



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

25th December 2024

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Equity Scrip code: 544066

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Equity Scrip code: SUNCLAY

Dear Sir / Madam,

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")

Ref. : Our letter dated 25th November 2024

We refer to our letter dated 25th November 2024, intimating that a postal ballot notice was sent to the shareholders of the Company to seek their consent by way of ordinary resolution for approval for re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025.

In this regard, we enclose herewith the announcement of the results (**Annexure-1**) and scrutinizers report (**Annexure-2**), pursuant to Regulations 44 and 30 of the SEBI (LODR) 2015.

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

Date and time of event: 25th December 2024 at 06:30 p.m. (IST).

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,

For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary
Encl.: a/a

Voting results

Record date	22-11-2024
Total number of shareholders on record date	23145
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution(1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025				
Category	Mode of voting	No. of shares held	No. of votes	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	13647151	13647151	100.0000	13647151	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13647151	13647151	100.0000	13647151	0	100.0000
Public-Institutions	E-Voting	4487280	3987384	88.8597	3424782	562602	85.8904	14.1096
	Poll							
	Postal Ballot (if applicable)							
	Total		4487280	3987384	88.8597	3424782	562602	85.8904
Public- Non Institutions	E-Voting	3911731	993086	25.3874	992405	681	99.9314	0.0686
	Poll							
	Postal Ballot (if applicable)							
	Total		3911731	993086	25.3874	992405	681	99.9314
Total		22046162	18627621	84.4937	18064338	563283	96.9761	3.0239

SCRUTINIZER'S REPORT

To

The Chairman,
SUNDARAM -CLAYTON LIMITED
(formerly Sundaram Clayton DCD Limited)
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam Chennai 600006

Subject: Passing of resolution by means of Postal Ballot through E-voting process in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, framed thereunder with regard to the Ordinary Resolution under Companies Act 2013

Dear Sir,

Please refer to your resolution dated 12th November 2024 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through e-voting process for passing Ordinary resolution in respect of item mentioned elsewhere in this report in line with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 5, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs.

As per the information furnished by the Company and after carrying out the scrutiny of the e-voting by the Members of the Company, we hereby submit our report as under:

1.1	The Company on 25 th November 2024, completed dispatch of the Notice of Postal Ballot dated 12 th November 2024 along with explanatory statement, to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 22 nd November 2024. The Notice was sent to the members in electronic form only to those members whose e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members were given the option to
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	vote electronically on the e-voting platform, provided by the National Securities Depository Limited (NSDL). As confirmed by RTA/Company, notices were sent to 21857 emails sent to the shareholders, out of which 2089 emails got bounced.
1.2	The company had given Public Advertisement, with respect to dispatch of postal ballots, which was published on Business Standard and Makkal Kural dated 26 th November 2024. In this Notice, Members were informed about the availability of the notice in the Websites of the Company, NSDL and the Stock Exchanges and the facility to write to the RTA to get a copy through E-mail. The required paper advertisement, also inter alia, sought updation of mail ids by those shareholders who had not updated the details.
1.3	In terms of the Notice, the E-voting commenced on 26 th November, 2024 [9.00 A.M] to 25 th December, 2024 [5.00 P.M]
1.4	Particulars of votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	RTA has confirmed that votes cast by e-voting were matched with the Register of Members of the company/ list of beneficiaries.
1.6	All votes cast through e-voting up to 5.00 PM on 25 th December, 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
1.7	The votes downloaded from the e-Voting system were collated on 25 th December 2024 after 5.00 P.M.

2. A gist of the resolution placed for voting by e-voting process is given below:

S. No	Resolution	Nature of Resolution
1	Re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025	Ordinary

A summary of the voting by e-voting for the above resolutions are given below:

Resolution no 1 Re-appointment of Dr. Lakshmi Venu (holding DIN: 02702020), as Managing Director for a further period of 5 (five) years from 22nd March 2025		Voter Count	No of votes	% to total valid votes
E-voting	In favour	299	18064338	96.98
	Against	25	563283	3.02
	Valid Votes	324	18627621	100.00
	Invalid	NIL	NIL	

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CHANDRA


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B CHANDRA
Date: 2024.12.25
18:28:00 +05'30'

Since the number of votes cast in favour exceeded the number of votes cast against in respect of resolution number 1, we hereby report that the resolution was duly passed with requisite majority as an Ordinary resolution.

- 3 You may accordingly declare the result of the evoting as having been passed with requisite majority which shall be deemed to have been passed on 25th December 2024.
- 4 The e-voting data and all other connected records relating to the aforesaid e-voting process received are under our 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,

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CHANDRA  Digitally signed
by B CHANDRA
Date: 2024.12.25
18:28:11 +05'30'

B Chandra
Partner
B CHANDRA AND ASSOCIATES
Company Secretaries in Practice
CP No. 7859
UDIN A020879F003488112
Date 25.12.2024