



# Sundaram-Clayton Limited

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

8<sup>th</sup> September 2022

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

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> 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 6<sup>th</sup> August 2022, informing about the proposal to seek the approval of the shareholders of the Company by way of Ordinary/ Special resolutions, through postal ballot / e-voting for:

1. Approving the amendment to Articles of Association of the Company
2. Approving the appointment of Mr. R. Gopalan (DIN: 01624555), as a Non-Executive Non-Independent Director
3. Approving the appointment of Mr. Anuj Shah (DIN: 05323410) as a Non-Executive Independent Director

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,

**For Sundaram-Clayton Limited**

R Raja Prakash  
Company Secretary

## SUNDARAM - CLAYTON LIMITED

Annexure - 1

### Results of voting through electronic means and postal ballot

<b>Date of Postal Ballot</b>	07-09-2022
<b>Total number of shareholders on record date (02/08/2022)</b>	21,480
<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>Approving the amendment to Articles of Association of the Company</b>		
<b>Resolution required: (Ordinary/ Special)</b>	Special		
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000
<b>Public- Institutions</b>	E-Voting	30,72,811	25,35,458	82.5127	25,35,458	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		30,72,811	25,35,458	82.5127	25,35,458	-	100.0000
<b>Public- Non Institutions</b>	E-Voting	20,93,981	1,70,767	8.1551	1,70,470	297	99.8261	0.1739
	Postal Ballot		2,995	0.1430	2,995	-	100.0000	-
	<b>Total</b>		20,93,981	1,73,762	8.2982	1,73,465	297	99.8291
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,74,513</b>	<b>87.8531</b>	<b>1,77,74,216</b>	<b>297</b>	<b>99.9983</b>	<b>0.0017</b>

## SUNDARAM - CLAYTON LIMITED

Annexure - 1

### Results of voting through electronic means and postal ballot

<b>Resolution 2</b>	<b>Approving the appointment of Mr. R Gopalan (DIN: 01624555) , as a Non- Executive Non -Independent Director</b>
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000	-
<b>Public- Institutions</b>	E-Voting	30,72,811	25,35,458	82.5127	24,49,369	86,089	96.6046	3.3954
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	30,72,811	25,35,458	82.5127	24,49,369	86,089	96.6046	3.3954
<b>Public- Non Institutions</b>	E-Voting	20,93,981	1,70,555	8.1450	1,69,748	807	99.5268	0.4732
	Postal Ballot		3,076	0.1469	3,076	-	100.0000	-
	<b>Total</b>	20,93,981	1,73,631	8.2919	1,72,824	807	99.5352	0.4648
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,74,382</b>	<b>87.8524</b>	<b>1,76,87,486</b>	<b>86,896</b>	<b>99.5111</b>	<b>0.4889</b>

## SUNDARAM - CLAYTON LIMITED

Annexure - 1

### Results of voting through electronic means and postal ballot

<b>Resolution 3</b>	<b>Approving the appointment of Mr.Anuj Shah (DIN: 05323410) , as a Non- Executive Independent Director</b>	
<b>Resolution required: (Ordinary/ Special)</b>		Special
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>		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
<b>Promoter and Promoter Group</b>	E-Voting	1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	1,50,65,293	1,50,65,293	100.0000	1,50,65,293	-	100.0000	-
<b>Public-Institutions</b>	E-Voting	30,72,811	25,35,458	82.5127	22,73,403	2,62,055	89.6644	10.3356
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	30,72,811	25,35,458	82.5127	22,73,403	2,62,055	89.6644	10.3356
<b>Public- Non Institutions</b>	E-Voting	20,93,981	1,70,555	8.1450	1,70,077	478	99.7197	0.2803
	Postal Ballot		3,076	0.1469	3,076	-	100.0000	-
	<b>Total</b>	20,93,981	1,73,631	8.2919	1,73,153	478	99.7247	0.2753
<b>Total</b>		<b>2,02,32,085</b>	<b>1,77,74,382</b>	<b>87.8524</b>	<b>1,75,11,849</b>	<b>2,62,533</b>	<b>98.5230</b>	<b>1.4770</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

08.09.2022

**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 & special 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 01.08.2022 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot 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).

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 6 <sup>th</sup> August 2022 sent the Notice of Postal Ballot dated 29 <sup>th</sup> July 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 2 <sup>nd</sup> August 2022 and whose email IDs are not registered with the 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).
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*Chandra*

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1.2	The company had given Public Advertisement, with respect to dispatch of postal ballots, which was published on 7 <sup>th</sup> August 2022 in English Newspaper "Financial Express" & 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. In
1.3	terms of the Notice, the E-voting commenced on 9 <sup>th</sup> August 2022 (9.00 AM) and ended on 7 <sup>th</sup> September 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 7 <sup>th</sup> September 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 2 <sup>nd</sup> August 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 7 <sup>th</sup> September 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, 737 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 cast their votes without Board resolutions were invalidated.

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

S.No	Resolution	Nature of Resolution
1	Approving the amendment to Articles of Association of the Company	Special
2	Approving the appointment of Mr. R. Gopalan (DIN: 01624555), as a Non-Executive Non-Independent Director	Ordinary
3	Approving the appointment of Mr. Anuj Shah (DIN: 05323410) as a Non-Executive Independent Director	Special

*Chelle*



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

Resolution 1 Approving amendment to Articles of Association of the Company		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	42	2995	
	Against	0	0	
	Invalid	10	988	
E-voting	In favour	359	17771221	
	Against	13	297	
	Invalid	3	211596	
Total	In favour	401	17774216	100.00
	Against	13	297	0.00
	Invalid	13	212584	
VALID VOTES		414	17774513	

Resolution 2 Approving the appointment of Mr. R. Gopalan (DIN: 01624555), as a Non-Executive Non-Independent Director		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	42	3076	
	Against	0	0	
	Invalid	10	907	
E-voting	In favour	326	17684410	
	Against	44	86896	
	Invalid	3	211596	
Total	In favour	368	17687486	99.51
	Against	44	86896	0.49
	Invalid	13	212503	
VALID VOTES		412	17774382	

Resolution 3 Approving the appointment of Mr. Anuj Shah (DIN: 05323410) as a Non-Executive Independent Director		Voter Count	No of votes	% to total valid votes
Postal ballot	In favour	42	3076	
	Against	0	0	
	Invalid	10	907	
E-voting	In favour	343	17508773	
	Against	27	262533	
	Invalid	3	211596	
Total	In favour	385	17511849	98.52
	Against	27	262533	1.48
	Invalid	13	212503	
VALID VOTES		412	17774382	

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Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolutions 2, we hereby report that the said resolution was duly passed with requisite majority as Ordinary Resolution. In respect of resolutions no 1 and 3, since the number of votes cast in favour exceeded by three times the number of votes cast against, we hereby report that the resolutions 1 and 3 were duly passed as Special 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 7<sup>th</sup> September 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,

*Chradle*

C Anuradha  
Partner  
B CHANDRA AND ASSOCIATES  
Company Secretaries in Practice  
CP No. 21407  
UDIN: A038746D000941439

