



Sundaram-Clayton Limited

[formerly Sundaram-Clayton DCD Limited]

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

6th August 2025

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 of the 8th Annual General Meeting (AGM) held on 6th August 2025

Reference : Our letter dated 10th July 2025

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following for the businesses transacted at 8th Annual General Meeting (AGM) of the Company held on Wednesday, 6th August 2025 through Video Conference:

- (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**

P D Dev Kishan
Company Secretary

Encl.: a/a

Voting results	
Record date	01-08-2025
Total number of shareholders on record date	23910
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	4
b) Public	97
No. of resolution passed in the meeting	5
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 2025 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	5012172	4598471	91.7461	4598471	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5012172	4598471	91.7461	4598471	0	100	0
Public- Non Institutions	E-Voting	4007104	76967	1.9208	76180	787	98.9775	1.0225
	Poll							
	Postal Ballot (if applicable)							
	Total	4007104	76967	1.9208	76180	787	98.9775	1.0225
Total		22046162	17702324	80.2966	17701537	787	99.9956	0.0044
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 Rajesh Narasimhan 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	5012172	4598890	91.7544	4587913	10977	99.7613	0.2387
	Poll							
	Postal Ballot (if applicable)							
	Total	5012172	4598890	91.7544	4587913	10977	99.7613	0.2387
Public- Non Institutions	E-Voting	4007104	76942	1.9201	76155	787	98.9772	1.0228
	Poll							
	Postal Ballot (if applicable)							
	Total	4007104	76942	1.9201	76155	787	98.9772	1.0228
Total		22046162	17702718	80.2984	17690954	11764	99.9335	0.0665
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 Mr Vivek S Joshi 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	5012172	4598890	91.7544	4587913	10977	99.7613	0.2387
	Poll							
	Postal Ballot (if applicable)							
	Total	5012172	4598890	91.7544	4587913	10977	99.7613	0.2387
Public- Non Institutions	E-Voting	4007104	76942	1.9201	76155	787	98.9772	1.0228
	Poll							
	Postal Ballot (if applicable)							
	Total	4007104	76942	1.9201	76155	787	98.9772	1.0228
Total		22046162	17702718	80.2984	17690954	11764	99.9335	0.0665
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				Appointment of M/s. B Chandra & Associates, Practicing Company Secretaries as Secretarial 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	5012172	4598890	91.7544	4598890	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5012172	4598890	91.7544	4598890	0	100	0
Public- Non Institutions	E-Voting	4007104	76942	1.9201	76154	788	98.9759	1.0241
	Poll							
	Postal Ballot (if applicable)							
	Total	4007104	76942	1.9201	76154	788	98.9759	1.0241
Total		22046162	17702718	80.2984	17701930	788	99.9955	0.0045
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
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 2025-26				
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	5012172	4598890	91.7544	4598890	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	5012172	4598890	91.7544	4598890	0	100	0
Public- Non Institutions	E-Voting	4007104	76942	1.9201	76015	927	98.7952	1.2048
	Poll							
	Postal Ballot (if applicable)							
	Total	4007104	76942	1.9201	76015	927	98.7952	1.2048
Total		22046162	17702718	80.2984	17701791	927	99.9948	0.0052
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 rule section 108 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 06.08.2025

To

**The Chairman,
of the Eighth Annual General Meeting of Sundaram-Clayton Limited (Formerly known as Sundaram-Clayton DCD Limited) - held on August 6, 2025 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, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the Board resolution dated 6th May 2025 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 Eighth Annual General Meeting of Sundaram-Clayton Limited (Formerly known as Sundaram-Clayton DCD Limited), held on August 6, 2025 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 and 09/2024 dated September 19, 2024 on the below mentioned resolutions, hereby submit my report as under:

B Chandra



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.	<p>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 10, 2025. Subsequently, the Notice was also placed on the website of the Company.</p> <p>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 27 , 2025. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
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 11, 2025 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on August 3, 2025 at 9:00 AM and ended on the close of August 5, 2025 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 August 5, 2025 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 in the presence of two witnesses on August 6, 2025.
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



Three shareholders 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 31 st March 2025	Ordinary
2	Re- appointment of Mr. Rajesh Narasimhan (holding DIN 07824276), as Director who retires by rotation.	Ordinary
3	Re- appointment of Mr Vivek S Joshi (holding DIN 09522758), as Director who retires by rotation	Ordinary
4	Appointment of M/s B Chandra & associates Practicing Company Secretaries firm as Secretarial Auditors for a term of five consecutive years to hold office from FY 2025-26 till FY 2029-30	Ordinary
5	To ratify remuneration paid to C S Adawadkar & Co, Practicing Cost Accountants for the financial year ending 31 st March 2026	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	212	17701537	4	787	17702324	99.996	0.004
2	210	17690954	11	11764	17702718	99.934	0.066
3	210	17690954	11	11764	17702718	99.934	0.066
4	211	17701930	5	788	17702718	99.996	0.004
5	208	17701791	8	927	17702718	99.995	0.005

Since the requisite number of votes cast in favour exceeded the number of votes cast

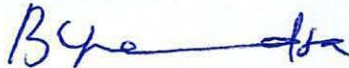


against in respect of resolutions in S Nos.1-5, I hereby report that the above resolutions as passed with requisite majority as Ordinary resolutions.

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 of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,



B CHANDRA,

PARTNER

B CHANDRA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

UDIN: A020879G000949334

