

Date: November 13, 2019

To

BSE LIMITED

Corporate Relationship Department

1st Floor, P.J Towers, Dalal Street,

Mumbai-400023

Scrip Code: 533166

To

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, 5th 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 Equity Shareholders 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 Equity Shareholders of the Company convened as per the directions issued by National Company Law Tribunal, Mumbai Bench. Please note that Tribunal Convened Meeting of Equity Shareholders was held on November 12, 2019 at 10.30 a.m. at Chatwani Baug Hall, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East, Mumbai: 400057.

As per the requirement of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015, the Company had provided to the Equity Shareholders facility to cast their vote through Postal Ballot and through remote e-voting administered by Central Depository Services Limited. Further, company has also provided the facility of voting through Poll/Ballot Paper at the venue of the meeting for the members who had not exercised their vote earlier through postal ballot or remote e-voting. 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 Equity Shareholders with requisite majority. Voting Result along with Combined Report issued by Scrutinizer along with separate report with regard to the result of the voting in respect of public shareholders is enclosed herein with.

Pursuant to the Regulation 44(3) & 30 of SEBI (LODR) Regulations, 2015, please find attached voting results of the aforesaid Meeting.

You are requested to kindly take the same on records

For Sundaram Multi Pap Limited


Amrut P. Shah

Chairman & Managing Director



Day & Date of Equity Shareholders Meeting	Tuesday, November 12, 2019
Total number of Shareholder as on record date i.e. September 23, 2019	23812
No. shareholders attended the meeting either in person or through proxy:	
Promoter and Promoter Group:	5
Public:	68
No. shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	No arrangement was made for Video Conferencing
Public:	

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.

Resolution required:		Special Resolution						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) = [(2/1)*100]	No. of votes- in Favour (4)	No. of votes- Against (5)	% of votes in favour on votes polled (6) = [(4/2)*100]	% of votes against on votes polled (7) = [(5/2)*100]
Promoter and Promoter group	E-voting		60451585	100.00	60451585	0	100.00	0.00
	Poll	60451585	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	60451585	60451585	100.00	60451585	0	100.00	0.00
Public- Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	9547367	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	9547367	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-voting		21522579	10.68	21522179	400	100.00	0.00
	Poll	201606821	1161	0.00	1161	0	100.00	0.00
	Postal Ballot		9000	0.00	9000	0	100.00	0.00
	Total	201606821	21532740	10.68	21532340	400	100.00	0.00
Total		271605773	81984325	30.19	81983925	400	100.00	0.00





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by National Company Law Tribunal, 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 Equity Shareholders ('Chairman')

Sundaram Multi Pap Limited

Add: 5/6, Papa Industrial Estate,

Suren Road, Andheri East,

Mumbai: 400093, Maharashtra.

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 National Company Law Tribunal, Mumbai Bench ('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 the remote e-voting process, postal ballot and voting at the venue of the meeting of the Equity Shareholders of Sundaram Multi Pap Limited convened by the Order of the NCLT.

The said meeting was held on Tuesday, November 12, 2019 at 10.30 a.m., at Chatwani Baug Hall, 7, Gokhle Road, Vile Parle East, Mumbai: 400057, Maharashtra, pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the equity shareholders by passing a resolution approving the 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 in terms of the Notice dated October 07, 2019, convening the said meeting.

I hereby submit my report as under:

1. The Company had appointed Central Depository Services Limited ("CDSL") as the agency for providing the e-voting platform to the equity shareholders of the Company.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening the NCLT convened meeting of the equity shareholders.

My responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and voting through Poll/Ballot Paper at the meeting and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through Poll/Ballot paper at the venue of the meeting.

3. The Cut-off date for deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through Poll/Ballot paper at the venue of the meeting on the resolution seeking their approval, was Friday the October 04, 2019.
4. As confirmed by the Company and as per dispatch proofs available, the Notice dated October 07, 2019 convening the meeting of the equity shareholders 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 equity shareholders on or before October 09, 2019.
5. 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.
6. The voting by the equity shareholders through the e-voting & postal ballot commenced at October 13, 2019 at 11:00 am and ended on November 11, 2019 at 5.00 pm.
7. The remote e-voting module was disabled and blocked by CDSL for voting at 5:00 p.m. on the November 11, 2019.
8. The equity shareholders were required to send the duly completed postal ballot form on or before 5.00 p.m. on the November 11, 2019.
9. The Chairman of the meeting, at the end of the discussion on the day of the NCLT convened meeting of shareholders, i.e. November 12, 2019, allowed the voting through Poll/Ballot paper for all those shareholders who were present at the meeting but had not cast their vote by availing the remote e-voting facility or postal ballot.



10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of CDSL and votes cast through Poll/Ballot paper at the venue of the meeting in the presence of two witnesses who are not in employment of the Company.
11. The Poll/Ballot Paper and Postal Ballot Forms and the Remote E-voting, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through Postal Ballot forms received/e-voting and voting through Poll/Ballot paper at the venue of the meeting seeking approval of the equity shareholders 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.

