



# Sundaram-Clayton Limited

Registered Office:  
"Chaitanya",  
No. 12, Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai – 600006  
PH: 044 28332115

28<sup>th</sup> June, 2022

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

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.  
**Scrip code: SUNCLAYLTD**

Dear Sir / Madam,

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

**Ref. : Our intimation dated 4<sup>th</sup> June 2022**

We wish to inform you that the 60<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 28<sup>th</sup> June 2022 through Video Conferencing and the businesses mentioned in the Notice dated 6<sup>th</sup> May 2022 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 60<sup>th</sup> Annual General Meeting**

The 60<sup>th</sup> Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Tuesday, June 28, 2022 at 10.35 A.M through Video Conferencing (VC). Mr R Gopalan, Chairman occupied the chair. The Chairman also confirmed that the requisite quorum being present, called the meeting to order with a prayer.

Directors present through VC identified themselves to the shareholders. Mr Sudarshan Venu and Ms Sasikala Varadachari, Directors of the Company did not attend the meeting due to personal reasons. Mr Venu Srinivasan, Vice Admiral P J Jacob, Mr S Santhanakrishnan, Mr R Vijayaraghavan confirmed their designations besides as Chairman of the respective committees viz., Corporate Social Responsibility Committee, Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee respectively.

Notice, Auditors Report and Secretarial Audit Report were taken as read as all the above were 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. Chairman then delivered his speech.

After completion of Chairman's speech,

The following items of business, as per the Notice of 60<sup>th</sup> AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements together with Directors' Report and Auditors Report for the year 2021-22;
2. Re-appointment of Dr. Lakshmi Venu as a director, liable to retire by rotation;
3. Re-appointment of Mr Sudarshan Venu as a director, liable to retire by rotation;
4. Re-appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as statutory auditors of the Company for the second term of five consecutive years; and
5. Ratifying the remuneration payable to cost auditor for the year 2022-23.

Subsequently, Chairman requested those shareholders who were registered to speak at the meeting to raise their queries. Four members requested clarifications on certain operational/ strategic areas and on the ongoing restructuring process of the Company. Clarifications were provided by Mr K Gopala Desikan, Director & Group Chief Financial Officer and Mr Vivek Joshi, Chief Executive Officer of the Company to the queries raised by the members.

Chairman then thanked the shareholders for participating through video conferencing and informed that the facility to vote on the resolutions contained in the Notice of the meeting shall remain open upto 15 minutes from the conclusion of the meeting.

Chairman informed the members that the results of e-voting would be announced on or before 30<sup>th</sup> June 2022 and he further informed that the same would be intimated to the stock exchanges and posted on the website of the Company and NSDL.

Chairman then thanked the members who participated in the meeting and declared the meeting as closed.

The meeting concluded at 11.15 A.M (IST).

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## Results of voting through electronic means

<b>Date of the AGM</b>	28th June 2022
<b>Total number of shareholders on record date (21.06.2022)</b>	22,124
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	NA
Public:	NA
<b>No. of shareholders present in the meeting through video conferencing:</b>	
Promoters and Promoter Group:	3
Public:	76

<b>Resolution 1</b>	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2022 together with the reports of the Board of Directors' and Auditors' thereon.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	1,50,65,293						
	Total		1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00
<b>Public- Institutions</b>	E-Voting	30,87,270	25,53,574	82.71	25,53,574	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	30,87,270						
	Total		30,87,270	25,53,574	82.71	25,53,574	-	100.00
<b>Public- Non Institutions</b>	E-Voting	20,79,522	1,50,829	7.25	1,50,792	37	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot	20,79,522						
	Total		20,79,522	1,50,829	7.25	1,50,792	37	99.98
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,69,696</b>	<b>87.83</b>	<b>1,77,69,659</b>	<b>37</b>	<b>100.00</b>	<b>0.00</b>





<b>Resolution 2</b>	Re-appointment of Dr. Lakshmi Venu as director, who retires by rotation.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot			-	-	-	-	-
	Total			100.00	1,50,65,293	-	100.00	-
<b>Public-Institutions</b>	E-Voting	30,87,270	25,55,156	82.76	24,75,317	79,839	96.88	3.12
	Poll			-	-	-	-	-
	Postal Ballot			-	-	-	-	-
	Total			82.76	24,75,317	79,839	96.88	3.12
<b>Public- Non Institutions</b>	E-Voting	20,79,522	1,50,829	7.25	1,50,823	6	100.00	0.00
	Poll			-	-	-	-	-
	Postal Ballot			-	-	-	-	-
	Total			7.25	1,50,823	6	100.00	0.00
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,71,278</b>	<b>87.84</b>	<b>1,76,91,433</b>	<b>79,845</b>	<b>99.55</b>	<b>0.45</b>



