



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

4th April 2026

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,

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

Reference : Our letters dated 26th February 2026 and 5th March 2026

We refer to our letter dated 5th March 2026, 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 (a) Appointment of Mr R Venkatesh (holding DIN: 11569393), as Director of the Company; and (b) Appointment of Mr R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer for a period of 5 (five) years from 1st April 2026.

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 Listing Regulations.

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

Date and time of event: 4th April 2026 at 6:18 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	27-02-2026
Total number of shareholders on record date	23824
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	2

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director of the Company				
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	100.0000	13026886	0	100.0000	0.0000
	Poll	13026886						
	Postal Ballot (if applicable)							
	Total	13026886	13026886	100.0000	13026886	0	100.0000	0.0000
Public- Institutions	E-Voting		4521573	95.2849	4521573	0	100.0000	0.0000
	Poll	4745319						
	Postal Ballot (if applicable)							
	Total	4745319	4521573	95.2849	4521573	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1329920	31.1168	1327941	1979	99.8512	0.1488
	Poll	4273957						
	Postal Ballot (if applicable)							
	Total	4273957	1329920	31.1168	1327941	1979	99.8512	0.1488
Total		22046162	18878379	85.6311	18876400	1979	99.9895	0.0105
Whether resolution is Pass or Not.							Yes	

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 1st April 2026				
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	100.0000	13026886	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		13026886	13026886	100.0000	13026886	0	100.0000
Public-Institutions	E-Voting	4745319	4521573	95.2849	4521573	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		4745319	4521573	95.2849	4521573	0	100.0000
Public- Non Institutions	E-Voting	4273957	1329920	31.1168	1327941	1979	99.8512	0.1488
	Poll							
	Postal Ballot (if applicable)							
	Total		4273957	1329920	31.1168	1327941	1979	99.8512
Total		22046162	18878379	85.6311	18876400	1979	99.9895	0.0105
Whether resolution is Pass or Not.							Yes	



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No.26, Kumaran Colony Main Road,
Vadapalani,
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REGN NO P2017TN065700

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04.04.2026

SCRUTINIZER'S REPORT

To

The Chairman,
SUNDARAM-CLAYTON LIMITED
Chaitanya, No.12, Khader Nawaz Khan Road,
Nungambakkam,
Chennai 600006

Subject: Passing Ordinary resolutions 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 under Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations)

Dear Sir,

Please refer to your resolution dated 26th February 2026 appointing us as the Scrutinizers for the purpose of ascertaining the result of the Postal Ballot through evoting process for passing Ordinary resolutions in respect of item mentioned elsewhere in this report pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act) and 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, 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September 2025 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 5 th March 2026 sent the Notice of Postal Ballot dated 26 th February 2026 along with explanatory statement with material facts by way of email to its members whose names appeared on the Register of Members/list of beneficial owners provided by the Depositories as on 27 th February 2026. Members were given the facility to vote electronically on the e-voting platform, provided by the National Securities Depository Limited (NSDL). For members whose e-mail addresses are not registered, they were requested to send email to Integrated Registry Management Services Pvt. Ltd (RTA).
1.2	The company had given Public Advertisement, which was published on 6 th March 2026 in English Newspaper “Business Standard” & in Tamil Newspaper “Makkal Kural” on the same date. 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 Integrated Registry Management Services Pvt. Ltd (RTA) to get a copy through E-mail.
1.3	In terms of the Notice, the E-voting commenced on 6 th March 2026, at 9:00 A.M. (IST) and ended on 4 th April 2026 at 5:00 P.M. (IST)
1.4	Particulars of all the 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 upto 5.00 PM (IST) on 4 th April 2026, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
1.7	Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries. The votes downloaded from the e-Voting system were collated on 4 th April 2026 after 5.00 P.M. (IST)
1.8	As confirmed by RTA of the Company, 695 emails had bounced.

S. No	Resolution	Nature of Resolution
1	Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director of the Company	Ordinary
2	Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 1st April 2026	Ordinary

B
CHANDRA
Digitally signed by
B CHANDRA
Date: 2026.04.04
18:15:18 +05'30'

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

Resolution 1 - Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director of the Company		Voter Count	No of votes	% to total valid votes
E-voting	In favour	253	18876400	99.99
	Against	12	1979	0.01
	Invalid	NIL	NIL	100
Valid Votes		265	18878379	

Since the number of votes cast in favour exceeded the number of votes cast against in respect of the resolution no 1, we hereby report that the resolution was duly passed with requisite majority as an Ordinary Resolution.

Resolution 2 - Appointment of Mr. R Venkatesh (holding DIN: 11569393) as Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 1st April 2026		Voter Count	No of votes	% to total valid votes
E-voting	In favour	253	18876400	99.99
	Against	12	1979	0.01
	Invalid	NIL	NIL	100
Valid Votes		265	18878379	

Since the number of votes cast in favour exceeded the number of votes cast against in respect of the resolution no 2, 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 voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been passed on 4th April 2026.
- 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,

B CHANDRA
Digitally signed by B CHANDRA
Date: 2026.04.04
18:15:32 +05'30'

B Chandra
Partner B CHANDRA AND ASSOCIATES
CP No. 7859
UDIN A020879H000016127