

SUNDARAM-CLAYTON LIMITED

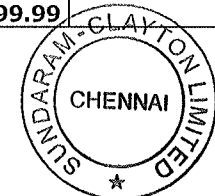
Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	23.04.2019
Total number of shareholders on record date (15/03/2019)	17,803
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 AS CHAIRMAN AND MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE YEARS FROM 23 RD MAY 2019
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	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting	32,40,625	25,68,541	79.26	25,67,991	550	99.98	0.02
	Postal Ballot		-	-	-	-	-	-
	Total	32,40,625	25,68,541	79.26	25,67,991	550	99.98	0.02
Public- Non Institutions	E-Voting	18,17,400	2,28,064	12.55	2,27,842	222	99.90	0.10
	Postal Ballot		27,147	1.49	26,840	307	98.87	1.13
	Total	18,17,400	2,55,211	14.04	2,54,682	529	99.79	0.21
Total		2,02,32,085	1,79,97,812	88.96	1,79,96,733	1,079	99.99	0.01





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

24th April, 2019

SCRUTINIZER'S REPORT

To

The Managing Director,
Sundaram Clayton Limited
Jayalakshmi estates,
No. 29(8) Haddows road,
Chennai TN 600006 IN

Subject: Passing of resolution by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under with regard to the Special Resolution of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 11th March 2019 appointing us as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Special Resolution in respect of item mentioned elsewhere in the report.

As per the information furnished by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, we hereby submit our report as under:

1.1	The Company on 21 st March 2019 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 15 th March 2019. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the Notice and Explanatory Statement were sent by e-mail on 22 nd March 2019. Members were also given the option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL), as an alternate, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 23 rd March 2019 in English Newspaper "Business Standard" & in Tamil Newspaper "Makkal Kural".
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms

B. Chandra & Associates



	from the members was not later than close of working hours on Tuesday 23 rd April 2019 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Tuesday 23 rd April 2019 (5.00 P.M)
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under our safe custody.
1.6	The postal ballot forms were duly scrutinized in our presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 15 th March 2019 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on Tuesday, 23 rd April 2019 after 5.00 P.M. Duplicate votes, numbering 5, were eliminated from the physical ballots.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 23 rd April 2019, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
1.8	No Envelope containing postal ballot forms were received after 5.00 PM on 23 rd April 2019. As confirmed by RTA, 1034 postal ballot forms were returned undelivered and 793 emails bounced.
1.9	As per the information provided by the Company and the Registrar and Transfer Agent, there were no defaced or mutilated ballot papers.

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

S. No	Resolution	Nature of Resolution
I	Re-Appointment of Mr Venu Srinivasan as Chairman and Managing director for a further period of five years from 23 rd May 2019	Special

The details of the number of postal ballots received, number of e-voting carried out by members and the valid / invalid votes in respect of the above said resolution are given below.

RESOLUTION No 1 –

Particulars		Voter Count	No. of Votes	% of voting to total valid votes
Postal ballot	In favour	338	26840	98.8691%
	Against	5	307	1.1309%
	Invalid	37	3838	NA
E-voting	In favour	118	17969893	99.9957%
	Against	9	772	0.0043%
	Invalid	1	3200	NA
Total	In favour	456	17996733	99.9940%
	Against	14	1079	0.0060%
	Invalid	38	7038	NA

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Since 17996733 votes were in favour of aforesaid Special Resolution (constituting 456 in number) of the total number of net valid votes cast as per summary above (constituting more than three fourths majority), We hereby report that the above said resolution is passed as special resolution.

3. We have handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records for the safe custody to the Company Secretary, authorized by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by Postal Ballot.
5. Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

Thanking you,

Yours faithfully,



B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859

