



Sundaram-Clayton Limited

Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
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Chennai - 600 006, India.
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01/01/C/02/

20th March 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: Consent of the shareholders for special resolutions, through postal ballot as per Section 192A of the Companies Act, 1956 – Results of the postal ballot.

* * *

Please refer to our letter dated 22nd February 2013, informing about the proposal to seek the approval of the shareholders of the Company, by way of special resolutions, through postal ballot, for:

- (i) amending the Articles of Association of the Company to enable the Company for appointing the same individual to hold and occupy both the positions of Chairman and Managing Director / Chief executive officer (CEO) / such other equivalent managerial position thereof in the Company;
- (ii) keeping the statutory registers and documents in terms of Section 163(1) and other applicable provisions of the Companies Act, 1956; and
- (iii) offering and issuing of new Equity Shares of the Company to "Qualified Institutional Buyers" (QIB) under 'Institutional Placement Programme' (IPP) in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and in terms of section 81(1A) of the Companies Act, 1956 for achieving the minimum public shareholding, in terms of rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957.

as set out in the notice of postal ballot dated 8th February 2013, circulated to the shareholders of the Company.

We wish to inform you that all the aforesaid special resolutions have been approved by the shareholders with more than the requisite majority. This is for your information and records.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl : a/a

SUNDARAM-CLAYTON LIMITED
ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT

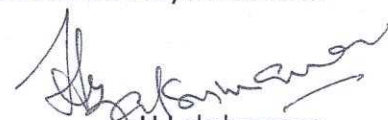
The Company is pleased to announce the results of the following special resolutions passed by way of postal ballot in terms of Section 192A read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, by the shareholders of the Company in the following manner:

Particulars		Number of votes cast for the special resolutions as set out in the Notice dated 8 th February 2013		
		Amending the Articles of Association of the Company in terms of Section 31 of the Companies Act, 1956	Keeping the statutory registers and documents in terms of Section 163 (1) of the Companies Act, 1956	Offering and issuing of new equity shares of the Company to "Qualified Institutional Buyers" (QIB) under 'Institutional Placement Programme' (IPP) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and in terms of section 81(1A) of the Companies Act, 1956 for achieving the minimum public shareholding, in terms of rule 19(2)(b) and 19A of the Securities Contracts (Regulations) Rules, 1957
Total votes of eligible members		1,89,67,584	1,89,67,584	1,89,67,584
Total valid votes exercised		98,58,297	98,57,104	98,57,375
Votes cast for the resolution	In figures	98,55,606	98,55,364	98,53,424
	In %	99.97	99.98	99.96
Votes cast against the resolution	In figures	2,691	1,740	3,951
	In %	0.03	0.02	0.04

The shareholders of the Company have, therefore, approved the above special resolutions with the requisite majority on 20th March 2013, being the date of declaration of the results.

Chennai
20th March 2013

For Sundaram-Clayton Limited


H Lakshmanan
Executive Director