



Sundaram-Clayton Limited

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

December 16, 2022

BSE Limited

Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001.

Security Code: 520056

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051.

Scrip Code: SUNCLAYLTD

Respected Sir(s),

Sub: Details of voting results of the meeting of Equity Shareholders of Sundaram-Clayton Limited ("Company") convened on Friday, December 16, 2022 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench

In continuation of our letter dated 14th November 2022 in respect of the meeting of Equity Shareholders of the Company convened pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench and held on Friday, December 16, 2022, please find the details of voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith as **Annexure A**, along with the Scrutinizer's Report on e-Voting (remote e-Voting and e-Voting at the Meeting) enclosed herewith as **Annexure B**.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For **Sundaram-Clayton Limited**

R Raja Prakash
Company Secretary

Encl. a/a

Results of voting through electronic means

Date of the AGM	16th December 2022
Total number of shareholders on record date (09.12.2022)	22,471
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of shareholders present in the meeting through video conferencing:	
Promoters and Promoter Group:	1
Public:	202

Resolution 1	APPROVAL FOR THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST SUNDARAM-CLAYTON LIMITED AND TVS HOLDINGS PRIVATE LIMITED AND VS INVESTMENTS PRIVATE LIMITED AND SUNDARAM-CLAYTON DCD LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	Yes

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	1,50,65,293	1,46,10,071	96.9783	1,46,10,071	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,46,10,071	96.9783	1,46,10,071	-	100.0000	-
Public- Institutions	E-Voting	30,05,740	26,07,906	86.7642	26,07,906	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		26,07,906	86.7642	26,07,906	-	100.0000	-
Public- Non Institutions	E-Voting	21,61,052	7,51,652	34.7818	7,51,630	22	99.9971	0.0029
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,51,652	34.7818	7,51,630	22	99.9971	0.0029
Total		2,02,32,085	1,79,69,629	88.8175	1,79,69,607	22	99.9999	0.0001

Report of Scrutinizer

To,

Mr. N.P. Vijay Kumar, Chairperson of the NCLT Convened Meeting of Equity Shareholders of Sundaram-Clayton Limited held on 16th December 2022, at 10:00 a.m. (IST) through Video Conferencing or Other Audio-Visual Means (VC/OAVM).

Dear Sir,



I R Rajesh, Advocate, has been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench, vide order dated 9th November 2022 [in CA(CAA)/61(CHE)/2022] to provide assistance to the Chairperson of NCLT Convened Meeting ("the meeting") of the Equity shareholders of Sundaram-Clayton Limited ("Company") held on 16th December, 2022 at 10.00 a.m. through Video Conferencing or Other Audio-Visual Means as per the framework issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), for the purpose of scrutinizing the votes on Remote e-Voting and e-Voting during the Meeting carried out as per Rule 6(3)(xi) read with Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CAA Rules), Rule 20 of the Companies (Management and Administration) Rules, 2014 (MGT Rules), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI Master Circular: SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 (SEBI Circular) and the directions of the Hon'ble NCLT, Chennai Bench, on the resolution as placed before the meeting for approval of Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Company" or "Transferee Company" or "Demerged Company" or "SCL") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") as proposed under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

National Securities Depository Limited (NSDL) has been appointed for providing VC/OAVM facility and e-Voting facility both prior to as well as during the Meeting. The Members of the Company as on "cut off" date for e-Voting i.e., 9th December, 2022 ("cut-off date") were entitled to vote on the resolution stated in the Notice of the Hon'ble NCLT Convened Meeting. We were informed that there were 2,02,32,085 equity shareholders holding aggregate value of equity shares of Rs. 10,11,60,425/- (i.e., 2,02,32,085 Equity shares of Rs. 5/- each) as on cut-off date.

Further to the above, we submit our report as under:

A. For Remote E-voting:


- i. The remote e-Voting period remained open from Tuesday, 13th December 2022 from 9.00 a.m. (IST) to Thursday, 15th December 2022 upto 5.00 p.m. (IST);



- ii. The votes cast through Remote e-Voting were subsequently unblocked by me on 16th December, 2022 at 10.24 a.m. after the conclusion of the meeting, in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.



Mr. S. Rangarajan



Mr. M. Bhaskar



- iii. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

B. For e-Voting during the Meeting:

- i. The e-Voting was conducted on the resolution placed before the NCLT Convened Meeting of Equity shareholders of the Company conducted through VC / OAVM.
- ii. Equity shareholders were also explained the modalities and other relevant instructions for casting their vote on e-Voting during the meeting.
- iii. The e-Voting during the meeting was conducted to enable the Equity shareholders of the Company who have attended the meeting through VC/OAVM and had not cast their vote through Remote e-Voting facility.
- iv. After ensuring that all the Equity shareholders who desire to cast their vote through e-Voting at the meeting have exercised their right to vote and after seeking permission from the Chairman of the Meeting, e-Voting during the meeting was closed / blocked.
- v. The votes cast during the meeting were subsequently unblocked by me after the conclusion of the meeting and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations received/available with the Company.

