



# Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

1<sup>st</sup> August 2024

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

National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> 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 2<sup>nd</sup> July 2024**

We refer to our letter dated 2<sup>nd</sup> July 2024, intimating that a postal ballot notice was sent to the shareholders of the Company to seek their consent by way of Ordinary resolution for approval of Material Related Party Transaction(s) with TVS Motor Company Limited.

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: 1<sup>st</sup> August 2024 at 07.13 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Sundaram-Clayton Limited**

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

**SUNDARAM-CLAYTON LIMITED**

Annexure - 1

**Results of voting through electronic means**

<b>Date of Postal Ballot</b>	01-08-2024
<b>Total number of shareholders on record date (28/06/2024)</b>	22,728
<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>Material Related Party Transaction(s) with TVS Motor Company Limited</b>
<b>Resolution required: (Ordinary/ Special)</b>	ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	Yes

<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes cast (2)</b>	<b>% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes cast (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes cast (7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	E-Voting	1,36,47,151	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	
	Total	1,36,47,151	-	-	-	-	-	
<b>Public- Institutions</b>	E-Voting	29,95,716	25,18,407	84.0669	25,18,348	59	99.9977	0.0023
	Postal Ballot		-	-	-	-	-	
	Total	29,95,716	25,18,407	84.0669	25,18,348	59	99.9977	0.0023
<b>Public- Non Institutions</b>	E-Voting	35,89,237	10,61,526	29.5753	10,58,332	3,194	99.6991	0.3009
	Postal Ballot		-	-	-	-	-	
	Total	35,89,237	10,61,526	29.5753	10,58,332	3,194	99.6991	0.3009
<b>Total</b>		<b>2,02,32,104</b>	<b>35,79,933</b>	<b>17.6943</b>	<b>35,76,680</b>	<b>3,253</b>	<b>99.9091</b>	<b>0.0909</b>



# B. CHANDRA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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

E-mail:

bchandracosecy@gmail.com  
H/P: 9840276313, 9840375053

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01.08.2024

## 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 Ordinary Resolution under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)**

Dear Sir,

Please refer to your resolution dated 26<sup>th</sup> March 2024 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting process for passing Ordinary 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 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs.

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R/CHANDRA  
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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 2 <sup>nd</sup> July 2024 sent the Notice of Postal Ballot dated 26 <sup>th</sup> March 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 28 <sup>th</sup> June 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 3 <sup>rd</sup> 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 3 <sup>rd</sup> July, 2024 at 9.00 A.M (IST) to 1st 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 upto 5.00 PM on 1st 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 1st 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
2.0	Votes cast by related party was not considered.

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S. No	Resolution	Nature of Resolution
1	Material Related Party Transaction(s) with TVS Motor Company Limited	Ordinary

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	399	3576680	99.91
	Against	18	3253	0.09
	Invalid	2	11201	
	Valid Votes	417	3579933	

Since the number of votes cast in favour exceeded 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 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 1<sup>st</sup> 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,

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 CHANDRAN CHANDRA  
Date: 2024.08.01  
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B Chandra  
 Partner  
 B CHANDRA AND ASSOCIATES  
 Company Secretaries in Practice  
 CP No. 7859  
 UDIN A020879F000876954