

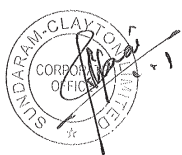
Sundaram-Clayton Limited

Results of voting through electronic means and physical ballot

Date of the AGM	23 rd July 2019
Total number of shareholders on record date	17,229
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 1338
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil

Resolution 1	Adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended 31 st March 2019 together with the reports of the Board of Directors' and Auditors' thereon.
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		1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting		25,35,327	78.56	25,35,327	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	32,27,343	25,35,327	78.56	25,35,327	-	100.00	-
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,797	2	100.00	0.00
	Poll		2,645	0.14	2,645	-	100.00	-
	Total	18,30,682	2,24,444	12.26	2,24,442	2	100.00	0.00
Total		2,02,32,085	1,79,33,831	88.64	1,79,33,829	2	100.00	0.00



Resolution 2	Re-appointment of Mr Sudarshan Venu as Director, who retires by rotation.
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		1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,713	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,713	-	100.00	0.00
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,885	0.16	2,885	-	100.00	-
	Total	18,30,682	2,24,684	12.27	2,24,314	370	99.84	0.16
Total		2,02,32,085	1,84,72,457	91.30	1,84,72,087	370	100.00	0.00

Resolution 3	Re-appointment of Mr T K Balaji as Director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		25,35,327	78.56	20,57,005	4,78,322	81.13	18.87
	Poll		-	-	-	-	-	-
	Total	32,27,343	25,35,327	78.56	20,57,005	4,78,322	81.13	18.87
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,734	0.15	2,652	82	97.00	3.00
	Total	18,30,682	2,24,533	12.26	2,24,081	452	99.80	0.20
Total		2,02,32,085	1,79,33,920	88.64	1,74,55,146	4,78,774	97.33	2.67



Resolution 4	Approving the appointment of Ms Sasikala Varadachari as an Independent Director for the first term of 5 consecutive years, with effect from 24 th October 2018.
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		1,51,74,060	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,713	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,713	-	100.00	-
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,867	0.16	2,867	-	100.00	-
	Total	18,30,682	2,24,666	12.27	2,24,296	370	99.84	0.16
Total		2,02,32,085	1,84,72,439	91.30	1,84,72,069	370	100.00	0.00

Resolution 5	Approving the re-appointment of Vice Admiral P J Jacob as an Independent Director for the second term of 5 consecutive years, with effect from 21 st August 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		25,35,327	78.56	20,65,491	4,69,836	81.47	18.53
	Poll		-	-	-	-	-	-
	Total	32,27,343	25,35,327	78.56	20,65,491	4,69,836	81.47	18.53
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,868	0.16	2,786	82	97.14	2.86
	Total	18,30,682	2,24,667	12.27	2,24,215	452	99.80	0.20
Total		2,02,32,085	1,79,34,054	88.64	1,74,63,766	4,70,288	97.38	2.62



Resolution 6	Approving the re-appointment of Mr V Subramanian as an Independent Director for the second term of 3 consecutive years, with effect from 21 st August 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting		25,35,327	78.56	20,66,041	4,69,286	81.49	18.51
	Poll		-	-	-	-	-	-
	Total	32,27,343	25,35,327	78.56	20,66,041	4,69,286	81.49	18.51
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,868	0.16	2,868	-	100.00	-
	Total	18,30,682	2,24,667	12.27	2,24,297	370	99.84	0.16
Total		2,02,32,085	1,79,34,054	88.64	1,74,64,398	4,69,656	97.38	2.62

Resolution 7	Approving the re-appointment of Mr S Santhanakrishnan as an Independent Director for the second term of 3 consecutive years, with effect from 21 st August 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public- Institutions	E-Voting		25,35,327	78.56	20,66,041	4,69,286	81.49	18.51
	Poll		-	-	-	-	-	-
	Total	32,27,343	25,35,327	78.56	20,66,041	4,69,286	81.49	18.51
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,786	0.15	2,704	82	97.06	2.94
	Total	18,30,682	2,24,585	12.27	2,24,133	452	99.80	0.20
Total		2,02,32,085	1,79,33,972	88.64	1,74,64,234	4,69,738	97.38	2.62



Resolution 8	Approving the re-appointment of Mr R Vijayaraghavan as an Independent Director for the second term of 3 consecutive years, with effect from 21 st August 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,363	350	99.99	0.01
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,363	350	99.99	0.01
Public- Non Institutions	E Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,868	0.16	2,868	-	100.00	-
	Total	18,30,682	2,24,667	12.27	2,24,297	370	99.84	0.16
Total		2,02,32,085	1,84,72,440	91.30	1,84,71,720	720	100.00	0.00

Resolution 9	Approving the re-appointment of Mr Kamlesh Gandhi as an Independent Director for the second term of 3 consecutive years, with effect from 21 st August 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,363	350	99.99	0.01
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,363	350	99.99	0.01
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,868	0.16	2,786	82	97.14	2.86
	Total	18,30,682	2,24,667	12.27	2,24,215	452	99.80	0.20
Total		2,02,32,085	1,84,72,440	91.30	1,84,71,638	802	100.00	0.00



