Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
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Chennai - 600 006. India.
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Sundaram-Clayton Limited

01/01/B/12/

24th September 2013

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: Proceedings of the fifty first annual general meeting.

As per clause 31 of the listing agreement, we enclose a copy of the proceedings of the fifty first annual general meeting of the Company held on 27th August 2013 at 'The Music Academy' New No. 168, (Old No. 306), TTK Road, Chennai - 600 014, for your information and records.

Thanking you,

Yours truly,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl: as above

PROCEEDINGS OF THE FIFTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUNDARAM-CLAYTON LIMITED HELD ON TUESDAY, THE 27TH AUGUST 2013 AT 10.35 A.M. AT 'THE MUSIC ACADEMY', NEW NO. 168, (OLD NO. 306), TTK ROAD, CHENNAI 600014

PRESENT

Mr Venu Srinivasan, chairman and managing director
Mr Gopal Srinivasan
Mr T K Balaji, director
Dr Lakshmi Venu, director-strategy
Vice Admiral P J Jacob (Retd.), director
Mr V Subramanian, director
Mr Sudarshan Venu, director
Mr R Vijayaraghavan, director
Mr Kamlesh Gandhi, director

Mr M Balasubramaniyam, Partner
Statutory Auditor
M/s Sundaram & Srinivasan
Chartered Accountants, Chennai

IN ATTENDANCE

Mr H Lakshmanan, executive director
Mr M Muthuraj, president – DCD
Mr V N Venkatanathan,
executive vice-president – finance
Mr K Gopala Desikan, senior vice-president - finance
Mr R Raja Prakash – company secretary

988 members in person and 17 members by proxy

Mr Venu Srinivasan, chairman and managing director, occupied the chair.

Chairman then welcomed the shareholders of the Company and called the meeting to order, as the requisite quorum was present.

With the consent of the shareholders present, the notice convening the fifty first annual general meeting was taken as read. He then informed that the Register of Directors' shareholdings in terms of Section 307 of the Companies Act, 1956 was produced at the commencement of the annual general meeting and it remained open and accessible during the continuance of the said meeting to the shareholders of the Company.

Chairman then requested Mr R Raja Prakash, company secretary to read out the auditors' report to the shareholders for the year ended 31st March 2013. The auditor's report was read by the company secretary. With the consent of the shareholders present, the annexure to auditors' report was taken as read.

Chairman then delivered his address to the shareholders covering various areas such as (i) performance of the vehicle industry and of the Company; (ii) new products developed; (iii) business development; (iv) new initiatives; (v) awards won by the Company; (vi) compliance with minimum public shareholding requirements of 25% by the Company; and (vii) outlook for the current year 2013-14.

Chairman then took up the business mentioned in the notice seriatim.

ORDINARY BUSINESS

(1) ADOPTION OF ACCOUNTS

Mr R Vidyashankar, a member, (Folio No:C10100008510) moved the following resolution as an ordinary resolution:

"RESOLVED THAT the audited balance sheet as at 31st March 2013 and the statement of profit and loss for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting be and the same are hereby approved and adopted."

Mrs Sujatha Balaji, a member, (Folio No: ES5329), seconded the same.

Chairman then invited the members to seek clarifications / queries if any, on the audited accounts. There were queries from shareholders regarding (i) issue of bonus equity shares taking into account the reserves and surplus position of the Company (ii) mode of compliance of minimum public shareholding requirements of 25% (iii) percentage of shares held in dematerialized form (iv) year-wise details of contingent liabilities, etc; (v) reasons for high debts; and (v) business initiatives for 2013-14.

Chairman, thereafter, replied to all the queries raised by them.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

At this stage, Mr Venu Srinivasan, chairman and managing director as chairman vacated the chair and requested Vice Admiral P J Jacob (Retd.), director to preside over the meeting for the next item on the notice, relating to re-appointment of his relative, Mr Gopal Srinivasan as director. Then, Vice Admiral P J Jacob (Retd.), director, occupied the chair and conducted the proceedings.

(2) RE-APPOINTMENT OF MR GOPAL SRINIVASAN AS DIRECTOR

Mr A Gopal, a member, (Folio No: EA2876) moved the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Gopal Srinivasan, director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

Mr R Nagarajan, a member, (Folio No: ER4339) seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

At this stage, Vice Admiral P J Jacob (Retd.), director, vacated the chair and Mr Venu Srinivasan, chairman and managing director, re-occupied the chair and conducted the further proceedings.

(3) RE-APPOINTMENT OF VICE ADMIRAL P J JACOB (Retd.) AS DIRECTOR

Mr S Padmanabhan, a member, (Folio No: EP1982) moved the following resolution as an ordinary resolution:

"RESOLVED THAT Vice Admiral P J Jacob (Retd.), director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

Mr R Nagarajan, a member, (Folio No:ER4339) seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

(4) RE-APPOINTMENT OF MR S SANTHANAKRISHNAN AS DIRECTOR

Mr A S Narasimhan, a member, (Folio No: EA1630) moved the following resolution as an ordinary resolution:

CHAIRMAN'S

"RESOLVED THAT Mr S Santhanakrishnan, director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

Mr R Madhavan, a member, (Folio No:C13080019989) seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

(5) RE-APPOINTMENT OF MR SURESH KUMAR SHARMA AS DIRECTOR

Mrs Sujatha Balaji, a member, (Folio No: ES5329), moved the following resolution as an ordinary resolution:

"RESOLVED THAT Mr Suresh Kumar Sharma, director, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

Mr V Girirajan, a member, (Folio No: N09090001754) seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

(6) RE-APPOINTMENT OF AUDITORS

Mr S Padmanabhan, a member, (Folio No: EP1982) moved the following resolution as an ordinary resolution:

"RESOLVED THAT the retiring statutory auditors M/s.Sundaram & Srinivasan, Chartered Accountants, Chennai having the Firm Registration No. 004207S issued by The Institute of Chartered Accountants of India, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting till the conclusion of the next annual general meeting of the Company on such remuneration as may be fixed in this behalf by the board of directors of the Company."

Mr Pinni Sreenivasulu, a member, (Folio No:N12070013579) seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

CHAIRMAN'S

SPECIAL BUSINESS

(7) APPOINTMENT OF CAPTAIN N S MOHAN RAM AS CONSULTANT IN TVS MOTOR COMPANY LIMITED

Mr R Nagarajan, a member, (Folio No:ER4339), moved the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force), consent be and is hereby accorded to Captain N S Mohan Ram, a relative of Mr T K Balaji, director of the Company, for holding and continuing to hold an office of profit as a consultant in TVS Motor Company Limited (TVSM), a subsidiary of the Company, effective 1st April 2013 on a consolidated salary of Rs.2,00,000/- per month together with perquisites on such terms and conditions as agreed to between him and the subsidiary."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

Mr A S Narasimhan, a member, (Folio No: EA1630), seconded the same.

The resolution was then put to vote and on a show of hands, chairman declared the same as passed unanimously.

As there was no other subject for discussion, chairman thanked the shareholders for their active support and participation in the proceedings and declared the meeting as closed.

27th August 2013

Chairman

CHAIRMAN'S

CANCELLED

CHAIRMAN'S
INITIAL