarshan Venu, 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 memberships/ chairmanships
1.	TVS Motor Company Limited	Chairman and Managing Director	Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Chairman
2.	Harita-NTI Limited	Chairman	Audit Committee - Chairman
3.	TVS Credit Services Limited	Chairman	Corporate Social Responsibility Committee - Chairman
4.	Lucas-TVS Limited	Director	—
5.	T V Sundram Iyengar & Sons Limited	Director	Audit Committee - Member
6.	Southern Roadways Limited	Director	—
7.	Sundram Fasteners Limited	Director	—
8.	Cummins India Limited	Director	Audit Committee - Member Compensation and Management Development Committee - Chairman Operations Committee - Member

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S. No.	Name of the Company	Position held	Committee memberships/ chairmanships
9.	Sundram Non-Conventional Energy Systems Limited	Director	–
10.	Sundaram Investment Limited	Director	–
11.	TATA Coffee Limited	Director	–
12.	Oriental Hotels Limited	Director	–
13.	TVS Lanka Private Limited	Director	–
14.	TVS Motor (Singapore) Pte Limited	Director	–
15.	Aga Khan Rural Support Programme (India)	Director	–

IV. Vice Admiral P J Jacob (Retd.)

Born on 23rd February 1941, Vice Admiral P J Jacob retired in 2001 as the Vice Chief of the Naval Staff. An alumnus of the National Defence Academy, Defence Services Staff College and the National Defence College, he has held a variety of key operational and training assignments in a career spanning forty years. He has commanded the Eastern Fleet and was the Director General of the Indian Coast Guard and the Chief of Personnel of the Navy before taking over as Vice Chief of the Naval Staff. As the Vice Chief, he was active in strategic planning and charting the future development of the Indian Navy. He has overseen numerous training initiatives and has led several Ministry of Defence / Navy delegations to negotiate intergovernmental agreements on strategic issues with various countries. He has also held a diplomatic assignment as the naval attaché in Tehran during a very turbulent period in that country's history.

Since leaving the Navy, he has taken up an assignment as a Director in Dua Consulting, a leading Delhi based firm, consulting in a number of areas such as infrastructure development, maritime, aviation and telecom.

Vice Admiral P J Jacob (Retd.) is vastly experienced in the field of maritime security. He was appointed by the Sri Lankan Government as its advisor on maritime security. His experience in this field has also been tapped at various fora like the Asia Centre and the National Institute of Advanced studies, Bangalore. He was also invited by Japanese Ministry of Foreign Affairs to interact with Japanese think tanks on the future of Indo Japanese maritime co-operation.

He was also involved in a second tract initiative in conjunction with CII to attract greater Taiwanese investment in India, particularly in IT and small and medium scale manufacturing.

Vice Admiral Jacob has served as a member of the National Security Advisory Board to the Prime Minister of India. He is currently Chairman of the Global India Foundation, an organization aiding decision makers in strategizing policy initiatives.

He is the Chairman of Audit Committee and Nomination and Remuneration Committee and also a member of Corporate Social Responsibility Committee of the Company.

He does not hold any share in the Company and is not related to any director of the Company.

He holds the position as director in Dua Consulting Private Limited. He does not hold any position as a director or member of any committee of directors of any other company.

V. Mr V Subramanian

Born on 17th June 1948, Mr Subramanian is a B.Com from University of Madras and Certified Associate of Indian Institute of Bankers, Bombay.

He joined the premier Indian Administrative Service in 1971 (West Bengal Cadre). He also served as Secretary to the Government of India in Ministry of New and Renewable Energy.

In recognition of expertise and experience in dealing with foreign exchange management in India, he was appointed as Adviser on Loan and Grant Management to the Government of Mozambique, Maputo by Commonwealth Secretariat, London for two and half years. During the stint with Ministry of Finance, he had dealt with public sector projects in the areas of transport, steel & mines, fertilizers, welfare, etc., external commercial borrowings, exchange control and bilateral aid. He successfully negotiated and finalized loans for public sector enterprises and took initiative of taking Indian PSEs to the bond markets of Japan, Germany and Switzerland to access low cost funds.

He has occupied many key senior positions in Government of India and the Government of West Bengal during his career of 37 years. Presently, he is the Secretary General of the Indian Wind Energy Association, a non-governmental body formed by the wind energy generating companies and equipment manufacturers. He was also the Business Development Adviser to the Council for Industrial and Scientific Research at New Delhi in 2008-09. He also offers consultancy to various companies in the field of renewable energy.

His vast experience spans over different fields like law and order, land management, development administration, welfare, energy, labour etc. He has also spent six months in Sri Lanka as Civilian Adviser to the IPKF for the restoration of civilian administration in Jaffna.

