



Sundaram-Clayton Limited

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

25th May 2026

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

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

Dear Sir/Madam,

Reg : Submission of Annual Secretarial Compliance Report for the year ended 31st March 2026

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2026 issued by M/s. B Chandra & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Sundaram-Clayton Limited**

P D Dev Kishan
Company Secretary

Encl.: a/a



B Chandra & Associates
PRACTISING COMPANY SECRETARIES

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

E-mail: bchandraandassociates@gmail.com
bchandracosecy@gmail.com

Secretarial compliance report of
SUNDARAM -CLAYTON LIMITED
(Formerly known as SUNDARAM -CLAYTON DCD LIMITED)
for the year ended 31.03.2026

We, B Chandra & Associates, Practising Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by SUNDARAM-CLAYTON LIMITED (Formerly known as SUNDARAM-CLAYTON DCD LIMITED) (“the listed entity”)
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2026 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and circulars/ guidelines issued thereunder;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder
- (b) The listed entity has no action to be taken to comply with the observations made in previous reports:
- (c) **Additional Affirmations**

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1	Secretarial Standard The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes Yes	
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are	Yes	

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	accurate and specific which redirects to the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	

S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	***
12	Resignation of Statutory auditors from the listed entities or its material subsidiaries. In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

*** S No 11

- The Board of Directors, in their meeting, held on 27-03-2026, based on the recommendation of the Nomination and remuneration Committee, approved change of Company Secretary, due to the resignation of the incumbent, effective 05-04-2026.
- The Board again met on the 30th March, 2026 and after an elaborate discussion, the resolutions passed for changing the Company Secretary was rescinded and approval granted to the incumbent to withdraw his resignation.
- Intimations to the Stock Exchanges were duly made. There were queries raised by the Stock Exchange pertaining to the Company, Company Secretary of the Company as well as the undersigned (Secretarial auditor for the FY 24-25); the undersigned has responded that the incumbent Company Secretary was formally brought under the rolls of the Company. The Company has further confirmed that from a reporting and seniority perspective, the Company Secretary reports directly to the Chairman of the Board, functions independent of the Executive Directors, and is positioned not more than one level below the Board of Directors and that the appointment and continuation of incumbent as Company Secretary and Compliance Officer is, and has at all times been, fully compliant with Regulation 6(1) of the SEBI (LODR) Regulations, 2015.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. NOT APPLICABLE

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Chennai
Date : 25.05.2026

B
Signature: CHANDRA
Name of Company Secretary in Practice: B Chandra
Partner CP 7859
For B Chandra & Associates
Practising Company Secretaries
Firm Regn No P2017TN065700
Peer Review No 1711/2022
UDIN A020879H000458767

Digitally signed by B
CHANDRA
Date: 2026.05.25
12:46:18 +05'30'