



Sundaram-Clayton Limited

Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
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01/01/C/02/

21st 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 : Outcome of the proceedings of the 52nd Annual General Meeting (AGM) of the Company held on 21st August 2014.

We wish to inform you that the 52nd annual general meeting of the Company (AGM) concluded today at 'The Music Academy', New No.168 T T K Road, Royapettah, Chennai 600 014. Chairman of the Company, in order to regulate the meeting of the shareholders, provided the facility of voting through 'ballot' papers to all those shareholders and proxy holders, who attended the AGM and who did not participate in E-voting, in proportion to their shareholding, for all the following subjects, as contained in Item Nos.1 to 13 of the Notice of the AGM:

S.No	Items
1	Adoption of audited financial statements including the consolidated financial statements for the year ended 31 st March 2014
2	Re-appointment of Mr.T K Balaji as director, who retires by rotation
3	Re-appointment of Mr. Sudarshan Venu as director, who retires by rotation
4	Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants, Chennai, as Statutory Auditors for the transitional period of three years and fixing their remuneration.
5	Ratification of remuneration payable to Mr. A.N. Raman, Practicing Cost Accountant as Cost Auditor for the financial year 2014-15;
6	Re-appointment of Mr Venu Srinivasan as Managing Director for a further period of five years;
7	Approval for variation in remuneration of Dr Lakshmi Venu, Director-Strategy of the Company.
8 to 13	Appointment of Vice Admiral P J Jacob (Retd.), Mr.V.Subramanian, Mr.S.Santhanakrishnan, Mr.Suresh Kumar Sharma, Mr R Vijayaraghavan and Mr Kamlesh Gandhi, as independent directors for a term of five consecutive years.

**Sundaram-Clayton Limited
Chennai**

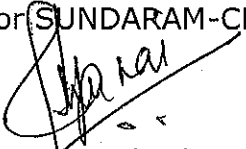
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The details of voting results of the 'physical ballot' and the 'electronic voting' opted by the shareholders on all the resolutions as set out in Item Nos.1 to 13 of the Notice of AGM will be forwarded separately, in the format prescribed under Clause 35A of the Listing Agreement.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED


R Raja Prakash
Company Secretary