



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

2nd January 2024

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

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

Dear Sir / Madam,

Sub. : Intimation of the results of Postal Ballot as per Regulation 44(3) and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) 2015")

Ref. : Intimation made to National Stock Exchange of India Limited dated 29th November 2023

We wish to inform that the Company on 29th November 2023, intimated that a Postal Ballot Notice was sent to the Shareholders of the Company for seeking their consent for approving the appointment of Mr R Anandakrishnan (holding DIN: 07806173) as a Non-Executive Non-Independent Director, by way of Ordinary resolution.

In this regard, we enclose herewith the announcement of the results (Annexure-1) and scrutinizer report (Annexure-2) of the postal ballot through e-voting, pursuant to Regulation 44 and Regulation 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: 2nd January 2024 at 7:41 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

Date of Postal Ballot	02-01-2024
Total number of shareholders on record date (24/11/2023)	22,227
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	Approving the appointment of Mr R Anandakrishnan (Holding DIN: 07806173) as a Non-Executive Non-Independent Director		
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	1,50,63,398	1,50,63,398	100.00	1,50,63,398	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	1,50,63,398	1,50,63,398	100.00	1,50,63,398	-	100.00	-
Public- Institutions	E-Voting	26,91,780	18,72,684	69.57	18,37,593	35,091	98.13	1.87
	Postal Ballot	-	-	-	-	-	-	-
	Total	26,91,780	18,72,684	69.57	18,37,593	35,091	98.13	1.87
Public- Non Institutions	E-Voting	24,76,926	4,35,922	17.60	4,35,047	875	99.80	0.20
	Postal Ballot	-	-	-	-	-	-	-
	Total	24,76,926	4,35,922	17.60	4,35,047	875	99.80	0.20
Total		2,02,32,104	1,73,72,004	85.86	1,73,36,038	35,966	99.79	0.21



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

02.01.2024

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) and the Companies Act, 2013

Dear Sir,

Please refer to your resolution dated 10th November 2023 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot 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).

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 29 th November 2023 sent the Notice of Postal Ballot dated 10 th November 2023 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 24 th November 2023.
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	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 30 th November 2023 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 4 th December 2023 (9.00 AM) and ended on 2 nd January 2024 (5.00 P.M)
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 2 nd January 2024, the last date and time fixed by the Company for evoting, 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 2 nd January 2024 after 5.00 P.M.
1.8	As confirmed by RTA/Company, 705 emails had bounced.
1.9	Corporate members who have cast their votes without Board resolutions were invalidated

2. A summary of the postal ballot resolution processed is given below:

S. No	Resolution	Nature of Resolution
1	Approving the appointment of Mr R Anandakrishnan (Holding DIN: 07806173) as a Non-Executive Non-Independent Director	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	328	17336038	99.79
	Against	19	35966	0.21
	Invalid	2	67569	
	VALID VOTES	347	17372004	

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Since the number of votes cast in favour exceeded the number of votes cast against in respect of the above 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 2nd January 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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CHANDRA



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B Chandra

Partner

B CHANDRA AND ASSOCIATES

Company Secretaries in Practice

CP No. 7859

UDIN A020879E003094323