



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

25th April 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 26th March 2024

We refer to our letter dated 26th March 2024, intimating that a postal ballot notice was sent to the shareholders of the Company to seek their consent by way of Ordinary / Special resolutions for:

1. Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024 (Special resolution); and
2. Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (ordinary resolution).

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 resolutions have been approved by the shareholders with requisite majority.

Date and time of event: 25th April 2024 at 7.22 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Sundaram-Clayton Limited**

PONNERI

DIVAKAR

DEVKISHAN

P D Dev Kishan

Company Secretary

Encl.: a/a

Digitally signed by
PONNERI DIVAKAR
DEVKISHAN
Date: 2024.04.25 21:05:14
+05'30'

SUNDARAM-CLAYTON LIMITED

Annexure - 1

Results of voting through electronic means

Date of Postal Ballot	25-04-2024
Total number of shareholders on record date (15/03/2024)	22,734
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	Re-appointment of Mr Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024	
Resolution required: (Ordinary/ Special)	Special	
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	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
	Postal Ballot			-		-	-	-
	Total	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
Public- Institutions	E-Voting	33,26,055	28,52,830	85.7722	25,53,282	2,99,548	89.5000	10.5000
	Postal Ballot		-	-		-	-	-
	Total	33,26,055	28,52,830	85.7722	25,53,282	2,99,548	89.5000	10.5000
Public- Non Institutions	E-Voting	32,58,898	9,84,488	30.2092	9,84,333	155	99.9843	0.0157
	Postal Ballot		-	-		-	-	-
	Total	32,58,898	9,84,488	30.2092	9,84,333	155	99.9843	0.0157
Total		2,02,32,104	1,74,84,469	86.4194	1,71,84,766	2,99,703	98.2859	1.7141

SUNDARAM-CLAYTON LIMITED

Annexure - 1

Results of voting through electronic means

Resolution 2	Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
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	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
	Postal Ballot			-		-		-
	Total	1,36,47,151	1,36,47,151	100.0000	1,36,47,151	-	100.0000	-
Public-Institutions	E-Voting	33,26,055	28,52,830	85.7722	28,52,830	-	100.0000	-
	Postal Ballot			-		-		-
	Total	33,26,055	28,52,830	85.7722	28,52,830	-	100.0000	-
Public- Non Institutions	E-Voting	32,58,898	9,84,486	30.2092	9,84,325	161	99.9836	0.0164
	Postal Ballot			-		-		-
	Total	32,58,898	9,84,486	30.2092	9,84,325	161	99.9836	0.0164
Total		2,02,32,104	1,74,84,467	86.4194	1,74,84,306	161	99.9991	0.0009



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

25.04.2024

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 Ordinary/ Special Resolutions under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations) and the Companies Act, 2013

Dear Sir,

Please refer to the copy of Board resolution dated 9th February 2024, appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting 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) and in line with Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 10/2021 dated 23rd June, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs.

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 26 th March 2024 sent the Notice of Postal Ballot dated 9 th February 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 15 th March 2024. The Notice was sent to the members in electronic form only to those members whose e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). 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, which was published on 27 th March 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. The required paper advertisement, also inter alia, sought updation of mail ids by those shareholders who had not updated the details.
1.3	In terms of the Notice, the E-voting commenced on 27 th March, 2024 at 9.00 A.M (IST) to 25 th April, 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 Evoting 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 25 th April, 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 25 th April 2024 after 5.00 P.M.
1.8	As confirmed by RTA/Company, 703 emails had bounced.
1.9	None of the promoter(s) seeking reclassification and persons related to the promoter(s) (Body Corporate) seeking reclassification pursuant to clause 2(1)(pp) of SEBI (Issue of capital and disclosure Requirements) Regulations, together, hold more than one percent of the total voting rights in the listed entity.

2. A summary of the postal ballot resolutions processed are given below:

S. No	Resolution	Nature of Resolution
1	Re-appointment of Mr. Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024	Special
2	Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary

A summary of the voting by e-voting for the above resolutions are given below:

Resolution no 1- Re-appointment of Mr. Venu Srinivasan (holding DIN: 00051523), as Chairman Emeritus and Managing Director for a further period of 5 (five) years from 23rd May 2024

Particulars		Voter Count	No of votes	% to total valid votes
Evoting	In favour	365	17184766	98.2859
	Against	12	299703	1.7141
	Invalid	0	0	
	Valid Votes	377	17484469	

Since the number of votes cast in favour exceeded by three times the number of votes cast against in respect of resolution number 1, we hereby report that the resolution was duly passed with requisite majority as a Special resolution.

Resolution no 2 - Re-classification of status of T.V. Sundram Iyengar & Sons Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars		Voter Count	No of votes	% to total valid votes
Evoting	In favour	361	17484306	99.9991
	Against	15	161	0.0009
	Invalid	0	0	
	Valid Votes	376	17484467	

Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolution number 2, we hereby report that the resolution was duly passed with requisite majority as an Ordinary 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 25th April 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,

BALASUBRA
MANIAN
CHANDRA

Digitally signed by
BALASUBRAMANIAN
CHANDRA
Date: 2024.04.25
19:19:19 +05'30'

B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN: A020879F000244641
Peer review no 1711 / 2022