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<b>Resolution 3</b>	Re-appointment of Mr Sudarshan Venu, as a director, liable to retire by rotation	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda /</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			100.00	1,50,65,293	-	100.00	-
<b>Public-Institutions</b>	E-Voting	30,87,270	25,55,156	82.76	25,02,593	52,563	97.94	2.06
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			82.76	25,02,593	52,563	97.94	2.06
<b>Public- Non Institutions</b>	E-Voting	20,79,522	1,50,828	7.25	1,50,823	5	100.00	0.00
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			7.25	1,50,823	5	100.00	0.00
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,71,277</b>	<b>87.84</b>	<b>1,77,18,709</b>	<b>52,568</b>	<b>99.70</b>	<b>0.30</b>



<b>Resolution 4</b>	Re-appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as statutory auditors of the Company
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			100.00	1,50,65,293	-	100.00	-
<b>Public-Institutions</b>	E-Voting	30,87,270	25,55,156	82.76	25,55,156	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			82.76	25,55,156	-	100.00	-
<b>Public- Non Institutions</b>	E-Voting	20,79,522	1,50,829	7.25	1,50,823	6	100.00	0.00
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			7.25	1,50,823	6	100.00	0.00
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,71,278</b>	<b>87.84</b>	<b>1,77,71,272</b>	<b>6</b>	<b>100.00</b>	<b>0.00</b>



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<b>Resolution 5</b>	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2022-23.	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda /</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			1,50,65,293	1,50,65,293	100.00	1,50,65,293	-
<b>Public-Institutions</b>	E-Voting	30,87,270	25,55,156	82.76	25,55,156	-	100.00	-
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			30,87,270	25,55,156	82.76	25,55,156	-
<b>Public- Non Institutions</b>	E-Voting	20,79,522	1,50,829	7.25	1,50,708	121	99.92	0.08
	Poll			-	-	-	-	-
	Postal Ballot							
	Total			20,79,522	1,50,829	7.25	1,50,708	121
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,71,278</b>	<b>87.84</b>	<b>1,77,71,157</b>	<b>121</b>	<b>100.00</b>	<b>0.00</b>







**B CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**  
 Regn. No : P2017TN065700

**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 28.06.2022

To

**The Chairman,**

**of the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on June 28, 2022, at 10.35 A.M. [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual Means.**

**Subject:** Voting at Annual General Meeting - Ordinary 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**, partner of **B. Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated May 6, 2022 for the purpose of remote e-voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on 28<sup>th</sup> June 2022 at 10.35 A.M.(IST) in line with the Circular No14/2020 dated April 8 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13.2021 and Circular No. 03/2022 dated May 5, 2022 on the below mentioned resolutions, hereby submit my report as under:

*B Chandra*

a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management &amp; Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA / Depositories, through electronic means on June 4, 2022. Subsequently, the Notice was also placed on the website of the Company. Out of the emails sent, 811 emails bounced.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Hindu Tamil vernacular newspaper on May 10, 2022. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
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 June 5, 2022 and a vernacular newspaper "HINDU TAMIL" on the same date.
c.	The remote e-voting period commenced on June 25, 2022 at 9:00 AM and ended on the close of June 27, 2022 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on June 25 2022 at 5:00 PM, 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 June 28, 2022.
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 through VC/OAVM, the Chairman informed the members that a 15 minute voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM voting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

B. C. CHANDRA & ASSOCIATES  
 Company Secretaries





Two Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:


S.No	Resolutions	Nature of Resolution
1	Adoption of Standalone & Consolidated audited financial statements for the year ended 31 <sup>st</sup> March 2022	Ordinary
2	Re- appointment of Dr Lakshmi Venu (holding DIN 02702020) as Director who retires by rotation.	Ordinary
3	Re-appointment of Mr Sudarshan Venu (holding DIN 03601690), as Director who retires by rotation	Ordinary
4	Reppointment of M/s. Raghavan Chaudhuri & Narayanan Chartered Accountants as Statutory Auditors for the second consecutive term of Five Financial years	Ordinary
5	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the year 2022-23	Ordinary

On the conclusion of the Annual General Meeting and after the 15 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total validvotes is given below.

REMOTE EVOTING AND VOTING DURING AGM							
Resolution No	COUNT OF VOTES CAST IN FAVOUR	NUMBER OF VOTES CAST IN FAVOUR	COUNT OF VOTES CAST AGAINST	NUMBER OF VOTES CAST AGAINST	TOTAL VALID VOTES	ASSENT %	DISSENT%
1	154	17769659	3	37	17769696	99.9998	0.0002
2	133	17691433	25	79845	17771278	99.5507	0.4493
3	135	17718709	24	52568	17771277	99.7042	0.2958
4	156	17771272	2	6	17771278	99.9999	0.0001
5	155	17771157	3	121	17771278	99.9993	0.0007

*B. Chandra*



Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1-5. I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM. 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,

*Bca*



**B CHANDRA,  
PARTNER  
B CHANDRA & ASSOCIATES  
PRACTISING COMPANY SECRETARIES  
UDIN: A020879D000537991**