



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

13th August 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Equity Scrip code: 544066

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

Dear Sir / Madam,

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")

Ref. : Our letter dated 11th July 2024

We refer to our letter dated 11th July 2024, intimating that a postal ballot notice was sent to the shareholders of the Company to seek their consent by way of Special resolution for approval for raising of funds in one or more tranches through the issuance of equity shares and/or other securities to eligible investors.

In this regard, we enclose herewith the announcement of the results (**Annexure-1**) and scrutinizers report (**Annexure-2**), pursuant to Regulations 44 and 30 of the SEBI (LODR) 2015.

We also wish to inform you that aforesaid resolution has been approved by the shareholders with requisite majority.

Date and time of event: 13th August 2024 at 07.02 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary
Encl.: a/a

Voting results	
Record date	05-07-2024
Total number of shareholders on record date	22701
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for raising of funds in one or more tranches through the issuance of equity shares and/or other securities to eligible investors				
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	13647151	100.0000	13647151	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	13647151	100.0000	13647151	0	100.0000
Public- Institutions	E-Voting	2995031	2517715	84.0631	2517656	59	99.9977	0.0023
	Poll							
	Postal Ballot (if applicable)							
	Total		2995031	2517715	84.0631	2517656	59	99.9977
Public- Non Institutions	E-Voting	3589922	1063268	29.6181	1061061	2207	99.7924	0.2076
	Poll							
	Postal Ballot (if applicable)							
	Total		3589922	1063268	29.6181	1061061	2207	99.7924
Total		20232104	17228134	85.1525	17225868	2266	99.9868	0.0132
Whether resolution is Pass or Not.							Yes	



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

13.08.2024

SCRUTINIZER'S REPORT

To

The Chairman,
SUNDARAM -CLAYTON LIMITED
(formerly Sundaram Clayton DCD Limited)
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam Chennai 600006

Subject: Passing of resolution by means of Postal Ballot through E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, framed thereunder with regard to the Special Resolution under Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your resolution dated 3rd July 2024 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting process for passing Special resolution in respect of item 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) and in line with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs.

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As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 11 th July 2024 sent the Notice of Postal Ballot dated 3 rd July 2024 along with explanatory statement with material facts by way of email to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 5 th July 2024. Members were given the facility to vote electronically on the e-voting platform, provided by the National Securities Depository Limited (NSDL). For members whose e-mail addresses are not registered, they were requested to send email to the Integrated Registry Management Services Private Limited (RTA)
1.2	The company had given Public Advertisement, which was published on 12 th July 2024 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 Integrated Registry Management Services Private Limited (RTA) to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 15 th July, 2024 at 9.00 A.M (IST) to 13 th August, 2024 till 5.00 P.M (IST)
1.4	Particulars of all the 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 up to 5.00 PM on 13 th August, 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
1.7	Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries. The votes downloaded from the e-Voting system were collated on 13 th August, 2024 after 5.00 P.M.
1.8	As confirmed by RTA/Company, 1220 emails had bounced.
1.9	Corporate members who have cast their votes without Board resolutions were invalidated

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S. No	Resolution	Nature of Resolution
1	Approval for raising of funds in one or more tranches through the issuance of equity shares and/or other securities to eligible investors	Special

A summary of the voting by e-voting for the above resolution is given below:

		Voter Count	No of votes	% to total valid votes
Evoting	In favour	442	17225868	99.9868
	Against	17	2266	00.0132
	Invalid	1	11339	
	Valid Votes	459	17228134	

Since the number of votes cast in favour exceeded three times the number of votes cast against in respect of the aforesaid resolution, we hereby report that the resolution was duly passed with requisite majority as Special Resolution.

- 3 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 13th August 2024.
- 4 The e-voting data and all other connected records relating to the aforesaid 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,

Digitally signed by
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NIAN CHANDRA
Date: 2024.08.13 19:01:04
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B Chandra

Partner

B CHANDRA AND ASSOCIATES

Company Secretaries in Practice

CP No. 7859

UDIN A020879F000970454