



Sundaram-Clayton Limited

Registered Office:
"Chaitanya",
No. 12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai – 600006
PH: 044 28332115

5th May 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrip code: 520056

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. 1/C, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip code: SUNCLAYLTD

Dear Sirs,

Reg : Intimation of the results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015)

Please refer to our letter dated 24th March 2021, informing about the proposal to seek the approval of the shareholders of the Company by way of ordinary resolution, through postal ballot / e-voting for appointment of Mr Rajesh Narasimhan, Director, for holding office or place of profit in TVS Motor (Singapore) Pte Limited, a subsidiary of the Company, or such other position in the Company / Subsidiary / Associate of the Company.

Pursuant to Regulation 44 and Regulation 30 of the SEBI (LODR) 2015, we send herewith the announcement of the results (Annexure – 1) and consolidated scrutinizer report (Annexure – 2) of the postal ballot including e-voting.

We also wish to inform you that aforesaid resolution has been approved by the shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you,

For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary
Encl : a/a

SUNDARAM-CLAYTON LIMITED

Annexure - 1

Results of voting through electronic means and postal ballot

Date of Postal Ballot	05-05-2021
Total number of shareholders on record date (26/03/2021)	18,279
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	Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit
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	1,51,74,060	100.0000	1,51,74,060	-	100.0000	-
Public-Institutions	E-Voting	30,14,241	25,45,051	84.4342	20,77,310	4,67,741	81.6215	18.3785
	Postal Ballot		-	-	-	-	-	-
	Total	30,14,241	25,45,051	84.4342	20,77,310	4,67,741	81.6215	18.3785
Public- Non Institutions	E-Voting	20,43,784	2,55,225	12.4879	2,55,077	148	99.9420	0.0580
	Postal Ballot		8,635	0.4225	8,431	204	97.6375	2.3625
	Total	20,43,784	2,63,860	12.9104	2,63,508	352	99.8666	0.1334
Total		2,02,32,085	1,79,82,971	88.8834	1,75,14,878	4,68,093	97.3970	2.6030



B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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Chennai – 600026
REGN NO P2017TN065700

E-mail: bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

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 Ordinary Resolution of the Companies Act, 2013 (the Act)

Dear Sir,

Please refer to your letter dated 24th March 2021 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 31 st March 2021 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 26 th March 2021. 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 30 th March 2021. 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 1 st April 2021 in English Newspaper "Business Standard" & 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 4 th May 2021 (5.00 P.M). In case of E voting, members

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Date: 2021.05.05
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	were requested to cast their votes electronically on or before 4 th May 2021 (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 the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 26 th March 2021 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 4 th May 2021 after 5.00 P.M. No duplicate votes were found.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 4 th May 2021, 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 4 th May 2021. As confirmed by RTA, 392 postal ballot forms were returned undelivered and 732 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	Approving the appointment of Mr Rajesh Narasimhan, Director for holding office or place of profit	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	95	8431	97.6375
	Against	3	204	2.3625
	Invalid	5	390	
E-voting	In favour	147	17506447	97.3969
	Against	22	467889	2.6031
	Invalid	1	17709	
Total	In favour	242	17514878	97.3970
	Against	25	468093	2.6030
	Invalid	6	18099	

Since 17514878 votes were in favour of aforesaid Ordinary Resolution (constituting 242 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 an Ordinary 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,

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C Anuradha
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No.p 21407
UDIN NO: A038746C000241951