



Sundaram-Clayton Limited

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

22nd March 2022

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

National Stock Exchange of India Limited
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 18th February 2022, informing about the proposal to seek the approval of the shareholders of the Company by way of an ordinary resolution, through postal ballot / e-Voting for appointment of Mr K Gopala Desikan as an Additional Director and also as "Director & Group Chief Financial Officer", in the rank of Whole-Time Director of the Company for a period of five years effective 9th February 2022.

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 resolutions have been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
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	21-03-2022
Total number of shareholders on record date (15/02/2022)	20,883
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 K Gopala Desikan as a Director of the Company		
Resolution required: (Ordinary/ Special)	Ordinary		
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	1,50,64,060	1,50,64,060	100.0000	1,50,64,060	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,64,060	1,50,64,060	100.0000	1,50,64,060	-	100.0000	-
Public- Institutions	E-Voting	30,96,304	25,78,428	83.2744	25,41,462	36,966	98.5663	1.4337
	Postal Ballot		-	-	-	-	-	-
	Total	30,96,304	25,78,428	83.2744	25,41,462	36,966	98.5663	1.4337
Public- Non Institutions	E-Voting	20,71,721	1,61,751	7.8076	1,61,256	495	99.6940	0.3060
	Postal Ballot		12,992	0.6271	12,958	34	99.7383	0.2617
	Total	20,71,721	1,74,743	8.4347	1,74,214	529	99.6973	0.3027
Total		2,02,32,085	1,78,17,231	88.0642	1,77,79,736	37,495	99.7896	0.2104



Resolution 2	Approving the appointment of Mr K Gopala Desikan as a Director & Group Chief Financial Officer in the rank of Whole-time Director of the Company for a period of 5 years
Resolution required: (Ordinary/ Special)	Ordinary
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	1,50,64,060	1,50,64,060	100.0000	1,50,64,060	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,50,64,060	1,50,64,060	100.0000	1,50,64,060	-	100.0000	-
Public-Institutions	E-Voting	30,96,304	25,78,428	83.2744	25,42,565	35,863	98.6091	1.3909
	Postal Ballot		-	-	-	-	-	-
	Total	30,96,304	25,78,428	83.2744	25,42,565	35,863	98.6091	1.3909
Public- Non Institutions	E-Voting	20,71,721	1,61,751	7.8076	1,61,338	413	99.7447	0.2553
	Postal Ballot		12,869	0.6212	12,835	34	99.7358	0.2642
	Total	20,71,721	1,74,620	8.4287	1,74,173	447	99.7440	0.2560
Total		2,02,32,085	1,78,17,108	88.0636	1,77,80,798	36,310	99.7962	0.2038





B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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

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22.03.2022

SCRUTINIZER'S REPORT

To

The Chairman,
Sundaram Clayton Limited,
Chaitanya, No.12, Khader Nawaz Road,
Nugambakkam Chennai 600006

Subject: Passing of resolutions by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed thereunder with regard to Ordinary Resolutions under the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your letter dated 9th February 2022 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot process for passing Ordinary 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).

As per the information furnished by the Company and after carrying out the scrutiny of the Postal Ballot forms (both physical mode and e-Voting) received from the Members of the Company, we hereby submit our report as under:

1.1	The Company on 18 th February 2022 sent the Notice of Postal Ballot dated 9 th February 2022 along with explanatory statement, 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 15 th February 2022 and whose email IDs are not registered with the
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B. Chandra

	Company. In respect of other members whose email IDs are available with the Registrar & Transfer Agent, Integrated Registry 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 19 th February 2022 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 20 th February 2022 (9.00 AM) and ended on 21 st March 2022 (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 upto 5.00 PM on 21 st March 2022, the last date and time fixed by the Company for postal ballot through E-voting, 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 15 th February 2022 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 Monday, 21 st March 2022 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, 1499 emails bounced. 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.

B. Chandrasekhar



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

S.No	Resolution	Nature of Resolution
1	Approving the appointment of Mr K Gopala Desikan as a Director of the Company	Ordinary
2	Approving the appointment of Mr K Gopala Desikan as a Director & Group Chief Financial Officer in the rank of Whole-time Director of the Company for a period of 5 years	Ordinary

A summary of the voting by physical ballots and e-voting for both the resolutions are given below:

Resolution 1 Appointment of Mr K Gopala Desikan as Director		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	162	12958	99.74
	Against	2	34	0.26
	Invalid	18	766	NA
E-voting	In favour	240	17766778	99.79
	Against	31	37461	0.21
	Invalid	3	102596	NA
Total	In favour	402	17779736	99.79
	Against	33	37495	0.21
	Invalid	21	103362	NA

Resolution 2 Approving the appointment of Mr K Gopala Desikan as a Director & Group Chief Financial Officer in the rank of Whole-time Director		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	160	12835	99.74
	Against	2	34	0.26
	Invalid	18	766	NA
E-voting	In favour	243	17767963	99.80
	Against	28	36276	0.20
	Invalid	3	102596	NA
Total	In favour	403	17780798	99.80
	Against	30	36310	0.20
	Invalid	21	103362	NA



Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolutions 1 and 2, we hereby report that all the resolutions were duly passed with requisite majority as Ordinary Resolutions.

2. 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 21st March 2022.
3. 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 A020879C003031711