



# Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

25<sup>th</sup> April 2024

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Equity Scrip code: 544066**

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

Dear Sir / Madam,

**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")**

**Ref. : Our letter dated 26<sup>th</sup> March 2024**

We refer to our letter dated 26<sup>th</sup> March 2024, intimating that a postal ballot notice was sent to the shareholders of the Company to seek their consent by way of Ordinary / Special resolutions for:

1. Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23<sup>rd</sup> May 2024 (Special resolution); and
2. Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ordinary resolution).

In this regard, we enclose herewith the announcement of the results (Annexure-1) and scrutinizers report (Annexure-2), pursuant to Regulations 44 and 30 of the SEBI (LODR) 2015.

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

Date and time of event: 25<sup>th</sup> April 2024 at 7.22 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Sundaram-Clayton Limited**

**P D Dev Kishan**  
**Company Secretary**  
Encl.: a/a

**SUNDARAM-CLAYTON LIMITED**

Annexure - 1

**Results of voting through electronic means**

<b>Date of Postal Ballot</b>	25-04-2024
<b>Total number of shareholders on record date (15/03/2024)</b>	22,734
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	N.A.

<b>Resolution 1</b>	<b>Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024</b>	
<b>Resolution required: (Ordinary/ Special)</b>	Special	
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No	

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes cast (2)</b>	<b>% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes cast (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes cast (7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	E-Voting	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
	Postal Ballot			-	-	-	-	
	Total	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
<b>Public- Institutions</b>	E-Voting	33,26,055	28,52,830	85.7722	25,53,282	2,99,548	89.5000	10.5000
	Postal Ballot		-	-	-	-	-	
	Total	33,26,055	28,52,830	85.7722	25,53,282	2,99,548	89.5000	10.5000
<b>Public- Non Institutions</b>	E-Voting	32,58,898	9,84,488	30.2092	9,84,333	155	99.9843	0.0157
	Postal Ballot		-	-	-	-	-	
	Total	32,58,898	9,84,488	30.2092	9,84,333	155	99.9843	0.0157
<b>Total</b>		<b>2,02,32,104</b>	<b>1,74,84,469</b>	<b>86.4194</b>	<b>1,71,84,766</b>	<b>2,99,703</b>	<b>98.2859</b>	<b>1.7141</b>

**SUNDARAM-CLAYTON LIMITED**

Annexure - 1

**Results of voting through electronic means**

<b>Resolution 2</b>	<b>Re-classification of status of T.V. Sundram Iyengar &amp; Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary	
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No	

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes cast (2)</b>	<b>% of Votes cast on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes cast (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes cast (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
	Postal Ballot			-		-	-	-
	<b>Total</b>	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
<b>Public-Institutions</b>	E-Voting	33,26,055	28,52,830	85.7722	28,52,830	-	100.0000	-
	Postal Ballot			-		-	-	-
	<b>Total</b>	33,26,055	28,52,830	85.7722	28,52,830	-	100.0000	-
<b>Public- Non Institutions</b>	E-Voting	32,58,898	9,84,486	30.2092	9,84,325	161	99.9836	0.0164
	Postal Ballot			-		-	-	-
	<b>Total</b>	32,58,898	9,84,486	30.2092	9,84,325	161	99.9836	0.0164
<b>Total</b>		<b>2,02,32,104</b>	<b>1,74,84,467</b>	<b>86.4194</b>	<b>1,74,84,306</b>	<b>161</b>	<b>99.9991</b>	<b>0.0009</b>



**B. CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

AG3 RAGAMALIKA,  
No.26, Kumaran Colony Main Road,  
Vadapalani,  
Chennai – 600026  
REGN NO P2017TN065700

E-mail: bchandraandassociates@gmail.com  
bchandracosecy@gmail.com  
H/P: 9840276313, 9840375053

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25.04.2024

**SCRUTINIZER'S REPORT**

To

The Chairman,  
SUNDARAM -CLAYTON LIMITED  
(formerly Sundaram Clayton DCD Limited)  
"Chaitanya", No.12, Khader Nawaz Khan Road,  
Nungambakkam Chennai 600006

**Subject: Passing of resolution by means of Postal Ballot through 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 Ordinary/ Special Resolutions under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations) and the Companies Act, 2013**

Dear Sir,

Please refer to the copy of Board resolution dated 9<sup>th</sup> February 2024, appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting process for passing Ordinary/ Special resolutions in respect of items 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) and in line with Circular Nos.14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs.

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 26 <sup>th</sup> March 2024 sent the Notice of Postal Ballot dated 9 <sup>th</sup> February 2024 along with explanatory statement with material facts by way of email to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 15 <sup>th</sup> March 2024. The Notice was sent to the members in electronic form only to those members whose e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). 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, which was published on 27 <sup>th</sup> March 2024 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 Integrated Registry Management Services Private Limited (RTA) to get a copy through E-mail. The required paper advertisement, also inter alia, sought updation of mail ids by those shareholders who had not updated the details.
1.3	In terms of the Notice, the E-voting commenced on 27 <sup>th</sup> March, 2024 at 9.00 A.M (IST) to 25 <sup>th</sup> April, 2024 till 5.00 P.M (IST)
1.4	Particulars of all the votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by Evoting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting up to 5.00 PM on 25 <sup>th</sup> April, 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
1.7	Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries. The votes downloaded from the e-Voting system were collated on 25 <sup>th</sup> April 2024 after 5.00 P.M.
1.8	As confirmed by RTA/Company, 703 emails had bounced.
1.9	None of the promoter(s) seeking reclassification and persons related to the promoter(s) (Body Corporate) seeking reclassification pursuant to clause 2(1)(pp) of SEBI ( Issue of capital and disclosure Requirements) Regulations, together, hold more than one percent of the total voting rights in the listed entity.

2. A summary of the postal ballot resolutions processed are given below:

<b>S. No</b>	<b>Resolution</b>	<b>Nature of Resolution</b>
1	Re-appointment of Mr. Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024	Special
2	Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary

A summary of the voting by e-voting for the above resolutions are given below:

Resolution no 1- Re-appointment of Mr. Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23<sup>rd</sup> May 2024

<b>Particulars</b>		<b>Voter Count</b>	<b>No of votes</b>	<b>% to total valid votes</b>
Evoting	In favour	365	17184766	98.2859
	Against	12	299703	1.7141
	Invalid	0	0	
	Valid Votes	377	17484469	

Since the number of votes cast in favour exceeded by three times the number of votes cast against in respect of resolution number 1, we hereby report that the resolution was duly passed with requisite majority as a Special resolution.

Resolution no 2 - Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Particulars</b>		<b>Voter Count</b>	<b>No of votes</b>	<b>% to total valid votes</b>
Evoting	In favour	361	17484306	99.9991
	Against	15	161	0.0009
	Invalid	0	0	
	Valid Votes	376	17484467	

Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolution number 2, we hereby report that the resolution was duly passed with requisite majority as an Ordinary 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 25<sup>th</sup> April 2024.
- 4 The e-voting data and all other connected records relating to the aforesaid 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,

BALASUBRA  
MANIAN  
CHANDRA

Digitally signed by  
BALASUBRAMANIAN  
CHANDRA  
Date: 2024.04.25  
19:19:19 +05'30'

B Chandra  
Partner  
B CHANDRA AND ASSOCIATES  
Company Secretaries in Practice  
CP No. 7859  
UDIN: A020879F000244641  
Peer review no 1711 / 2022