



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

Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

10th August 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 544066

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

Dear Sir/Madam,

Sub.: Voting Results and Scrutinizer's Report of the 7th Annual General Meeting (AGM) held on 9th August 2024

Ref.: Our letter dated 16th July 2024

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 7th Annual General Meeting (AGM) of the Company held on Friday, 9th August 2024 through Video Conference:

- (a) Voting results of the AGM (**Annexure -I**); and
- (b) Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure -II**)

All Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Notice board and on the websites of the Company and NSDL.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary

Encl.: a/a

Voting results	
Record date	02-08-2024
Total number of shareholders on record date	23546
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	99
No. of resolution passed in the meeting	6

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Standalone & Consolidated audited financial statements for the year ended 31st March 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	12515508	91.7078	12515508	0	100.0000
Public-Institutions	E-Voting	2792499	2405632	86.1462	2405632	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2792499	2405632	86.1462	2405632	0	100.0000
Public- Non Institutions	E-Voting	3792454	22668	0.5977	22666	2	99.9912	0.0088
	Poll							
	Postal Ballot (if applicable)							
	Total		3792454	22668	0.5977	22666	2	99.9912
Total		20232104	14943808	73.8619	14943806	2	100.0000	0.0000

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re- appointment of Mr Venu Srinivasan (DIN 00051523), as Director who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	12515508	91.7078	12515508	0	100.0000
Public- Institutions	E-Voting	2792499	2407214	86.2029	2107300	299914	87.5410	12.4590
	Poll							
	Postal Ballot (if applicable)							
	Total		2792499	2407214	86.2029	2107300	299914	87.5410
Public- Non Institutions	E-Voting	3792454	22636	0.5969	22634	2	99.9912	0.0088
	Poll							
	Postal Ballot (if applicable)							
	Total		3792454	22636	0.5969	22634	2	99.9912
Total		20232104	14945358	73.8695	14645442	299916	97.9932	2.0068

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re- appointment of Dr. Lakshmi Venu (DIN 02702020), as Director who retires by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	12515508	91.7078	12515508	0	100.0000
Public- Institutions	E-Voting	2792499	2407214	86.2029	2407148	66	99.9973	0.0027
	Poll							
	Postal Ballot (if applicable)							
	Total		2792499	2407214	86.2029	2407148	66	99.9973
Public- Non Institutions	E-Voting	3792454	22636	0.5969	22624	12	99.9470	0.0530
	Poll							
	Postal Ballot (if applicable)							
	Total		3792454	22636	0.5969	22624	12	99.9470
Total		20232104	14945358	73.8695	14945280	78	99.9995	0.0005

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr P Kaniappan (DIN 02696192), as a Non-Executive Independent Director ("NE-ID") of the company for a term of five consecutive years from 3rd July 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	12515508	91.7078	12515508	0	100.0000
Public-Institutions	E-Voting	2792499	2407214	86.2029	2407214	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2792499	2407214	86.2029	2407214	0	100.0000
Public- Non Institutions	E-Voting	3792454	22611	0.5962	22467	144	99.3631	0.6369
	Poll							
	Postal Ballot (if applicable)							
	Total		3792454	22611	0.5962	22467	144	99.3631
Total		20232104	14945333	73.8694	14945189	144	99.9990	0.0010

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration paid to C S Adawakar & Co, Practicing Cost Accountants for the period from 11th August 2023 to 31st March 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	12515508	91.7078	12515508	0	100.0000
Public-Institutions	E-Voting	2792499	2407214	86.2029	2407214	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2792499	2407214	86.2029	2407214	0	100.0000
Public- Non Institutions	E-Voting	3792454	22611	0.5962	22327	284	98.7440	1.2560
	Poll							
	Postal Ballot (if applicable)							
	Total		3792454	22611	0.5962	22327	284	98.7440
Total		20232104	14945333	73.8694	14945049	284	99.9981	0.0019

