



Sundaram-Clayton Limited

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

2nd 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 : Notice of the 9th Annual General Meeting of the Company

In furtherance to our letter dated today, please find enclosed the Notice for convening the 9th Annual General Meeting of the Company on Tuesday, 28th July 2026 at 2.30 P.M. (IST) via Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The copy of the same is also available on the website of the Company viz., www.sundaram-clayton.com.

Date and time of occurrence of event: 2nd July 2026 at 05.46 PM (IST).

This is for your kind information.

Thanking you,

Yours faithfully,
For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary

Encl.: a/a

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Company (AGM) will be held on Tuesday, the 28th July 2026 at 02.30 p.m. [Indian Standard Time (IST)] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements for the year ended 31st March 2026, together with the Board's Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Mr R Anandakrishnan (holding DIN 07806173), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, having Firm Registration No. 007761S allotted by The Institute of Chartered Accountants of India, be and are hereby re-appointed as Statutory Auditors of the Company

for a second term of five consecutive years to hold office from the conclusion of this 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company on such terms and conditions including remuneration as may be approved by the Board of Directors on the recommendation of the Audit Committee, from time to time during their tenure of appointment, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them."

SPECIAL BUSINESS

4. **Ratification of Cost Auditor's Remuneration**

To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of ₹ 5,00,000/- (Rupees five lakhs only) plus applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them, payable to M/s C S Adawadkar & Co, Practicing Cost Accountants, having Firm Registration No. 100401 allotted by The Institute of Cost Accountants of India, who were re-appointed as Cost Auditors of the Company for the financial year ending 31st March 2027 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby ratified."

By order of the Board of Directors

Chennai
14th May 2026

Registered office:
"Chaitanya"
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.

P D Dev Kishan
Company Secretary

Sundaram-Clayton Limited

(Formerly known as Sundaram-Clayton DCD Limited)

Mode of AGM

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, and General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars"), has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") until further notice. In compliance with the provisions of the Companies Act, 2013 ("the Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM. National Securities Depository Limited ("NSDL") will provide the necessary facilities for members in connection with the Annual General Meeting, including voting through remote e-Voting, participation in the AGM via VC/OAVM, and e-Voting during the AGM.

Proxy and Authorised Representatives

2. Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives as Members to attend the AGM through VC/ OAVM and participate and cast their votes through e-Voting.

Attendance

3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
4. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on "first come first served" basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.

Electronic Dispatch & Communication

5. Pursuant to the Circulars issued by MCA and SEBI, the Notice of the AGM and the Annual Report for the year 2025-26, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form: Please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to the Company's email address einward@integratedindia.in.

- b. For Members holding shares in demat form: Please update your email address through your respective Depository Participant/s.

Further, as per Regulation 36(1)(c) of the Listing Regulations, hard copy of the Annual Report for the FY 2025-26 will be given to those shareholders who request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report, may write to the Company at corpsec@sundaramclayton.com, requesting for the same by providing their holding details.

For members who have not registered their email address with the Company, a letter containing the web-link, along with the exact navigation path for accessing the Annual Report, will be provided to enable convenient access.

6. Members may kindly note that the Company's Annual Report as well as the Notice convening the AGM have been uploaded on the website of the Company at www.sundaram-clayton.com and are also accessible on the websites of the Stock Exchanges, viz., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) for download. In addition, the AGM Notice will be made available on the website of NSDL (www.evoting.nsdl.com), being the agency providing the remote e-Voting facility.

Statement of Material Facts

7. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.

Inspection of documents

8. All documents referred elsewhere in the Annual Report will also be available for inspection from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to corpsec@sundaramclayton.com.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, 2013 and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

Voting

10. Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.
11. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-Voting').