Thereafter, based on the scrutiny of the electronic ballots (both for the Remote E-voting and E-voting during the meeting), details of Equity shareholders, who have voted "For", "Against" the resolution permitted for e-Voting, were prepared based on reports generated from the website of NSDL and scrutiny thereof. As the voting was conducted through e-Voting on the e-Voting platform of NSDL, the E-ballots as available were scrutinized Folio Wise / Demat Account wise. There was no material change in the voting result due to this process.

Each Equity Shareholder could opt for only one mode of e-Voting i.e., either by Remote e-Voting or e-Voting during the Meeting. If the equity shareholder opted for Remote e-Voting, then he was allowed to attend the Meeting but was not allowed to vote during the Meeting.

Based on such scrutiny of the Remote E-voting & E-voting during the meeting, the details of E-ballots received are tabulated as under:

Particulars	Number of Ballots	Number of Shares
Total E-Ballots received (Remote E-voting)	848	1,79,69,629
Total E-Ballots received (E-voting during the Meeting)	-	-
Total E-Ballots received	848	1,79,69,629
Less: Invalid E-Ballots	-	-
Total Valid E-Ballots (Remote E-voting + E-voting during the Meeting)	848	1,79,69,629

Further:

- (i) Consolidated Report on result through remote e-voting and e-voting at the meeting by Public Shareholders (excluding Promoter and Promoter Group) is as per **Annexure A**; and
- (ii) Consolidated Report on result through remote e-voting and e-voting at the meeting by Equity Shareholders (including Promoter & Promoter Group) is as per **Annexure B**.

You may accordingly report the result of voting to the Hon'ble NCLT, Chennai Bench. The list of Equity Shareholders who voted "For", "Against" and all other relevant electronic records relating to remote e-voting and e-voting at the Hon'ble NCLT convened meeting are being handed over separately by us.

Thanking You,



R Rajesh

Advocate

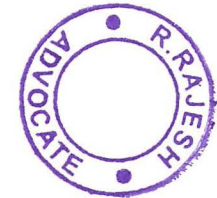
Place : Chennai

Date : 16th December 2022

Annexure-A
Consolidated Report on Result through remote e-voting and e-voting at the Meeting by Public Shareholders:
(Excluding Promoter and Promoter Group)

Particulars	Vote Cast		Votes in Favour of the Resolution				Votes Against the Resolution				Invalid Votes
	Number of Members Cast	Votes Cast	Number of Members Voted in Favor	% of total no. of Members Voted in Favour =3/1*100	Votes in Favour (Equity Shares)	% of Votes in Favour (Equity Shares) =5/2*100	Number of Members Voted Against	% of total no. of Members Voted Against =7/1 *100	Votes Against (Equity Shares)	% of Votes Against (Equity Shares) =9/2*100	
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	
Remote E-Voting	845	33,59,558	842	99.6450	33,59,536	99.9993	3	0.3550	22	0.0007	-
E-Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
Total	845	33,59,558	842	99.6450	33,59,536	99.9993	3	0.3550	22	0.0007	0

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Annexure-B											
Consolidated Report on Result through remote e-voting and e-voting at the Meeting by Public Shareholders: (Including Promoter and Promoter Group)											
Particulars	Vote cast		Votes in Favour of the Resolution				Votes Against the Resolution				Invalid Votes
	Number of Members Cast	Votes cast	Number of Members Voted in Favor	% of total no. of Members Voted in Favour	Votes in Favour (Equity Shares)	% of Votes in Favour (Equity Shares)	Number of Members Voted Against	% of total no. of Members Voted Against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
	(1)	(2)	(3)	(4) =3/1*100	(5)	(6) =5/2*100	(7)	(8) =7/1 *100	(9)	(10) =9/2*100	
Promoter & Promoter Group											
Remote E-Voting	3	1,46,10,071	3	100.0000	1,46,10,071	100.0000	-	-	-	-	-
E-Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
Total	3	1,46,10,071	3	100.0000	1,46,10,071	100.0000	-	-	-	-	-
Public											
Remote E-Voting	845	33,59,558	842	99.6450	33,59,536	99.9993	3	0.3550	22	0.0007	-
E-Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
Total	845	33,59,558	842	99.6450	33,59,536	99.9993	3	0.3550	22	0.0007	-
Grand Total											
Total Remote E-Voting	848	1,79,69,629	845	99.6462	1,79,69,607	99.9999	3	0.3538	22	0.0001	-
E-Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
Total	848	1,79,69,629	845	99.6462	1,79,69,607	99.9999	3	0.3538	22	0.0001	-

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