



Sundaram-Clayton Limited

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01/02/C/02

26th September 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: Consent of the shareholders for special resolutions, through postal ballot / e-voting as per Section 110 of the Companies Act, 2013– Results of the postal ballot.

Ref: Disclosure in terms of Clause 35A of the Listing Agreement

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Please refer to our letter dated 13th August 2014, informing about the proposal to seek the approval of the shareholders of the Company, by way of special resolutions, through postal ballot / e-voting, for:

- (i) approving a revised limit for exercising the borrowing powers by the board upto Rs.750 crores, in terms of section 180(1)(c) of the Act, 2013 as against the earlier limit of Rs.350 crores, in terms of section 293(1)(d) of the Act 1956; and
- (ii) creating mortgages and/or charges in respect of all or any of the Company's immovable properties and fixed assets comprising land, buildings, plant and machinery, both present and future, and floating charges over the whole or any part of the undertakings of the Company for the purpose of such borrowings by the Company in terms of section 180(1)(a) of the Act, 2013

as set out in the notice of postal ballot dated 13th August 2014, circulated to the shareholders of the Company.

Pursuant to Clause 35A of the Listing Agreement, we send herewith the announcement of the results of postal ballot / e-voting made today on these special resolutions. We also wish to inform you that all the aforesaid special resolutions have been approved by the shareholders more than the requisite majority.

This is for your information and records.

Thanking you,
For SUNDARAM-CLAYTON LIMITED

V N Venkatanathan
Executive Vice President (Finance)

Sundaram - Clayton Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting/ ballot paper are furnished below:

Date of declaration of results: 26th September 2014

Total shareholders as on 14th August 2014 : 15,731

Details of voting on the special resolutions as detailed in the notice of Postal Ballot dated: 13th August 2014

Resolution No. 1	Promoter / Public	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
Approving the borrowing limits upto Rs. 750 Cr in terms of Sections 180(1)(c) and 180(2) of the Companies Act, 2013	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	29,17,084	20,96,223	71.86%	20,96,223	-	100.00%	0.00%
	Public - Others	21,40,941	2,50,851	11.72%	2,45,891	4,960	98.02%	1.98%
	Total	2,02,32,085	1,75,21,134	86.60%	1,75,16,174	4,960	99.97%	0.03%

Resolution No. 2	Promoter / Public	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
Creating a mortgage and / or charge in respect of all or any of the Company's movable / immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013	Promoter and Promoter Group	1,51,74,060	1,51,74,060	100.00%	1,51,74,060	-	100.00%	0.00%
	Public - Institutional holders	29,17,084	20,96,223	71.86%	20,96,223	-	100.00%	0.00%
	Public - Others	21,40,941	2,50,252	11.69%	2,45,170	5,082	97.97%	2.03%
	Total	2,02,32,085	1,75,20,535	86.60%	1,75,15,453	5,082	99.97%	0.03%