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

12. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company / Register of Beneficial Owners maintained by Depositories will be entitled to vote.
13. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, ('the Rules') and Regulation 44 of the Listing Regulations, the Company has provided facility to exercise votes through electronic voting system to the Members holding shares as on 22nd July 2026 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of the Members entitled to participate in the e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.
14. The voting rights of the Members / Beneficial Owners will be reckoned on the Equity Shares held by them as on Cut-off date. Members as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting at the meeting.
15. M/s. B Chandra & Associates, Practising Company Secretaries, (Reg. No. P2017TN065700), Chennai, has been appointed as the Scrutinizer to scrutinize the Voting during the meeting and remote e-Voting process in a fair and transparent manner.
16. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized in this regard, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
17. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sundaram-clayton.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

18. **Remote e-Voting Schedule**

Cut-off date	Wednesday, 22 nd July 2026
Remote e-voting period	Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location
Start Date and Time	Saturday, 25 th July 2026 at 9:00 A.M. (IST)
End Date and Time	Monday, 27 th July 2026 at 5:00 P.M. (IST).

The instructions for remote e-Voting and voting at the meeting are as under:

During the remote e-Voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e- Voting facility can vote on those resolutions during the AGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

<p>Individual Shareholders holding securities in demat mode with NSDL. (continued)</p>	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>	<p>Individual Shareholders holding securities in demat mode with CDSL. (continued)</p>	<p>virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website HYPERLINK “http:// www.cdslindia.com”www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining</p>	<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN card, self attested scanned copy of Aadhaar Card by email to einward@integratedindia.in

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self attested scanned copy of PAN card, self-attested scanned copy of AADHAAR Card to einward@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
2. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, Members can see link of "VC/ OAVM link" placed under "Join meeting" menu against the Company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link

for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, email ID, mobile number at corpsec@sundaramclayton.com from 23rd July 2026 (9.00 A.M. (IST)) to 26th July 2026 (5.00 P.M. (IST)).
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members can submit questions with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address corpsec@sundaramclayton.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Other instructions on voting:

- a) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail: bchandraandassociates@gmail.com with a copy marked to e-mail of NSDL: evoting@nsdl.com. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

- d) In case of any queries, Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 and send a request to NSDL official, Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.

Dividend related Information

19. Members holding shares in dematerialised form are hereby informed that the bank particulars registered with their respective Depository Participants (DPs), with whom such demat accounts are maintained, will be utilised by the Company for the purpose of dividend payment. Accordingly, any change in address and/or bank mandate must be intimated by such members directly to their DPs, as neither the Company nor its Registrar and Transfer Agent is authorised to act upon requests received directly in this regard.
20. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details / documents by email to reach the Company's email ID viz., corpsec@sundaramclayton.com or the email ID of RTA viz., einward@integratedindia.in.
- (a) Signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
- i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - iv. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - v. Self-attested scanned copy of the PAN Card; and
- (b) Self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
21. Pursuant to SEBI requirements, effective 1st April, 2024, dividend payments by companies shall be made only through electronic mode. Accordingly, members whose folios are not updated with PAN, KYC particulars, or nomination details are requested to furnish the requisite information by submitting the prescribed ISR Forms before the notified cut-off date, so as to ensure timely credit of dividend to their accounts.
22. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 and as re-enacted under the Income Tax Act, 2025 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the

Company's email address einward@integratedindia.in along with the documents as stated in Para No. 5(a).

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

23. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of seven consecutive years, to the demat account of IEPF Authority
24. Pursuant to the Composite Scheme of Arrangement, TVS Holdings Limited ("TVSH"), the Demerged Company, transferred its manufacturing division to the Company. In consideration, the Company issued and allotted equity shares to the shareholders of TVSH. As required under law, TVSH had earlier transferred to the Investor Education and Protection Fund ("IEPF") all dividends that remained unclaimed for a continuous period of seven years, together with the corresponding equity shares. The Company's allotment also covered those shares which had been transferred by TVSH to the IEPF, and accordingly, the dividend declared by the Company in respect of such shares was likewise credited to the IEPF.
25. The detailed dividend history, including due dates for transfer to the Investor Education and Protection Fund (IEPF), together with shareholder-wise particulars of unpaid or unclaimed amounts as on 31st March, 2026, is available on the Company's website (www.sundaram-clayton.com/Information.htm) and on the Ministry of Corporate Affairs (MCA) portal (www.mca.gov.in). Members are requested to access the aforesaid links to verify whether any unpaid or unclaimed dividends are outstanding against their holdings and, if so, to contact the Company's Investor Service Department or its Registrar and Transfer Agent for encashment. In cases where dividends and/or shares have already been transferred to the IEPF Authority, members may claim such dividends and/or shares by following the refund procedure prescribed on the IEPF website (www.iepf.gov.in).