He is a mentor of new start - up companies with innovative technologies that are short listed by the Indian Institute of Management, Ahmedabad. As a member of the Task Force formed by the Government of India, he reviews the working of PSUs in the Steel and Mines sector on an annual basis.

He is a member of the Audit Committee and Nomination and Remuneration Committee of the Company.

He does not hold any share in the Company and is not related to any 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 memberships/ chairmanships
1.	Mount Everest Mineral Water Limited	Director	Audit Committee - Member Investors' Grievance Committee - Member

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S. No.	Name of the Company	Position held	Committee memberships/ chairmanships
2.	PTC Energy Limited	Director	Audit Committee - Member
3.	Rural Electrification Corporation Limited	Director	–
4.	WindForce Management Services Private Limited	Director	–
5.	Lanco Solar Energy Private Limited	Director	Audit Committee - Chairman
6.	Gravitational Network Advisors Private Limited	Director	–
7.	Enfragy Solutions India Private Limited	Director	–
8.	GPS Renewable Private Limited	Director	–
9.	Bhoruka Power Corporation Limited	Director	–

VI. Mr S Santhanakrishnan

Born on 8th November 1944, Mr S Santhanakrishnan is Post graduate in M.Sc (Madras University), CAIIB, D.S.M (Bombay University), Dip. in Training and Development (ISTD).

Joined State Bank of India (SBI) as a Probationary Officer, he rose to the position of Dy. Managing Director after 36 years of experience. In SBI, he was mostly in the arena of credit marketing and administration, particularly in SME and large corporates. As an All India Head of Credit (Corporate Accounts Group), he had the privilege of dealing with all the top 200 companies of India for more than 3 years. He was also deputed to SBI Capital Markets Limited as General Manager and headed the Chennai Office of this outfit for 3 years.

After retirement from SBI, he was selected to head the then fledgling Credit Information Bureau of India Limited (CIBIL), a Company that was promoted, thanks to the Reserve Bank of India's initiative and by all commercial banks (including all foreign banks and leading private banks) and Sundaram Finance Limited. During his three year tenure as its Executive Chairman, he had the privilege of participating in the evolution of the company as an important credit reference agency and shaped it to be commercially very successful. He is still associated with this agency as an Advisor.

He is a member of the Audit Committee and Chairman of Stakeholders' Relationship Committee of the Company.

He does not hold any share in the Company and is not related to any director of the Company.

Details of his other directorships and membership / chairmanship of committees are given below:

S. No.	Name of the Company	Position held	Committee memberships/ chairmanships
1.	Easy Access Financial Services Limited	Director	Nomination Committee - Member
2.	ICICI Home Finance Company Limited	Director	Audit Committee - Member
3.	Reliance Capital Trustee Company Limited	Director	Audit Committee - Member

S. No.	Name of the Company	Position held	Committee memberships/ chairmanships
4.	TVS Credit Services Limited	Director	Audit Committee - Member Allotment Committee - Member ALCO - Member
5.	Axiom Cordages Limited	Director	Audit Committee - Member Corporate Social Responsibility Committee - Member
6.	Essar Steel (India) Limited	Nominee Director	–

VII. Mr Suresh Kumar Sharma

Born on 31st December 1965, Mr Suresh Kumar Sharma is the proprietor of Sharma Transports, which is engaged in transport business for over five decades.

The firm is a leading organization engaged in private service of vehicles for transportation of passengers and luggage to various segments. They offer transport solutions to link the distance in medium sized corporations.

The firm brings strong heritage and special focus with proven expertise of five decades of professional and comprehensive management towards total transport solutions. In the transport industry they are pioneers having introduced state-of-the-art technology in provision of vehicles and hi-tech integral coaches.

They also have well established and fully furnished coach building stations. They operate in all southern States of India covering more than 30 destinations. They have the privilege of serving as coach contractors for Toyota-Kirloskar Motor Company Limited and Volvo Company Limited.

Mr Sharma brings with him expertise of over two decades in the transport industry and real estate development.

He does not hold any share in the Company and is not related to any director of the Company.

He holds the position as director in Sharma Transports India Private Limited. He does not hold any position as a member of any committee of directors of any other company.

VIII. Mr R Vijayaraghavan

Born on 2nd January 1950, Mr R Vijayaraghavan is an advocate in Chennai and has been practicing law for over 20 years. He is the legal advisor to many business groups and is a member of board of directors and audit committee of reputed companies. He has a vast breadth of experience in the fields of corporate law, mergers and acquisitions, tax laws, commercial aspects of doing business in India.

He holds a Master degree in Science from Madurai University and also Master degree in business administration from Syracuse University.

He is a partner of a reputed tax consultant firm in Chennai, providing a single window facility to the business community for all their legal