

# SUNDARAM-CLAYTON LIMITED

Annexure - 1

## Results of voting through electronic means and postal ballot

<b>Date of Postal Ballot</b>	27/03/2018
<b>Total number of shareholders on record date (16/02/2018)</b>	17,711
<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>	Approving the remuneration payable to Mr Venu Srinivasan, Chairman and Managing Director of the Company.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting		12,142,933	80.02	12,142,933	-	100.00	-
	Postal Ballot		3,031,127	19.98	3,031,127	-	100.00	-
	<b>Total</b>	15,174,060	15,174,060	100.00	15,174,060	-	100.00	-
<b>Public-Institutions</b>	E-Voting		3,116,628	97.31	3,116,628	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	3,202,846	3,116,628	97.31	3,116,628	-	100.00	-
<b>Public- Non Institutions</b>	E-Voting		199,961	10.78	199,788	173	99.91	0.09
	Postal Ballot		27,670	1.49	26,797	873	96.84	3.16
	<b>Total</b>	1,855,179	227,631	12.27	226,585	1,046	99.54	0.46
<b>Total</b>		<b>20,232,085</b>	<b>18,518,319</b>	<b>91.53</b>	<b>18,517,273</b>	<b>1,046</b>	<b>99.99</b>	<b>0.01</b>

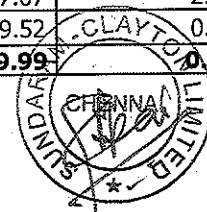


<b>Resolution 2</b>	Approving the remuneration payable to Dr. Lakshmi Venu, Joint Managing Director of the Company.
<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

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
<b>Promoter and Promoter Group</b>	E-Voting	15,174,060	12,142,933	80.02	12,142,933	-	100.00	-
	Postal Ballot		3,031,127	19.98	3,031,127	-	100.00	-
	<b>Total</b>		15,174,060	100.00	15,174,060	-	100.00	-
<b>Public-Institutions</b>	E-Voting	3,202,846	3,116,628	97.31	3,116,628	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		3,116,628	97.31	3,116,628	-	100.00	0.00
<b>Public- Non Institutions</b>	E-Voting	1,855,179	199,960	10.78	199,677	283	99.86	0.14
	Postal Ballot		27,669	1.49	26,796	873	96.84	3.16
	<b>Total</b>		227,629	12.27	226,473	1,156	99.49	0.51
<b>Total</b>		<b>20,232,085</b>	<b>18,518,317</b>	<b>91.53</b>	<b>18,517,161</b>	<b>1,156</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution 3</b>	Approving the remuneration payable to Mr Sudarshan Venu, Joint Managing Director of the Company.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda /</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	15,174,060	12,142,933	80.02	12,142,933	-	100.00	-
	Postal Ballot		3,031,127	19.98	3,031,127	-	100.00	-
	<b>Total</b>		15,174,060	100.00	15,174,060	-	100.00	-
<b>Public-Institutions</b>	E-Voting	3,202,846	3,116,628	97.31	3,116,628	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		3,116,628	97.31	3,116,628	-	100.00	0.00
<b>Public- Non Institutions</b>	E-Voting	1,855,179	200,126	10.79	199,845	281	99.86	0.14
	Postal Ballot		27,669	1.49	26,859	810	97.07	2.93
	<b>Total</b>		227,795	12.28	226,704	1,091	99.52	0.48
<b>Total</b>		<b>20,232,085</b>	<b>18,518,483</b>	<b>91.53</b>	<b>18,517,392</b>	<b>1,091</b>	<b>99.99</b>	<b>0.01</b>



**B.CHANDRA****PRACTISING COMPANY SECRETARY**

AG3 Ragamalika,  
No 26, Kumaran Colony Main Road,  
Vadapalani,  
Chennai - 26

E-mail: [bchandracs@gmail.com](mailto:bchandracs@gmail.com)  
[bchandracosecy@gmail.com](mailto:bchandracosecy@gmail.com)  
H/P: 9840276313, 73582 69819  
Ph: 044 - 43587356

28<sup>th</sup> March, 2018**SCRUTINIZER'S REPORT**

To

The Chairman

M/S Sundaram -Clayton Limited

Jayalakshmi Estates, No.29(8), Haddows Road,  
Chennai -600006

**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 Ordinary / Special Resolutions under the Companies Act, 2013 (the Act)**

Dear Sir,

Please refer to your letter dated 12<sup>th</sup> February 2018 appointing me as the Scrutinizer for the purpose of ascertaining the result of the resolutions passed by means of Postal Ballot process.

As per the information furnished to me 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, I hereby submit my report as under:

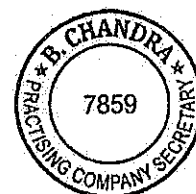
1.1	The Company, on 22 <sup>nd</sup> February 2018 sent the Notice of Postal Ballot dated 12 <sup>th</sup> February 2018 along with the Explanatory Statement and Postal Ballot form by e-mail through the Share Transfer Department, to those members whose e-mail id is registered with the Company/Depository participants. Dispatch of Notice of Postal Ballot along with the Explanatory Statement, Postal ballot form and self-addressed postage prepaid envelope to its Members whose e mail ids were not registered
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B. Chandra



