



# 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, 5<sup>th</sup> Floor  
Plot No. C-1, Block G  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051.

**Scrip Code: SUNCLAYLTD**

Respected Sir(s),

**Sub: Proceedings of the meeting of the Unsecured Creditors of Sundaram-Clayton Limited ("Company") convened on Friday, December 16, 2022 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench**

Pursuant to Regulations 30 and 51 read with Part A and Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), we are attaching herewith the proceedings of the meeting of Unsecured Creditors of the Company convened on Friday, December 16, 2022 at 12 Noon through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("**Tribunal**") dated November 9, 2022 in CA (CAA) 61 (CHE)/2022 ("**Tribunal Order**"), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed 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 ("**Scheme**"), the details of which were given in the notice dated November 14, 2022.

The Hon'ble Tribunal convened meeting of the Unsecured Creditors was concluded at 12:19 PM.

Details of voting results along with the Scrutinizers Report will be submitted separately.



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Kindly take a note of the same on your records.

Thanking you,

Yours faithfully,  
For **Sundaram-Clayton Limited**

**R Raja Prakash**  
**Company Secretary**

Encl. a/a



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## **Proceedings of the meeting of the Unsecured Creditors of the Company convened on Friday, December 16, 2022 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench**

### **A. Date, time and venue of the Meeting**

A Meeting of the Unsecured Creditors of the Company was convened on Friday, December 16, 2022 at 12 Noon through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") dated November 9, 2022 in CA (CAA) 61 (CHE)/2022.

### **B. Proceedings in brief**

Mr. N.P. Vijay Kumar, chaired the meeting ("Chairperson") of the Unsecured Creditors of the Company. Mr. R Raja Prakash, Company Secretary assisted the Chairperson in conducting the said meeting.

At the beginning of the meeting, the Company Secretary confirmed the presence of 291 no. of shareholders, whose presence satisfy the requisite quorum and requested the Chairperson to conduct the proceedings of the meeting.

At the request of Chairperson, the Directors and President & CEO, present at the meeting introduced themselves to the creditors and welcomed them to the NCLT convened meeting. Chairperson informed the Unsecured Creditors that the meeting was being held through VC/OAVM, pursuant to the order passed by the Hon'ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

The Chairperson also provided various details to the Unsecured Creditors with respect to quorum, availability of Notice and Explanatory Statement on the Company's website, Q&A, remote e-Voting, e-Voting at the meeting, etc. The Unsecured Creditors were informed that pursuant to the order of the Hon'ble Tribunal, Mr. R Rajesh, Advocate was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.



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The Chairperson addressed the Unsecured Creditors present at the meeting and briefed them on the resolutions proposed to be passed for approving 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, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Thereafter, the Chairperson requested the Unsecured Creditors who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided in the NSDL website and also the e-Voting facility shall be open for 15 Minutes after the conclusion of meeting.

After counting and verification of validity of votes cast through e-Voting and voting facility at meeting, the results will be submitted by Mr R Rajesh, Scrutinizer, to the Chairperson on the resolution. The results shall be announced on the notice board and website of the Company, NSDL as well as the Stock Exchanges, where the Company's shares were listed,

The meeting was concluded at 12:19 PM after the Unsecured Creditors present at the meeting cast their votes. Thereafter, the meeting stood closed.

## **C. Voting by Unsecured Creditors**

The Company had provided remote e-Voting facility to its Unsecured Creditors to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from 9:00 a.m. (IST) on Tuesday, December 13, 2022 to 5:00 p.m. (IST) on Thursday, December 15, 2022.

Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Unsecured Creditors who participated in the meeting but had not cast their votes through remote e-Voting.



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## **D. Results of e-Voting (remote e-voting and e-voting at the Meeting)**

Details of voting results along with the Scrutinizers Report will be submitted separately.

The meeting then concluded with a vote of thanks by the Chairperson.

For **Sundaram-Clayton Limited**

**R Raja Prakash**  
**Company Secretary**