(1) Voted in favour of the Resolution (Promoter + Public):

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
E-Voting	68	8,19,73,764	100%
Poll/Ballot paper at the venue of the meeting	24	1,161	100%
Postal Ballot Forms	7	9,000	100%
Total	99	8,19,83,925	100%

(2) Voted against the resolution (Promoter + Public):

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
E-Voting	1	400	0.00%
Poll/Ballot paper at the venue of the meeting	NIL	NIL	NIL
Postal Ballot Forms	NIL	NIL	NIL
Total	1	400	0.00%

(3) Invalid Votes (Promoter + Public):

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Poll/Ballot paper at the venue of the meeting	2	25	0.00%
Postal Ballot Forms	NIL	NIL	NIL
Total	2	25	0.00%



13. 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 equity shareholders has been passed by the equity shareholders with requisite majority.

14. All registers, relevant records and other incidental papers related to Remote E-Voting, 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: F008798A000235717

Date: November 12, 2019

Place: Mumbai



CONSOLIDATED SCRUTINIZER'S REPORT

To

The Chairman of NCLT convened meeting of Equity Shareholders ('Chairman')

Sundaram Multi Pap Limited

Add: 5/6, Papa Industrial Estate,

Suren Road, Andheri East,

Mumbai: 400093, Maharashtra.

Sub: Consolidated Scrutinizer's Report with respect to voting by Public Shareholders of Sundaram Multi Pap Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017 /21 dated March 10, 2017.

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 National Company Law Tribunal, Mumbai Bench ('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 the remote e-voting process, postal ballot and voting at the venue of the meeting of the Equity Shareholders of Sundaram Multi Pap Limited convened by the Order of the NCLT.

The said meeting was held on Tuesday, November 12, 2019 at 10.30 a.m., at Chatwani Baug Hall, 7, Gokhle Road, Vile Parle East, Mumbai: 400057, Maharashtra, pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the equity shareholders by passing a resolution approving the 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 in terms of the Notice dated October 07, 2019, convening the said meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, Postal Ballot and voting through Poll/Ballot Paper at the venue of the meeting in respect of **Public Shareholders** as under:



1. The Company had appointed Central Depository Services Limited ("CDSL") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening the NCLT convened meeting of the equity shareholders.

My responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and voting through Poll/Ballot Paper at the meeting and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through Poll/Ballot paper at the venue of the meeting.

3. The Cut-off date for deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through Poll/Ballot paper at the venue of the meeting on the resolution seeking their approval, was Friday the October 04, 2019.
4. As confirmed by the Company and as per dispatch proofs available, the Notice dated October 07, 2019 convening the meeting of the equity shareholders 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 equity shareholders on or before October 09, 2019.
5. 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.
6. The voting by the equity shareholders through the e-voting & postal ballot commenced at October 13, 2019 at 11:00 am and ended on November 11, 2019 at 5.00 pm.
7. The remote e-voting module was disabled and blocked by CDSL for voting at 5:00 p.m. on the November 11, 2019.
8. The equity shareholders were required to send the duly completed postal ballot form on or before 5.00 p.m. on the November 11, 2019.



9. The Chairman of the meeting, at the end of the discussion on the day of the NCLT convened meeting of shareholders, i.e. November 12, 2019, allowed the voting through Poll/Ballot paper for all those shareholders who were present at the meeting but had not cast their vote by availing the remote e-voting facility or postal ballot.
10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of CDSL and votes cast through Poll/Ballot paper at the venue of the meeting in the presence of two witnesses who are not in employment of the Company.
11. The Poll/Ballot Paper and Postal Ballot Forms and the Remote E-voting, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated result of the voting through Postal Ballot forms received/e-voting and voting through Poll/Ballot paper at the venue of the meeting seeking approval of the equity shareholders 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.

(1) Public Shareholders Voted in favour of the Resolution:

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast by Public Shareholders
E-Voting	43	2,15,22,179	100%
Poll/Ballot paper at the venue of the meeting	24	1,161	100%
Postal Ballot Forms	7	9,000	100%
Total	74	2,15,32,340	100%

(2) Public Shareholders Voted against the resolution:

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast by Public Shareholders
E-Voting	1	400	0.00%
Poll/Ballot paper at the venue of the meeting	NIL	NIL	NIL
Postal Ballot Forms	NIL	NIL	NIL
Total	1	400	0.00%



(3) Invalid Votes of Public Shareholders:

Mode of Voting	Number of Folio/ Members Voted	Number of valid votes cast by them	% of total number of valid votes cast by Public Shareholders
E-Voting	NIL	NIL	NIL
Poll/Ballot paper at the venue of the meeting	2	25	0.00%
Postal Ballot Forms	NIL	NIL	NIL
Total	2	25	0.00%

13. 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 equity shareholders has been passed by the **Public Shareholders** with requisite majority.

14. All registers, relevant records and other incidental papers related to Remote E-Voting, 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: F008798A000235871

Date: November 12, 2019
Place: Mumbai