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration paid to C S Adawadkar & Co, Practicing Cost Accountants for the financial year ending 31st March 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	13647151	12515508	91.7078	12515508	0	100.0000	0.0000
Public-Institutions	E-Voting	2792499	2407214	86.2029	2407214	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2792499	2407214	86.2029	2407214	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3792454	22611	0.5962	22327	284	98.7440	1.2560
	Poll							
	Postal Ballot (if applicable)							
	Total	3792454	22611	0.5962	22327	284	98.7440	1.2560
Total		20232104	14945333	73.8694	14945049	284	99.9981	0.0019



B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
 Regn. No : P2017TN065700

FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 &109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 10.08.2024

To

**The Chairman,
 of the Annual General Meeting of SUNDARAM-CLAYTON LIMITED (FORMERLY KNOWN AS SUNDARAM-CLAYTON DCD LIMITED) - Change in name of the Company pursuant to the Composite Scheme of Arrangement amongst Sundaram-Clayton Limited and TVS Holdings Private Limited and VS Investments Private Limited and Sundaram - Clayton DCD Limited on 30.8.2023), held on August 9, 2024, at 2.30 PM [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual Means.**

Subject: Voting at Annual General Meeting – Ordinary and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B.Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the Board resolution dated 10th May 2024 for the purpose of remote e-voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the Annual General Meeting of **SUNDARAM -CLAYTON LIMITED (FORMERLY KNOWN AS SUNDARAM-CLAYTON DCD LIMITED)**, held on August 9, 2024 at 2.30 PM (IST) in line with the Circular No14/2020 dated April 8 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13,2021, Circular No. 03/2022 dated May 5, 2022, circular No. 11/2022 dated December 28, 2022 and circular No.09/2023 dated 25th September 2023 on the below mentioned resolutions, hereby submit my report as under:



B Chandra

AG 3, RAGAMALIKA,
 No.26, Kumaran Colony Main Road,
 Vadapalani,
 Chennai - 600026.

E-mail : bchandraandassociates@gmail.com
 bchandracoasecy@gmail.com
 H/P : 9840276313, 9840375053
 Phone : 044-23620157

a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on July 16, 2024. Subsequently, the Notice was also placed on the website of the Company.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Hindu Tamil vernacular newspaper on July 3, 2024. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BusinessStandard" on July 17, 2024 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on August 6, 2024 at 9:00 AM and ended on the close of August 8, 2024 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on August 8, 2024 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on August 8, 2024.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minutes voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM evoting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 23-09-2016.

One Shareholder had cast his votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:



S.No	Resolutions	Nature of Resolution
1	Adoption of Standalone & Consolidated audited financial statements for the year ended 31 st March 2024	Ordinary
2	Re- appointment of Mr Venu Srinivasan (DIN 00051523), as Director who retires by rotation.	Ordinary
3	Re- appointment of Dr. Lakshmi Venu (DIN 02702020), as Director who retires by rotation	Ordinary
4	Appointment of Mr P Kaniappan (DIN 02696192), as a Non-Executive Independent Director ("NE- ID") of the company for a term of five consecutive years from 3 rd July 2024	Special
5	To ratify remuneration paid to C S Adawadkar & Co, Practicing Cost Accountants for the period from 11th August 2023 to 31st March 2024	Ordinary
6	To ratify remuneration paid to C S Adawadkar & Co, Practicing Cost Accountants for the financial year ending 31 st March 2025	Ordinary

On the conclusion of the Annual General Meeting and after the 15 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

REMOTE EVOTING AND VOTING DURING AGM							
Resolution No	Count Of Votes Cast in Favour	Number Of Votes Cast in Favour	Count Of Votes Cast Against	Number Of Votes Cast Against	Total Valid Votes	Assent %	Dissent %
1	228	14943806	2	2	14943808	100.00	negligible
2	223	14645442	7	299916	14945358	97.9932	2.0068
3	226	14945280	4	78	14945358	99.9995	0.0005
4	225	14945189	4	144	14945333	99.9990	0.0010
5	224	14945049	5	284	14945333	99.9981	0.0019
6	224	14945049	5	284	14945333	99.9981	0.0019

Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in S No.1-3 5 and 6, I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.




Since the requisite number of votes cast in favour exceeded three times the number of votes cast against in respect of resolution in S No.4, I hereby report that the above resolution as passed with requisite majority as Special resolution.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,



B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
UDIN: A020879F000945726