Further, the particulars of due dates for the transfer of the unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report.

SEBI mandate on issuance of securities only in demat mode

26. As per Regulation 40 of Listing Regulations, all requests for transfer of securities including transmission and transposition, issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub division/splitting of share certificate; consolidation of share certificates/ folios shall be processed only in dematerialized form Further, Letter of Confirmation ('LOC') were not issued effective 2nd April, 2026 and shares will be credited directly to the shareholder's demat account by the Company/STA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before 2nd April, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

The shares of the Company that were allotted to the shareholders of TVS Holdings Limited, Demerged Company, ("TVSH") in terms of the Composite Scheme of Arrangement, were in dematerialised form only. However, the shareholders who held the shares as physical certificates and if the demat account details were not provided to the Company on their holding in TVSH, on or before the Record Date, the Company issued the corresponding shares in dematerialised form to Beacon Trusteeship Limited, the trustee nominated by the Board of the Company who shall hold these Shares of the Company in trust for the benefit of such shareholders. The shareholders are hereby advised to share the demat account details and KYC documents with the Company / RTA. On receipt of the demat account details and upon verification and validation of the details provided, the entitlement of new shares of the Company will be credited to your demat account.

27. Pursuant to the Composite Scheme of Arrangement, shareholders holding the equity shares and preference shares of the Demerged Company in physical form (hereinafter referred to as "Physical Form"), the entitlement of new shares of the Company was credited to the demat account of the Trustee nominated by the Board viz., Beacon Trusteeship Limited. The preference shares referred to above, were redeemed during the year 2024-25.

You are hereby advised to share your demat account / bank account details and KYC documents with the Company / RTA. On receipt of the documents and upon verification and validation, the entitlement of new equity shares / redemption amount will be credited to the respective demat / bank account.

28. In accordance with the provisions of Article 110 of the Articles of Association of the Company, Mr R Anandakrishnan, Director, will retire by rotation at this AGM and being eligible offers himself for re-appointment.
29. In terms of the Regulation 36(3) of the Listing Regulations read with Secretarial Standards on General Meeting, brief profile of Mr R Anandakrishnan, who is proposed to be re-appointed in this AGM, nature of his expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other directors of the Company along with listed entities from which the Director has resigned in the past three years are provided below:

R Anandakrishnan (Anand), (DIN: 07806173), aged 60 years, has been associated with TVS Motor group since 1988, where he joined as a Graduate Engineer Trainee in Sundaram Clayton Limited - Automotive Products Division. He moved to TVS Motor Company in June 2005, and was till recently the President & Group Head of HR for TVS Motor Group which included TVS Credit Services, TVS Emerald and the other subsidiaries in India and overseas. In this role, he oversaw the implementation of HR strategy, to drive innovation, diversity and enhance employee experience. He was also responsible for reshaping the strategy and execution of TVS Institute of Quality & Management aligning to the Vision 2030 of TVS Motor and the group companies. He also was responsible for driving and adopting the Digital Practice

across TVS Motor. He superannuated from his role on 1st May 2026 and has been retained in a full-time advisory capacity by TVS Motor and seconded to Indian Foundation for Quality Management (IFQM).

In his new role, he Heads the IFQM Academy which is responsible for building learning solutions for Large as well as Small and Medium Enterprises to enhance their competitiveness. IFQM is a Section 8, Not-for -Profit, Industry led movement with a Nation FIRST approach to Catalyze Indian Industries to be Globally Competitive and Export capable through Quality, Innovation & Excellence

Prior to this, Anand was the President-Director of PT TVS Motor Company, Indonesia from 2012 to 2016 and led the turnaround of the company into a profitable business transforming Product, Positioning, Marketing and People strategies.

As an integral part of various companies within the TVS Group, Anand brings with him over 38 years of industry experience in Manufacturing, Sales, Marketing, Business Planning & Strategy, International Business, TQM, Human Resources and Information Technology in varied business environments in India and Overseas. His areas of specialization and interest include Business strategy, TQM, change management, leadership development, organization design and compensation & benefits.

