Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
29, Haddows Road,
Chennai - 600 006. India.
Telephone : (044) 28272233
Fax : (044) 28257121

Sundaram-Clayton Limited

01/01/C/02/

13th August 2014

The Manager
Listing department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Scrip code: SUNCLAYLTD

Dear Sir,

Sub: Updates on the proposal for voluntary de-listing of its Equity shares from Madras Stock Exchange Limited (MSE).

We wish to inform you that the Board of Directors, at its meeting held today, has, *inter alia,* approved a proposal for delisting of its Equity shares from the Madras Stock Exchange Limited (MSE), consequent to the voluntary de-recognition and exit of MSE as per the circular dated 30th May 2012 issued by Securities and Exchange Board of India (SEBI).

A communication to this effect received from MSE advising the Company to take necessary steps for delisting of the Company's shares from MSE, by complying with the required formalities, as per the applicable provisions of SEBI (Delisting of Equity Shares) Regulations 2009 (Delisting Regulations) is also enclosed for your information.

We wish to state that the proposed delisting of its shares from MSE will be subject to the compliance of the required formalities, in terms of Delisting Regulations without any exit opportunity to the public shareholders of the Company.

Hence, the Equity shares of the Company will continue to remain listed on BSE Limited, Mumbai (BSE) and the National Stock Exchange of India Limited, Mumbai (NSE), which have nationwide trading terminals.

Accordingly, the Company will be taking necessary steps to complete the formalities of delisting of its equity shares from MSE soon and will update further developments on the status of delisting from MSE. This is for your information and records.

Thanking You,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Cc : Madras Stock Exchange Limited.

MADRAS STOCK EXCHANGE LTD.

ENP-F
SCL

Phone : 25228951 / 52 / 53 / 57 / 4393
Fax : 044-25244897
E-mail Id : info@mseindia.in
Website : www.mseindia.in

040714

Exchange Building :
Post Box No. 183
New No. 30, Second Line Beach,
Chennai - 600 001.
CIN : U67110TN1957PLC058053

12th June 2014

CIN – U67110TN1957PLC058053

THE MANAGING DIRECTOR,
SUNDARAM CLAYTON LTD.
JAYALAKSHMI ESTATE, 5TH FLOOR,
29, HADDOWS ROAD,
CHENNAI-600 006

Dear Sir / Madam,

Greetings from Madras Stock Exchange Limited

At the outset, we express our sincere gratitude for the confidence reposed on us through continued listing of your company Equity Shares with Madras Stock Exchange (MSE). We indeed feel privileged to have you as one of our most valuable listed company with us.

As you may be aware, there have been certain developments at our end in the recent past which have a direct bearing on your listing arrangement with us. We therefore wish to bring to your kind notice in brief, the factual narration of events culminating with our submission of application for voluntary exit as a Stock Exchange to SEBI on 26th May 2014.

On 30th May 2012, SEBI had issued a Circular providing guidelines in respect of exit option to Stock Exchanges if the annual trading turnover on their own platform was less than Rs.1000 Crores and if the Exchange was not able to achieve the prescribed turnover of Rs.1000 Crores on a continuous basis at any time before the expiry of two years from the date of issuance of the circular. The circular stated that such Exchanges may opt for voluntary de-recognition and exit before the expiry of two years else SEBI would proceed with compulsory de-recognition and exit of such Exchanges.

MSE, on its part had taken in all earnestness, the initiative of reviving trading activities by setting up a online trading platform and the platform was also made ready for inspection by SEBI in the beginning of 2013. The inspection of the platform was then carried out by SEBI and the inspection highlighted the absence of a formal agreement between MSE and a registered Clearing Corporation for clearing & settlement of trades and about not having a full fledged online surveillance system.

Although representation from MSE was made to SEBI for seeking in-principle approval for commencement of the trading platform, SEBI did not accede to the request and on 12th March 2014, SEBI sent a formal communication to MSE in this regard. Under the given circumstances, it was felt that the only recourse available to MSE was to seek voluntary surrender of recognition and exit before the deadline of 30th May 2014. Accordingly, MSE had called for an Extra-Ordinary General Meeting on 26th May 2014 wherein a special resolution was passed with majority of the shareholders voted in favour of voluntary de-recognition and exit of MSE.

MADRAS STOCK EXCHANGE LTD.

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New No. 30, Second Line Beach,
Chennai - 600 001.
CIN : U67110TN1957PLC058053

Since the securities of your company are already listed on BSE and/or NSE, you may get the securities delisted from the Madras Stock Exchange by complying with the provisions of SEBI (Delisting of Equity shares) Regulations, 2009. On receipt of your communication on the matter, we shall send the application and the list of documents to be submitted for delisting.

Further, kindly note that till such time SEBI issues order for the de-recognition of MSE or delisting of the securities of your company from the Exchange, the securities of your company will continue to be listed and you are required to comply with the provisions of the Listing Agreement with MSE.

We shall always cherish the long association you had with MSE for all these years and wish to place on record our sincere thanks for the patronage shown to us by extending your valuable support.

For any further assistance, you may contact Mr. P.Sampathkumar, Assistant General Manager or Mr. S. Padmanabhan, Senior Manager of the Listing Department at 044-25218100; E-Mail: agm_listing@mseindia.in, srmgr_listing@mseindia.in or mse.listing@gmail.com

Assuring of our continued services as always,

Yours faithfully,

RAMANATHA N. KOTAGAL
MANAGING DIRECTOR