

Date: November 13, 2019

To

**BSE LIMITED**

Corporate Relationship Department

1<sup>st</sup> Floor, P.J Towers, Dalal Street,

Mumbai-400023

**Scrip Code: 533166**

To

**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1

G-Block, Bandra-Kurla Complex,

Bandra (E), Mumbai-400051

**Scrip Code: SUNDARAM**

Dear Sir / Madam,

**Sub:- Disclosure of Voting Results of the Meeting Secured Creditors of the Company convened & held on November 12, 2019 as per the directions issued by National Company Law Tribunal, Mumbai Bench**

This is further to our intimation dated October 09, 2019, regarding Meeting Secured Creditors of the Company convened as per the directions issued by National Company Law Tribunal, Mumbai Bench. Please note that Tribunal Convened Meeting of Secured Creditors was held on November 12, 2019 at 1.30 p.m. at the registered office of the Company at 5/6, Papa Industrial Estate, Suren Road, Andheri East, Mumbai: 400093.

The Company had provided to the Secured Creditors facility to cast their votes through Postal Ballot before the meeting. Further, company has also provided the facility of voting through Poll/Ballot Paper at the venue of the meeting for the Secured Creditors who had not exercised their vote earlier through postal ballot. Ms. Amisha Shah, Proprietor of M/s. A. V. Shah & Associates, Practicing Company Secretary (Membership Number: F8798; COP Number: 13399) was appointed as the Scrutinizer under the Order of the Hon'ble NCLT to conduct the entire voting process in a fair and transparent manner. As per Scrutinizer's Report, the resolution as set out in the notice of the aforesaid meeting have been duly approved by Secured Creditors with requisite majority. Voting Result along with Combined Report issued by Scrutinizer is enclosed herein with.

You are requested to kindly take the same on records

For Sundaram Multi Pap Limited

*AP Shah*  
Amrut P. Shah  
Chairman & Managing Director



Resolution No. 1: Approval of Scheme of Amalgamation of E-Class Education System Limited with Sundaram Multi Pap Limited and their respective shareholders pursuant to Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions, as may be applicable.

Mode of Voting	Number of Secured Creditors Voted	Number of valid votes cast by them (In terms of value of Debt in Rs.)	No. of votes- in Favour			No. of votes- Against			No. of votes- Invalid		
			Number of Secured Creditors Voted	Number of Votes (In terms of value of Debt in Rs.)	%	Number of Secured Creditors Voted	Number of Votes (In terms of value of Debt in Rs.)	%	Number of Secured Creditors Voted	Number of Votes (In terms of value of Debt in Rs.)	%
Venue Voting/Poll	1	245000000	1	245000000	100	0	0	0	0	0	0
Postal Ballot	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>245000000</b>	<b>5</b>	<b>245000000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>







**SCRUTINIZER'S REPORT**

**[Pursuant to the directions issued by Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, vide order dated September 27, 2019 in the Company Scheme Application No. 2458 of 2019.]**

To

The Chairman of NCLT convened meeting of Secured Creditors ('Chairman')

**Sundaram Multi Pap Limited**

Add: 5/6, Papa Industrial Estate,

Suren Road, Andheri East,

Mumbai: 400093, Maharashtra.

**Subject: Report of Scrutinizer on voting through Postal Ballot and voting through Poll/Ballot Paper at the venue of the meeting of the Secured Creditors ((Including Secured Lenders) of Sundaram Multi Pap Limited convened as per the directions issued by NCLT, Mumbai Bench, held on Tuesday, November 12, 2019 at 1.30 p.m., at the registered office of the Company at 5/6, Papa Industrial Estate, Suren Road, Andheri East, Mumbai: 400093, Maharashtra (hereinafter referred to as "Meeting").**

Dear Sir

I, Ms. Amisha V. Shah (FCS: 8798 C.P. No.: 13399) Proprietor of M/s. A. V. Shah & Associates, Practicing Company Secretaries, Mumbai was appointed Scrutinizer, by the Hon'ble NCLT, by its Order dated the September 27, 2019 to conduct and scrutinize voting process in a fair and transparent manner and present report on voting through Postal Ballot and voting through Poll/Ballot Paper at the venue of the meeting of the Secured Creditors of Sundaram Multi Pap Limited held on Tuesday, November 12, 2019 at 1.30 p.m., at the registered office of the Company at 5/6, Papa Industrial Estate, Suren Road, Andheri East, Mumbai: 400093, Maharashtra for seeking approval of Secured Creditors to the proposed Scheme of Amalgamation of E-Class Education System Limited with Sundaram Multi Pap Limited in terms of Notice dated October 07, 2019 convening the meeting.

