

## **Annexure - I**

### **Summary of Proceedings of the 58<sup>th</sup> Annual General Meeting**

The 58<sup>th</sup> Annual General Meeting (AGM) of the members of Sundaram-Clayton Limited ("the Company") was held on Thursday, July 30, 2020 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 S Santhanakrishnan, director of the Company did not attend the meeting due to personal reasons. Vice Admiral P J Jacob (Retd..), Mr R Gopalan and Mr R Vijayaraghavan confirmed their designations as Chairmen of the respective committees viz., Audit Committee, Risk Management Committee and Stakeholders Relationship Committee. Chairman then delivered his speech.

Notice, Auditors Report and Secretarial Audit Report were taken as read as all the above had been 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 58<sup>th</sup> AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March 2020 and the reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr Gopal Srinivasan, as director, who retires by rotation;
3. Re-appointment of Dr. Lakshmi Venu, as director, who retires by rotation;
4. Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2020-21.

Subsequently, Chairman requested those shareholders who were registered to speak at the meeting to post their queries and members requested clarifications on certain operational/ strategic areas of the Company. Clarifications were provided to the

queries raised by the members by Chairman and Mr K Gopala Desikan, Chief Financial Officer of the Company.

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 2020 and also 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 10.31 A.M.

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## Annexure II

Date of AGM - 30th July 2020

Voting results	
Record date	23-07-2020
Total number of shareholders on record date	19413
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	45
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	



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 2020 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	15174060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15174060	15174060	100	15174060	0	100
Public- Institutions	E-Voting	3182438	2498693	78.5151	2498693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3182438	2498693	78.5151	2498693	0	100
Public- Non Institutions	E-Voting	1875587	233897	12.4706	233887	10	99.9957	0.0043
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1875587	233897	12.4706	233887	10	99.9957
Total		20232085	17906650	88.5062	17906640	10	99.9999	0.0001
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								



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 Gopal Srinivasan as Director, who retires 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	15174060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15174060	15174060	100	15174060	0	100
Public-Institutions	E-Voting	3182438	2498693	78.5151	1725597	773096	69.06	30.94
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3182438	2498693	78.5151	1725597	773096	69.06
Public- Non Institutions	E-Voting	1875587	233897	12.4706	233888	9	99.9962	0.0038
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1875587	233897	12.4706	233888	9	99.9962
Total		20232085	17906650	88.5062	17133545	773105	95.6826	4.3174
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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 Dr. Lakshmi Venu as Director, who retires 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	15174060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15174060	15174060	100	15174060	0	100
Public-Institutions	E-Voting	3182438	2498693	78.5151	2487286	11407	99.5435	0.4565
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3182438	2498693	78.5151	2487286	11407	99.5435
Public- Non Institutions	E-Voting	1875587	233897	12.4706	233733	164	99.9299	0.0701
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1875587	233897	12.4706	233733	164	99.9299
Total		20232085	17906650	88.5062	17895079	11571	99.9354	0.0646
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
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 2020-21					
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	15174060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15174060	15174060	100	15174060	0	100
Public-Institutions	E-Voting	3182438	2498693	78.5151	2498693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3182438	2498693	78.5151	2498693	0	100
Public- Non Institutions	E-Voting	1875587	233897	12.4706	233734	163	99.9303	0.0697
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1875587	233897	12.4706	233734	163	99.9303
Total		20232085	17906650	88.5062	17906487	163	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





**B.CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

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**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 2020

To

**The Chairman,**

**of the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on 30<sup>th</sup> July, 2019, 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, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 29-05-2020 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, 2020 at 10.00 A.M. (IST) in line with the Circular No14/2020 dated 8<sup>th</sup> April 2020, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020 on the below mentioned resolutions, hereby submit my report as under:

CHANDRA  
BALASUBRAMANIAN  
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BALASUBRAMANIAN  
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a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & 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 7 <sup>th</sup> July 2020. The required paper advertisement with respect to other shareholders interalia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and Business Line and in Dinamani vernacular newspaper on 26 <sup>th</sup> June 2020. Subsequently, the Notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	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 8 <sup>th</sup> July 2020 and a vernacular newspaper “DINA MANI” on the same date.
c.	The remote e-voting period commenced on 27 <sup>th</sup> July 2020 at 9:00 AM and ended on the close of 29 <sup>th</sup> July 2020 at 5:00 PM
d.	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 2020 at 5:00 PM, the NSDL portal was blocked for voting.
e.	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 2020.
f.	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.

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 vote 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.

Eight 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 2020	Ordinary
2	Re- appointment of Mr Gopal Srinivasan (holding DIN 00177699) as Director who retires by rotation.	Ordinary
3	Re-appointment of Dr. Lakshmi Venu (holding DIN 02702020), as Director who retires by rotation	Ordinary
4	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor	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							
Resol ution S.No	No. of Votes Cast				Total - Valid Votes	Assent %	Dissent %
	COUNT OF VOTES CAST IN FAVOUR	NUMBER OF VOTES CAST IN FAVOUR	COUNT OF VOTES CAST AGAIN ST	NUMBER OF VOTES CAST AGAINST			
1	122	17906640	6	10	17906650	99.9999%	0.0001%
2	108	17133545	20	773105	17906650	95.6826%	4.3174%
3	114	17895079	14	11571	17906650	99.9354%	0.0646%

4	122	17906487	6	163	17906650	99.9991%	0.0009%
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Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1-4, I hereby report that the above resolutions were passed with requisite majority as an Ordinary resolution.

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,

CHANDRA  
BALASUBRAMANIAN

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**B CHANDRA,  
PARTNER  
B CHANDRA & ASSOCIATES  
PRACTISING COMPANY SECRETARIES**