



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

Sundaram-Clayton Limited

28th April 2023

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

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

Dear Sirs,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 27th March 2023, informing about the proposal to seek the approval of the shareholders of the Company by way of Special Resolution, through postal ballot / e-voting for:

- Approving the appointment of Mr C R Dua (DIN: 00036080), as a Non-Executive Independent Director of the Company for a period of five consecutive years effective from 13th March 2023.

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results (Annexure – 1) and consolidated scrutinizer report (Annexure – 2) of the postal ballot including e-voting.

We also wish to inform you that aforesaid resolution have been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you,

For Sundaram-Clayton Limited

R Raja Prakash
Company Secretary
Encl.:a/a

SUNDARAM-CLAYTON LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	27-04-2023
Total number of shareholders on record date (17/03/2023)	22,915
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Resolution 1	Approving the appointment of Mr C R Dua (DIN: 00036080) as a Non-Executive Independent Director (NE-ID) of the Company for a period of five consecutive years effective from 13th March 2023
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	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
Promoter and Promoter Group	E-Voting	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,65,293	1,50,65,293	100.00	1,50,65,293	-	100.00	-
Public- Institutions	E-Voting	27,56,911	23,42,137	84.96	14,33,010	9,09,127	61.18	38.82
	Postal Ballot		-	-	-	-	-	-
	Total	27,56,911	23,42,137	84.96	14,33,010	9,09,127	61.18	38.82
Public- Non Institutions	E-Voting	24,09,881	4,04,013	16.76	4,03,953	60	99.99	0.01
	Postal Ballot		3,353	0.14	3,353	-	100.00	-
	Total	24,09,881	4,07,366	16.90	4,07,306	60	99.99	0.01
Total		2,02,32,085	1,78,14,796	88.05	1,69,05,609	9,09,187	94.90	5.10



B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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No.26, Kumaran Colony Main Road,
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Chennai - 600026
REGN NO P2017TN065700

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28-04-2023

SCRUTINIZER'S REPORT

To

The Chairman,
SUNDARAM -CLAYTON LIMITED
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam Chennai TN 600006

Subject: Passing of resolution by means of Postal Ballot through Physical and E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, framed thereunder with regard to the Special Resolution under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your resolution dated 13th March 2023 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing Special resolution in respect of item mentioned elsewhere in this report pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act).

As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 27 th March 2023 sent the Notice of Postal Ballot dated 13 th March 2023 along with explanatory statement with material facts, self-addressed postage prepaid envelope, by post, to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 17 th March 2023 and whose email IDs are not registered with the Company. In respect of other members whose email IDs are available with the Registrar & Transfer Agent, Integrated Registry
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B. Chandra

	Management Services Private Limited (RTA), by way of email on the same date. Members were given the option to vote electronically on the e-voting platform, provided by the National Securities Depository Limited (NSDL).
1.2	The company had given Public Advertisement, with respect to dispatch of postal ballots, which was published on 28 th March 2023 in English Newspaper "Business Standard" & in Tamil Newspaper "Makkal Kural" on the same date. In this Notice, Members were informed about the availability of the notice in the Websites of the Company, NSDL and the Stock Exchanges and the facility to write to the RTA to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 29 th March 2023 (9.00 AM) and ended on 27 th April 2023 (5.00 P.M)
1.4	Particulars of all the postal ballot forms received physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting and physical ballots upto 5.00 PM on 27 th April 2023, the last date and time fixed by the Company for postal ballot, were considered for our scrutiny. The postal ballot forms were kept under our safe custody.
1.7	The postal ballot forms were duly scrutinized in our presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 17 th March 2023 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 27 th April 2023 after 5.00 P.M. No Duplicate votes were found.
1.8	No envelope received after the time and date stipulated above were considered for our scrutiny. As confirmed by RTA/Company, 1803 emails bounced and 298 notices despatched through post were returned undelivered. As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers
1.9	Corporate members who have casted their votes without Board resolutions were invalidated.

2. A summary of the postal ballot forms processed is given below:

S.No	Resolution	Nature of Resolution
1	Approving the appointment of Mr C R Dua (DIN: 00036080) as a Non-Executive Independent Director (NE-ID)	Special

B C



A summary of the voting by e-voting for the above resolution is given below:

		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	36	3353	
	Against	0	0	
	Invalid	8	554	
E-voting	In favour	337	16902256	
	Against	56	909187	
	Invalid	4	2517	
Total	In favour	373	16905609	94.90
	Against	56	909187	5.10
	Invalid	12	3071	
VALID VOTES		429	17814796	

Since the number of votes cast in favour exceeded by three times the number of votes cast against in respect of the above resolution, we hereby report that the resolution was duly passed with requisite majority as Special Resolution.

- 3 You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 27th April 2023.
- 4 The Postal ballot forms, e-voting data and all other connected records relating to the aforesaid postal ballot/e-voting process received are under our safe custody and the same, for preserving safely, will be handed over to the Company after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,


B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879E000215865