	with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 16 <sup>th</sup> February 2018, was completed on 22 <sup>nd</sup> February 2018. 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 physical Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of notice of Postal Ballot was published on 23 <sup>rd</sup> February 2018 in "Business Line" English Daily News Paper & "MakkalKural" Tamil Daily News Paper.
1.3	In terms of the Notice, the last date and time fixed to receive the Postal Ballot Forms from the Members was not later than close of working hours i.e. before 5.00 PM on Tuesday, 27 <sup>th</sup> March 2018. In case of E-voting, members were requested to cast their votes electronically before 5.00 P.M., on Tuesday, 27 <sup>th</sup> March 2018.
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 the safe custody in a sealed and tamper proof ballot box.
1.6	The ballot box was opened on 27 <sup>th</sup> March 2018 at 6.00 P.M. in my presence. The votes downloaded from the e-Voting system were collated immediately.
1.7	The envelopes containing the postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 16 <sup>th</sup> February 2018 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. No duplicate votes were detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 27 <sup>th</sup> March 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.9	There were no envelopes containing postal ballot forms received after 5.00 PM on 27 <sup>th</sup> March 2018 and therefore considering them did not arise.
1.10	As per the information provided by the Share Transfer Department of the Company 951 envelopes containing postal ballot forms were returned undelivered and NO emails were returned undelivered
1.11	I did not find any defaced or mutilated ballot papers.

*B. Chandrasekhar*



2. A summary of the voting by postal ballot forms and e-voting is given below:


- 2.1 With reference to resolutions proposed to be passed as Ordinary / Special Resolution - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under, the following are the details of votes cast through postal ballot and e-voting:

**Resolution 1:**

**Approving the remuneration payable to Mr.Venu Srinivasan, Chairman and Managing Director**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	412	3060184
(b)	Less: Invalid postal ballot forms (as per register)	24	1387
(c)	Net valid postal ballot forms/ No. of votes (as per register)	388	3058797
(d)	Postal ballot forms / No. of votes with assent to the Resolution	371	3057924
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	17	873
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	107	15459522
(b)	Invalid votes	-	-
(c)	Valid votes	107	15459522
(d)	Total votes – Assent to the resolution	102	15459349
(e)	Total votes – Dissent to the resolution	5	173

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### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	18517273	99.99
Total votes – Dissent to the resolution	1046	0.01
<b>TOTAL</b>	<b>18518319</b>	<b>100.00</b>

The total invalid votes amount to 24 ballots in number representing 1,387 votes. The % of the total invalid votes to the total votes cast is 0.0075%.

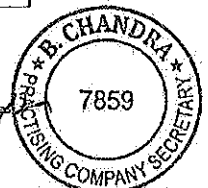
Since 1,85,17,273 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as an Ordinary Resolution.

#### Resolution 2:

#### Approving the remuneration payable to Dr. Lakshmi Venu, Joint Managing Director

Particulars	No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>		
(a) Total postal ballot forms received	412	3060183
(b) Less: Invalid postal ballot forms (as per register)	24	1387
(c) Net valid postal ballot forms/ No. of votes (as per register)	388	3058796
(d) Postal ballot forms / No. of votes with assent to the Resolution	371	3057923
(e) Postal ballot forms / No. of votes with dissent to the Resolution	17	873

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E-VOTING			
Particulars		Voter Count	Votes Count
(a)	Total count	106	15459521
(b)	Invalid votes	-	-
(c)	Valid votes	106	15459521
(d)	Total votes – Assent to the resolution	98	15459238
(e)	Total votes – Dissent to the resolution	8	283

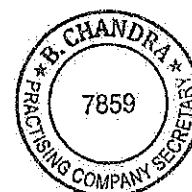
#### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	18517161	99.99
Total votes – Dissent to the resolution	1156	0.01
<b>TOTAL</b>	<b>18518317</b>	<b>100.00</b>

The total invalid votes amount to 24 ballots in number representing 1,387 votes. The % of the total invalid votes to the total votes cast is 0.0075%.

Since 1,85,17,161 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.99 % of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as a Special Resolution.

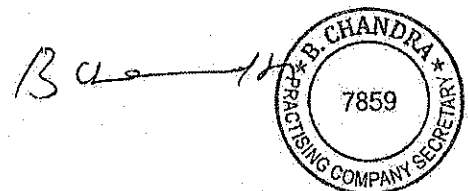
*B. Chandrasekhar*



**Resolution 3:**

- **Approving the remuneration payable to Mr Sudarshan Venu, Joint Managing Director**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	412	3060183
(b)	Less: Invalid postal ballot forms (as per register)	24	1387
(c)	Net valid postal ballot forms/ No. of votes (as per register)	388	3058796
(d)	Postal ballot forms / No. of votes with assent to the Resolution	372	3057986
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	16	810
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	107	15459687
(b)	Invalid votes	-	-
(c)	Valid votes	107	15459687
(d)	Total votes – Assent to the resolution	100	15459406
(e)	Total votes – Dissent to the resolution	7	281





## SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	18517392	99.99
Total votes – Dissent to the resolution	1091	0.01
<b>TOTAL</b>	<b>18518483</b>	<b>100.00</b>

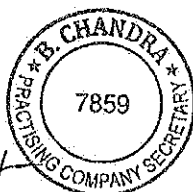
The total invalid votes amount to 24 ballots in number representing 1,387 votes. The % of the total invalid votes to the total votes cast 0.0075%.

Since 1,85,17,392 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed 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 approved at a General Meeting held on 27<sup>th</sup> March 2018.
4. The e-voting data, the postal ballot forms and all other connected records relating to the aforesaid postal ballot/e-voting process received are under my 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,



B Chandra  
Company Secretary in Practice  
CP No. 7859