He has held the position of Chairman of the Economic Research Group from 2009 to 2011 and Co-Chairman of Human Capital Group from 2021 to 2023 in Society of Indian Automobile Manufacturers (SIAM)

He continues to represent TVS Motor company on the Boards of Ultraviolette Automotive and PT TVS Motor Company, Indonesia and is a Director on the Board of SCL Properties Private Limited.

After completing his bachelor's in mechanical engineering from Annamalai University in 1987, Anand pursued his post graduate executive MBA from Milton Keynes, UK in 1999 and then from Ross School of Business Michigan, (Global Program for Managers Development) in 2005.

He was appointed as a Non-Executive Director on the Board on 10th November, 2023 in terms of Section 152 (6) of Companies Act, 2013 and is liable to retire by rotation. He holds 5 equity shares of the Company.

He has received a sum of ₹ 0.01 Cr as remuneration by way of sitting fees for attending the meetings of the Board and Committees during the year 2025-26. He will be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees, if any.

He has attended six Board Meetings out of eight Board Meetings held during the year 2025-26. He does not hold any Chairmanship / Memberships of the Committees in other companies.

He has not resigned from any of the listed entities during the last three years.

There is no inter-se relationship with other Directors and Key Managerial Personnel of the Company.

Sundaram-Clayton Limited
(Formerly known as Sundaram-Clayton DCD Limited)

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the ordinary / special businesses mentioned in the accompanying Notice dated 14th May 2026 and shall be taken as forming part of the Notice.

Item No. 3

M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, were appointed as the statutory auditors of the Company for the first term of five years at the Annual General Meeting held on 27th July 2021. The existing term of the Statutory Auditors will get completed at the conclusion of the ensuing Annual General Meeting of the Company and they are eligible for re-appointment in terms of provisions of Section 139(2) of the Companies Act, 2013 (the Act) read with the Rules made thereunder.

Pursuant to Section 139(2)(b) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company can re-appoint an Audit Firm for up to two terms of five consecutive years each. Accordingly, M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants are eligible for re-appointment for a second term of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, (ICAI Firm Registration Number : 007761S) as the Statutory Auditors of the Company to hold office from the conclusion of this 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the shareholders of the Company at a Statutory Audit fee of ₹ 71 Lakhs (Rupees Seventy One Lakhs only) plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2026-27, subject to the approval by the shareholders pursuant to applicable provisions of the Act and rules made thereunder.

M/s. Raghavan, Chaudhuri & Narayanan, Chartered Accountants, is a partnership firm of Chartered Accountants with office in Bengaluru offering over four decades of professional experience in Audit, Assurance, Taxation, Corporate Advisory, and International Business Support. The firm is headed by senior partners with extensive experience in statutory audits of listed and large corporate entities. The firm services clients across diverse sectors including Automobiles, Aerospace, Technology, Retail, Real Estate, Financial Services, and Multinational Groups, with a wide international client presence spanning the USA, UK, Europe, and Asia.

The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The proposed fees will be in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee from time to time.

M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, have furnished their consent to act as Statutory Auditors

in terms of Section 139 of the Act and have also provided a certificate to the effect that their re-appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act. Further, as required under Regulation 33 of the Listing Regulations, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.3 of this Notice.

The Board recommends their re-appointment and accordingly, the approval of the Members is being sought by means of an Ordinary Resolution.

Item No. 4

In terms of Section 148 of the Companies Act, 2013 (the Act, 2013), the Company is required to carry out an audit of cost records maintained for the production of goods covered under the specific Customs Tariff Act headings specified under Table B "Non-regulated sector" of Section 3 of the Companies (Cost Records and Audit) Rules, 2014.

As recommended by the Audit Committee, the Board at its meeting held on 14th May 2026, re-appointed M/s. C S Adawadkar & Co, Practising Cost Accountant, having Firm Registration No. 100401, as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of ₹ 5,00,000/- (Rupees five lakhs only) as remuneration subject to applicable taxes in addition to reimbursement of travel and out of pocket expenses for the FY 2026-27, subject to ratification by the Shareholders of the Company.

In terms of Section 148 (3) of the Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No.4 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.4 of this Notice, for ratification of remuneration payable to the Cost Auditor of the Company.

By order of the Board of Directors

Chennai
14th May 2026

P D Dev Kishan
Company Secretary

Registered office:
"Chaitanya"
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai - 600 006.