



# Sundaram-Clayton Limited

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

30<sup>th</sup> July, 2021

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 Sir,

## **Sub : Intimation on the Outcome of the Proceedings of Annual General Meeting**

We wish to inform you that the 59<sup>th</sup> Annual General Meeting of the Company (AGM) was held on 30<sup>th</sup> July 2021 through Video Conferencing and the businesses mentioned in the Notice dated 28<sup>th</sup> April 2021 convening the AGM were transacted.

In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – II
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – III

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

This is for your information and record.

Yours faithfully,  
For Sundaram-Clayton Limited

  
R Raja Prakash  
Company Secretary

## Annexure - I

### Summary of Proceedings of the 59<sup>th</sup> Annual General Meeting

The 59<sup>th</sup> Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Friday, July 30, 2021 at 10.00 A.M through Video Conferencing (VC). Mr Venu Srinivasan, Chairman and Managing Director occupied the chair. The requisite quorum being present, the Chairman called the meeting to order with a prayer.

Directors present through VC identified themselves to the shareholders. Mr Gopal Srinivasan, director of the Company did not attend the meeting due to personal reasons. Mr R Gopalan, Vice Admiral P J Jacob, Mr S Santhanakrishnan, Mr R Vijayaraghavan confirmed their designations as Chairman of the respective committees viz., Risk Management Committee, Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee respectively. Chairman then delivered his speech.

Notice, Auditors Report and Secretarial Audit Report were taken as read as all the above were available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Audit Report were free from any qualification / observation or other remarks.

The following items of business, as per the Notice of 59<sup>th</sup> AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements together with Directors' Report and Auditors Report for the year 2020-21;
2. Re-appointment of Mr Sudarshan Venu as a director, liable to retire by rotation;
3. Re-appointment of Mr T K Balaji, as a director, liable to retire by rotation;
4. Appointment of Mr Rajesh Narasimhan, as a Non- Executive Director of the Company;
5. Approval for payment of Commission to Non-Executive Independent Directors of the Company;



6. Ratifying the remuneration payable to cost auditor for the year 2021-22.

Chairman then thanked the shareholders for participating through e-voting and informed that the facility to vote on the resolutions contained in the Notice of the meeting shall remain open upto 15 minutes from the conclusion of the meeting.

Chairman informed the members that the results of e-voting would be announced on or before 1<sup>st</sup> August 2021 and he further informed that the same would be intimated to the stock exchanges and posted on the website of the Company and NSDL.

Chairman then thanked the members who participated in the meeting and declared the meeting as closed.

The meeting concluded at 10.20 A.M.

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<b>Voting results</b>	
Record date	23-07-2021
Total number of shareholders on record date	20202
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	4
b) Public	52
<b>No. of resolution passed in the meeting</b>	<b>6</b>



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended 31st March 2021 together with the reports of the Board of Directors' and Auditors' thereon.				
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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2934850	2483283	84.6136	2483283	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2483283</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2123175	259086	12.2028	259063	23	99.9911	0.0089
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>259086</b>	<b>12.2028</b>	<b>259063</b>	<b>23</b>	<b>99.9911</b>
<b>Total</b>		<b>20232085</b>	<b>17916429</b>	<b>88.5545</b>	<b>17916406</b>	<b>23</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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 Sudarshan Venu as a director, liable to retire 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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2934850	2483283	84.6136	2470405	12878	99.4814	0.5186
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2470405</b>	<b>12878</b>	<b>99.4814</b>
Public- Non Institutions	E-Voting	2123175	258900	12.1940	258745	155	99.9401	0.0599
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>258900</b>	<b>12.1940</b>	<b>258745</b>	<b>155</b>	<b>99.9401</b>
<b>Total</b>		<b>20232085</b>	<b>17916243</b>	<b>88.5536</b>	<b>17903210</b>	<b>13033</b>	<b>99.9273</b>	<b>0.0727</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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 Mr T K Balaji, as a director, liable to retire 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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2934850	2483283	84.6136	2122479	360804	85.4707	14.5293
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2122479</b>	<b>360804</b>	<b>85.4707</b>
Public- Non Institutions	E-Voting	2123175	258900	12.1940	258745	155	99.9401	0.0599
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>258900</b>	<b>12.1940</b>	<b>258745</b>	<b>155</b>	<b>99.9401</b>
<b>Total</b>		<b>20232085</b>	<b>17916243</b>	<b>88.5536</b>	<b>17555284</b>	<b>360959</b>	<b>97.9853</b>	<b>2.0147</b>
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr Rajesh Narasimhan, as a Non- Executive Director of the Company				
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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2934850	2483283	84.6136	2470405	12878	99.4814	0.5186
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2470405</b>	<b>12878</b>	<b>99.4814</b>
Public- Non Institutions	E-Voting	2123175	259066	12.2018	258911	155	99.9402	0.0598
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>259066</b>	<b>12.2018</b>	<b>258911</b>	<b>155</b>	<b>99.9402</b>
<b>Total</b>		<b>20232085</b>	<b>17916409</b>	<b>88.5544</b>	<b>17903376</b>	<b>13033</b>	<b>99.9273</b>	<b>0.0727</b>
Whether resolution is Pass or Not.							Yes	





Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of Commission to Non-Executive Independent Directors of the Company				
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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2934850	2483283	84.6136	2122829	360454	85.4848	14.5152
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2122829</b>	<b>360454</b>	<b>85.4848</b>
Public- Non Institutions	E-Voting	2123175	258920	12.1949	258722	198	99.9235	0.0765
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>258920</b>	<b>12.1949</b>	<b>258722</b>	<b>198</b>	<b>99.9235</b>
<b>Total</b>		<b>20232085</b>	<b>17916263</b>	<b>88.5537</b>	<b>17555611</b>	<b>360652</b>	<b>97.9870</b>	<b>2.0130</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2021-22				
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	15174060	15174060	100.0000	15174060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15174060</b>	<b>15174060</b>	<b>100.0000</b>	<b>15174060</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2934850	2483283	84.6136	2483283	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2934850</b>	<b>2483283</b>	<b>84.6136</b>	<b>2483283</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2123175	258920	12.1949	258734	186	99.9282	0.0718
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2123175</b>	<b>258920</b>	<b>12.1949</b>	<b>258734</b>	<b>186</b>	<b>99.9282</b>
<b>Total</b>		<b>20232085</b>	<b>17916263</b>	<b>88.5537</b>	<b>17916077</b>	<b>186</b>	<b>99.9990</b>	<b>0.0010</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	





**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 30<sup>th</sup> July, 2021

To

**The Chairman,**

**of the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on 30<sup>th</sup> July, 2021, at 10.00 A.M. [Indian Standard Time (IST)] through Video Conferencing /Other Audio-Visual Means.**

**Subject:** Voting at Annual General Meeting - Ordinary 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 letter dated 03-05-2021 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, held on 30<sup>th</sup> July, 2021 at 10.00 A.M. (IST) in line with the Circular No14/2020 dated 8<sup>th</sup> April 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020 and Circular No.02/2021 dated January 13,2021 on the below mentioned resolutions, hereby submit my report as under:

*B Chandra*



a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management &amp; 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 6<sup>th</sup> July 2021. Subsequently, the Notice was also placed on the website of the Company. Out of the emails sent, 4,581 emails bounced.</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 29<sup>th</sup> June 2021. 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.	<p>The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BUSINESS STANDARD" on 7<sup>th</sup> July 2021 and a vernacular newspaper "HINDU TAMIL" on the same date.</p>
c.	<p>The remote e-voting period commenced on 27<sup>th</sup> July 2021 at 9:00 AM and ended on the close of 29<sup>th</sup> July 2021 at 5:00 PM</p>
d.	<p>Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on 29<sup>th</sup> July 2021 at 5:00 PM, the NSDL portal was blocked for voting.</p>
e.	<p>The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on 30<sup>th</sup> July 2021.</p>
f.	<p>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.</p>

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minute 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.

*B Chandrasekhar*



Two Shareholders had cast their 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 <sup>st</sup> March 2021	Ordinary
2	Re- appointment of Mr Sudarshan Venu (holding DIN 03601690) as Director who retires by rotation.	Ordinary
3	Re-appointment of Mr T.K Balaji (holding DIN 00002010), as Director who retires by rotation	Ordinary
4	Appointment of Mr. Rajesh Narasimhan (holding DIN 07824276) as Director, liable to retire rotation	Ordinary
5	Payment of commission to all Non-Executive Independent Directors for each financial year w.e.f 1 <sup>st</sup> April, 2021 not exceeding 1% of the profits of the Company or such sum as prescribed under Schedule V in the event of inadequacy of profits.	Ordinary
6	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the year 2021-22	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 AT AGM							
VENUE							
Resoluti on 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	181	17916406	5	23	17916429	99.99987	0.0001284

*B. Chandrasekhar*



2	170	17903210	14	13033	17916243	99.92726	0.072744
3	165	17555284	19	360959	17916243	97.9853	2.0147025
4	171	17903376	14	13033	17916409	99.92726	0.0727434
5	165	17555611	20	360652	17916263	97.98701	2.0129867
6	176	17916077	9	186	17916263	99.99896	0.0010382

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

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: A020879C000713890**