Resolution 10	Approving the re-appointment of Mr R Gopalan as an Independent Director for the second term of 3 consecutive years, with effect from 24 th July 2019.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,713	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,713	-	100.00	-
Public- Non Institutions	E-Voting		2,21,797	12.12	2,21,427	370	99.83	0.17
	Poll		2,868	0.16	2,786	82	97.14	2.86
	Total	18,30,682	2,24,665	12.27	2,24,213	452	99.80	0.20
Total		2,02,32,085	1,84,72,438	91.30	1,84,71,986	452	100.00	0.00

Resolution 11	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor for the financial year 2019-20.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	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	100.00	1,51,74,060	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	1,51,74,060	1,51,74,060	100.00	1,51,74,060	-	100.00	-
Public-Institutions	E-Voting		30,73,713	95.24	30,73,713	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	32,27,343	30,73,713	95.24	30,73,713	-	100.00	-
Public- Non Institutions	E-Voting		2,21,799	12.12	2,21,429	370	99.83	0.17
	Poll		2,893	0.16	2,893	-	100.00	-
	Total	18,30,682	2,24,692	12.27	2,24,322	370	99.84	0.16
Total		2,02,32,085	1,84,72,465	91.30	1,84,72,095	370	100.00	0.00





B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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REGN NO P2017TN065700

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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 24th July 2019

To

The Chairman,

of the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on 23rd July, 2019 at, "The Music Academy", New No.168, (Old No. 306) T. T. K Road, Chennai 600 014 at 10.35 a.m.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special 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 Secretary, having our office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 3rd May 2019 for the purpose of remote e- voting and through ballot, at the Annual General Meeting of SUNDARAM -CLAYTON LIMITED, held on 23rd July, 2019 at "The Music Academy", New No.168, (Old No. 306) T.T.K Road, Royapettah, Chennai 600 014 at 10.35 a.m. on the below mentioned resolutions, hereby submit my report as under:



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 all the members of the Company through electronic means (wherever email ids were available) on 28 th June 2019 and to the other shareholders by registered post on the same date and subsequently, the Notice convening the Annual General Meeting 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 29 th June 2019 and a vernacular newspaper "DINA MANI" on the same date.
c.	The remote e-voting period commenced on 20 th July 2019 at 9:00 AM and ended on the close of 22 nd July 2019 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 22 nd July 2019 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 23 rd July 2019.
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, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The



shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

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 audited financial statements for the year ended 31st March 2019	Ordinary
2	Re- appointment of Mr Sudarshan Venu as Director who retires by rotation.	Ordinary
3	Re-appointment of Mr T K Balaji as Director who retires by rotation	Ordinary
4	Approving the appointment of Ms Sasikala Varadachari as an Independent Director	Ordinary
5	Approving the re-appointment of Vice Admiral P J Jacob as an Independent Director	Special
6	Approving the re-appointment of Mr V Subramanian as an Independent Director	Special
7	Approving the re-appointment of Mr S Santhanakrishnan as an Independent Director	Special



8	Approving the re-appointment of Mr R Vijayaraghavan as an Independent Director	Special
9	Approving the re-appointment of Mr Kamlesh Gandhi as an Independent Director	Special
10	Approving the re-appointment of Mr R Gopalan as an Independent Director	Special
11	Ratification of remuneration payable to Mr A N Raman, Practising Cost Accountant as Cost Auditor	Ordinary

The results of the remote e-voting by electronic means and ballot voting are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of members who cast valid Votes	Number of members whose votes were considered invalid
	ASSENT	DISSENT		
1	115	1	116	7
2	115	3	118	7
3	96	15	111	7
4	114	3	117	7
5	108	9	117	7
6	111	6	117	7
7	109	7	116	7
8	114	4	118	7
9	113	5	118	7
10	113	4	117	7
11	116	3	119	7

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.



E VOTING & POLL						
Resolution S.No	No. of Votes Cast		Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
	IN FAVOUR	AGAINST				
1	17933829	2	17933831	100.00	0.0000	Passed as ordinary resolution
2	18472087	370	18472457	99.9980	0.0020	Passed as ordinary resolution
3	17455146	478774	17933920	97.3303	2.6697	Passed as ordinary resolution
4	18472069	370	18472439	99.9980	0.0020	Passed as Ordinary resolution
5	17463766	470288	17934054	97.3777	2.6223	Passed as Special resolution
6	17464398	469656	17934054	97.3812	2.6188	Passed as Special resolution
7	17464234	469738	17933972	97.3807	2.6193	Passed as Special resolution
8	18471720	720	18472440	99.9961	0.0039	Passed as Special resolution
9	18471638	802	18472440	99.9957	0.0043	Passed as Special resolution
10	18471986	452	18472438	99.9976	0.0024	Passed as Special resolution
11	18472095	370	18472465	99.9980	0.0020	Passed as ordinary resolution

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 and 11, and in respect of resolutions in S No 5-10, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.



4. The poll papers and all other relevant records have been sealed and kept under my safe custody for handing over to the Company after signing of the minutes by the Chairman.
5. The data sheet relating to e-voting and other related papers/registers, 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,



B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Encl: Polling Papers 50 in number.