

Report of Scrutinizer

To,

Mr. N.P. Vijay Kumar, Chairperson of the NCLT Convened Meeting of Secured Creditors of VS Investments Private Limited held on 16th December 2022, at 2:00 pm (IST) through Video Conferencing or Other Audio-Visual Means (VC/OAVM).

Dear Sir,

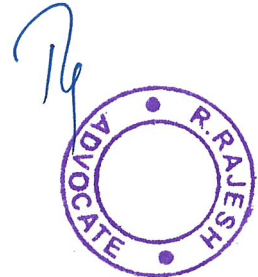
I R Rajesh, Advocate, has been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench, vide order dated 9th November 2022 [in CA(CAA)/61(CHE)/2022] to provide assistance to the Chairperson of NCLT Convened Meeting ("the meeting") of the Secured Creditors of VS Investments Private Limited ("Company") held on 16th December, 2022 at 2:00 pm (IST) through Video Conferencing or Other Audio-Visual Means as per the framework issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), for the purpose of scrutinizing the votes on Remote e-Voting and e-Voting during the Meeting carried out as per Rule 6(3)(xi) read with Rule 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CAA Rules), Rule 20 of the Companies (Management and Administration) Rules, 2014 (MGT Rules), and the directions of the Hon'ble NCLT, Chennai Bench, on the resolution as placed before the meeting for approval of Composite Scheme of Arrangement amongst Sundaram-Clayton Limited ("Transferee Company" or "Demerged Company" or "SCL") and TVS Holdings Private Limited ("Transferor Company 1") and VS Investments Private Limited ("Transferor Company 2") and Sundaram-Clayton DCD Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") as proposed under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

National Securities and Depository Limited (NSDL) has been appointed for providing VC/OAVM facility and e-Voting facility both prior to as well as during the Meeting. The Secured Creditors of the Company as on "cut off" date for e-Voting i.e., 31st October, 2022 ("cut-off date") were entitled to vote on the resolution stated in the Notice of the Hon'ble NCLT Convened Meeting. We were informed that there were 4 Secured Creditors with an outstanding amount of Rs. 16,00,00,00,000/- as on cut-off date.

Further to the above, we submit our report as under:

A. For Remote E-voting:

- i. The remote e-Voting period remained open from Tuesday, 13th December 2022 from 9.00 a.m. (IST) to Thursday, 15th December 2022 upto 5.00 p.m. (IST);



- ii. The votes cast through Remote e-Voting were subsequently unblocked by me on 16th December, 2022 at 2.30 p.m. after the conclusion of the meeting, in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.



Mr. S. Rangarajan



Mr. M. Bhaskar

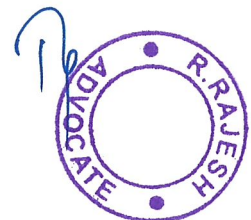
- iii. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

B. For e-Voting during the Meeting:

- i. The e-Voting was conducted on the resolution placed before the NCLT Convened Meeting of Secured Creditors of the Company conducted through VC / OAVM.
- ii. Secured Creditors were also explained the modalities and other relevant instructions for casting their vote on e-Voting during the meeting.
- iii. The e-Voting during the meeting was conducted to enable the Secured Creditors of the Company who have attended the meeting through VC/OAVM and had not cast their vote through Remote e-Voting facility.
- iv. After ensuring that all the Secured Creditors who desire to cast their vote through e-Voting at the meeting have exercised their right to vote and after seeking permission from the Chairperson of the Meeting, e-Voting during the meeting was closed / blocked.
- v. The votes cast during the meeting were subsequently unblocked by me after the conclusion of the meeting and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations received/available with the Company.

Thereafter, based on the scrutiny of the electronic ballots (both for the Remote E-voting and E-voting during the meeting), details of Secured Creditors, who have voted "For", "Against" the resolution permitted for e-Voting, were prepared based on reports generated from the website of NSDL and scrutiny thereof. As the voting was conducted through e-Voting on the e-Voting platform of NSDL, the E-ballots as available were scrutinized Folio Wise. There was no material change in the voting result due to this process.

Each Secured Creditors could opt for only one mode of e-Voting i.e., either by Remote e-Voting or e-Voting during the Meeting. If the Secured Creditors opted for Remote e-Voting, then he was allowed to attend the Meeting but was not allowed to vote during the Meeting.



Based on such scrutiny of the Remote E-voting & E-voting during the meeting, the details of E-ballots received are tabulated as under:

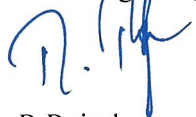
Particulars	Number of Ballots	Total debt held by Secured creditors (in Rs.)
Total E-Ballots received (Remote E-voting)	4	1600,00,00,000
Total E-Ballots received (E-voting during the Meeting)	Nil	Nil
Total E-Ballots received	4	1600,00,00,000
Less: Invalid E-Ballots	Nil	Nil
Total Valid E-Ballots (Remote E-voting + E-voting during the Meeting)	4	1600,00,00,000

Results of the e-Voting is given below:

Nature of Votes	Number of Secured creditors voted	% of total number of Secured creditors voted	Number of votes cast by them (In terms of Value of Debt) (In Rs.)	% of total number of votes cast by them (In terms of Value of Debt)
Favour	4	100	1600,00,00,000	100
Against	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	4	100	1600,00,00,000	100

You may accordingly report the result of voting to the Hon'ble NCLT, Chennai Bench. The list of Secured Creditors who voted "For", "Against" and all other relevant electronic records relating to remote e-Voting and e-Voting at the Hon'ble NCLT convened meeting are being handed over separately by us.

Thanking You,



R Rajesh

Advocate

Place : Chennai

Date : 16th December 2022

