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

Sundaram-Clayton Limited

28th July 2026

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

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

Dear Sir/Madam,

Subject : Voting Results and Scrutinizer's Report for the 9th Annual General Meeting (AGM) held on 28th July 2026

Reference : Our letter dated 28th July 2026

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at the 9th Annual General Meeting (AGM) of the Company held on Tuesday, 28th July 2026 through Video Conferencing:

(a) Voting results of the AGM (Annexure -I); and

(b) Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Annexure -II).

All Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Notice board and on the websites of the Company and NSDL.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Sundaram-Clayton Limited**

Dev Kishan P D
Digitally signed by Dev Kishan P D
Date: 2026.07.28 19:33:41 +05'30'

P D Dev Kishan
Company Secretary

Encl.: a/a

Voting results	
Record date	22-07-2026
Total number of shareholders on record date	24459
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	95
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March 2026 and the reports of the Board of Directors and the Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against 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	13026886	13026886	100	13026886	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	13026886	13026886	100	13026886	0	100	0
Public- Institutions	E-Voting	4766341	4531285	95.0684	4531285	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4766341	4531285	95.0684	4531285	0	100	0
Public- Non Institutions	E-Voting	4252935	1298499	30.5318	1298098	401	99.9691	0.0309
	Poll							
	Postal Ballot (if applicable)							
	Total	4252935	1298499	30.5318	1298098	401	99.9691	0.0309
Total		22046162	18856670	85.5327	18856269	401	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr R Anandakrishnan as Director, who retires by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against 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	13026886	13026886	100	13026886	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	13026886	13026886	100	13026886	0	100	0
Public- Institutions	E-Voting	4766341	4531704	95.0772	4531704	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4766341	4531704	95.0772	4531704	0	100	0
Public- Non Institutions	E-Voting	4252935	1298249	30.526	1297848	401	99.9691	0.0309
	Poll							
	Postal Ballot (if applicable)							
	Total	4252935	1298249	30.526	1297848	401	99.9691	0.0309
	Total	22046162	18856839	85.5334	18856438	401	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors for a term of five consecutive years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against 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	13026886	13026886	100	13026886	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	13026886	13026886	100	13026886	0	100	0
Public- Institutions	E-Voting	4766341	4531704	95.0772	1940679	2591025	42.8245	57.1755
	Poll							
	Postal Ballot (if applicable)							
	Total	4766341	4531704	95.0772	1940679	2591025	42.8245	57.1755
Public- Non Institutions	E-Voting	4252935	1298249	30.526	1297836	413	99.9682	0.0318
	Poll							
	Postal Ballot (if applicable)							
	Total	4252935	1298249	30.526	1297836	413	99.9682	0.0318
Total		22046162	18856839	85.5334	16265401	2591438	86.2573	13.7427
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to M/s C S Adawadkar & Co, Practising Cost Accountant as Cost Auditor for the Financial Year 2026-27				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against 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	13026886	13026886	100	13026886	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	13026886	13026886	100	13026886	0	100	0
Public-Institutions	E-Voting	4766341	4531704	95.0772	4531704	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4766341	4531704	95.0772	4531704	0	100	0
Public- Non Institutions	E-Voting	4252935	1298249	30.526	1297715	534	99.9589	0.0411
	Poll							
	Postal Ballot (if applicable)							
	Total	4252935	1298249	30.526	1297715	534	99.9589	0.0411
Total		22046162	18856839	85.5334	18856305	534	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
Regn. No : P2017TN065700

FORM NO. MGT - 13

Report of the Scrutinizer(s) ***[Pursuant to section 108 of the Companies Act, 2013and rule 20*** **of the Companies (Management and Administration) Rules, 2014** ***as amended upto date]***

Dated 28.07.2026

To

The Chairman,
of the Nineth Annual General Meeting of Sundaram-Clayton Limited - held on July 28, 2026 at 2.30 PM [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual Means.

Subject: Voting at Annual General Meeting – Ordinary Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B. Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the Board resolution dated 14th May 2026 for the purpose of remote e-voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the Nineth Annual General Meeting of Sundaram -Clayton Limited, held on July 28, 2026 at 2.30 PM (IST) in line with the Circular Nos 14/2020 dated April 8 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13,2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 on the below mentioned resolutions, hereby submit my report as under:

B Chandra

B. CHANDRA & ASSOCIATES Company Secretaries

AG 3, RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026.

E-mail : bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P : 9840276313, 9840375053
Phone : 044-23620157

a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on July 2, 2026. Subsequently, the Notice was also placed on the website of the Company. The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Hindu Tamil vernacular newspaper on June 5, 2026. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" on July 3, 2026 and a vernacular newspaper "Hindu Tamil" on the same date.
c.	The remote e-voting period commenced on July 25, 2026 at 9:00 AM and ended on the close of July 27, 2026 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on July 27, 2026 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked inthe presence of two witnesses on July 28, 2026.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 15 minutes voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM evoting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended from time to time

B. CHANDRA & ASSOCIATES Company Secretaries

B Chandra

One shareholder had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	Adoption of Standalone & Consolidated audited financial statements for the year ended 31st March 2026	Ordinary
2	Re- appointment of Mr R Anandakrishnan (holding DIN 07806173), as Director who retires by rotation.	Ordinary
3	Re- appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company for a second term of five consecutive years commencing from 9th Annual General Meeting	Ordinary
4	To ratify remuneration paid to C S Adawadkar & Co, Practicing Cost Accountants for the financial year ending 31st March 2027	Ordinary

On the conclusion of the Annual General Meeting and after the 15 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked in the presence of two witness and were available for viewing by the undersigned.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

REMOTE EVOTING AND VOTING DURING AGM							
Resolution No	Count Of Votes Cast in Favour	Number Of Votes Cast in Favour	Count Of Votes Cast Against	Number Of Votes Cast Against	Total Valid Votes	Assent %	Dissent %
1	172	18856269	2	401	18856670	99.998	0.002
2	172	18856438	2	401	18856839	99.998	0.002
3	167	16265401	7	2591438	18856839	86.257	13.743
4	170	18856305	4	534	18856839	99.997	0.003

Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in S Nos.1-4, I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

B. CHANDRA & ASSOCIATES Company Secretaries

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman ofthe Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,

B Chandra

B.CHANDRA & ASSOCIATES
Company Secretaries

B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
UDIN: A020879H000958189