

# SUNDARAM-CLAYTON LIMITED

Annexure - 1

## Results of voting through electronic means and postal ballot

Date of Postal Ballot	17-03-2020
Total number of shareholders on record date (07/02/2020)	18,184
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 Dr. Lakshmi Venu as Joint Managing Director for a further period of five years from 22 <sup>nd</sup> March 2020 including the terms of remuneration payable to her.
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	1,51,74,060	100.0000	1,51,74,060	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,51,74,060	100.0000	1,51,74,060	-	100.0000	-
Public- Institutions	E-Voting	32,00,470	22,10,516	69.0685	22,03,858	6,658	99.6988	0.3012
	Postal Ballot		-	-	-	-	-	-
	Total		22,10,516	69.0685	22,03,858	6,658	99.6988	0.3012
Public- Non Institutions	E-Voting	18,57,555	2,32,766	12.5308	2,32,461	305	99.8690	0.1310
	Postal Ballot		31,020	1.6699	30,579	441	98.5783	1.4217
	Total		2,63,786	14.2007	2,63,040	746	99.7172	0.2828
Total		2,02,32,085	1,76,48,362	87.2296	1,76,40,958	7,404	99.9580	0.0420





18.03.2020

**SCRUTINIZER'S REPORT**

To

The Management,  
Sundaram Clayton Limited,  
Chaitanya, No 12 Khader Nawaz Khan Road,  
Nungambakkam,  
Chennai 600 006

**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 5<sup>th</sup> February 2020 appointing us as the Scrutinizer for the purpose of ascertaining the result of the Postal Ballot process for passing Ordinary 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 13 <sup>th</sup> February 2020 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 07 <sup>th</sup> February 2020. 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 13 <sup>th</sup> February 2020. 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 14 <sup>th</sup> February 2020 in English Newspaper "Business Standard" & on 14 <sup>th</sup> February 2020 in Tamil Newspaper (Vernacular Newspaper) "Makkal Kural".
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours on 17 <sup>th</sup> March 2020 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before 17 <sup>th</sup> March 2020 (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.

*B Chandra & Associates*



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 07 <sup>th</sup> February 2020 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 17 <sup>th</sup> March 2020 after 5.00 P.M. Duplicate votes, numbering 6, were eliminated from the physical ballots.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 17 <sup>th</sup> March 2020, 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 17 <sup>th</sup> March 2020. As confirmed by RTA, 1008 postal ballot forms were returned undelivered and 630 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
1	Re-Appointment of Dr. Lakshmi Venu as Joint Managing Director for a further period of Five years from 22 <sup>nd</sup> March 2020.	Ordinary

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 –**

		Voter count	No of votes	% to total valid votes
Postal ballot	In favour	359	30579	98.58
	Against	9	441	1.42
	Invalid	41	4261	
E-voting	In favour	125	17610379	99.96
	Against	12	6963	0.04
	Invalid	1	82	
Total	In favour	484	17640958	99.96
	Against	21	7404	0.04
	Invalid	42	4343	

Since 176,40,958 votes were in favour of aforesaid Ordinary Resolution (constituting 484 in number) of the total number of net valid votes cast as per summary above, we hereby report that the above said resolution is passed as Ordinary resolution.

*B. Chandrasekhar*



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  
UDIN NO: A020879A000614956