



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, 5th 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 Equity Shareholders 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 Equity Shareholders of the Company convened on Friday, December 16, 2022 at 10:00 A.M. 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 Equity Shareholders was concluded at 10:24 AM.

Details of voting results as required under Regulation 44(3) of the LODR Regulations 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 Equity Shareholders 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 Equity Shareholders of the Company was convened on Friday, December 16, 2022 at 10:00 A.M. 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 Equity Shareholders 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 203 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 shareholders and welcomed them to the NCLT convened meeting. Chairperson informed the Equity Shareholders 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 Equity Shareholders 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 Equity Shareholders 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 Equity Shareholders 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.

Subsequently, Chairperson requested those shareholders who were registered to speak at the meeting to raise their queries. Two members were registered as speakers at the meeting and have requested clarifications on the composite scheme of arrangement sought to be approved in the meeting. Clarifications were provided by Mr K Gopala Desikan, Director & Group Chief Financial Officer to the queries raised by the members.

Thereafter, the Chairperson requested the shareholders 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 10:24 AM after the Equity Shareholders present at the meeting cast their votes. Thereafter, the meeting stood closed.

C. Voting by Equity Shareholders

The Company had provided remote e-Voting facility to its Equity Shareholders 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 Equity Shareholders 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 as required under Regulation 44(3) of the LODR Regulations 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