I hereby submit my report as under:

Notices were issued to Secured Creditors whose name were appearing in the Statutory Auditors Certificate certifying the list of Secured Creditors of the Company as on September 30, 2019 and voting rights were reckoned as on September 30, 2019, being cut-off date for the purpose of deciding the entitlement of Secured Creditors to vote at the meeting.



As confirmed by the Company and as per dispatch proofs available, the Notice dated October 07, 2019 convening the meeting of the Secured Creditors of the Company along with relevant annexures, setting out material facts under sections 230-232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the resolution to be passed at the meeting was sent to the Secured Creditors on or before October 09, 2019.

The Company has published the Notice of the said meeting along with instruction for voting in "The Free Press Journal" (In English) and "Navshakti" (In Marathi) of October 10, 2019.

Company has provided facility of Voting by Postal Ballot & Voting through Poll/Ballot Paper at the venue of the Meeting.

The voting by the Secured Creditors through the Postal Ballot commenced at October 13, 2019 at 11:00 am and ended on November 11, 2019 at 5.00 pm.

The meeting was attended by Authorized Representative M/s. ECL Finance Limited (Secured Creditors) of the Company.

The Chairman of the meeting, at the end of the discussion on the day of the NCLT convened meeting of Secured Creditors, i.e. November 12, 2019, allowed the voting through Poll/Ballot paper for all those Secured Creditors who were present at the meeting but had not cast their vote by postal ballot.

Company had obtained necessary authorization from the Secured Creditors who has voted through Postal Ballot or who has attended the meeting.

After Completion of Voting through Poll/Ballot Paper at the venue of the meeting, votes were reconciled with the records maintained by the company.

The consolidated result of the voting through Postal Ballot forms received and voting through Poll/Ballot paper at the venue of the meeting seeking approval of the Secured Creditors of the Company is given below:

**RESOLUTION: Approval of Scheme of Amalgamation of E-Class Education System Limited with Sundaram Multi Pap Limited and their respective shareholders pursuant to Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions, as may be applicable.**

**(a) Voted in Favour of the Resolution:**

Mode of Voting	Number of Secured Creditors Voted	Number of valid votes cast by them (In terms of value of Debt)	% of total number of valid votes cast (In terms of value of Debt)
Poll/Ballot paper at the venue of the meeting	1	Rs.24.50 Crores	100%
Postal Ballot Forms	NIL	NIL	NIL
<b>Total</b>	<b>1</b>	<b>Rs.24.50 Crores</b>	<b>100%</b>





**(b) Voted against the resolution:**

Mode of Voting	Number of Secured Creditors Voted	Number of valid votes cast by them (In terms of value of Debt)	% of total number of valid votes cast (In terms of value of Debt)
Poll/Ballot paper at the venue of the meeting	NIL	NIL	NIL
Postal Ballot Forms	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**(c) Invalid Votes:**

Mode of Voting	Number of Secured Creditors Voted	Number of valid votes cast by them (In terms of value of Debt)	% of total number of valid votes cast (In terms of value of Debt)
Poll/Ballot paper at the venue of the meeting	NIL	NIL	NIL
Postal Ballot Forms	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Based on the aforesaid results, I report that the Resolution contained in the Notice dated October 07, 2019, convening the NCLT convened meeting of the Secured Creditors has been passed by the Secured Creditors with requisite majority.

All registers, relevant records and other incidental papers related to Postal Ballot Forms and voting through Poll/Ballot paper at the venue of the meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
For A. V. Shah & Associates

*Amisha*  
  
**Amisha V. Shah**  
Proprietor  
Practicing Company Secretary  
Membership No.: F8798  
CP No.: 13399  
UDIN: F008798A000240326

Date: November 13, 2019

Place: Mumbai