



Sundaram-Clayton Limited

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

30th September 2011

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

Dear Sirs,

Scrip Code : SUNCLAYTON

We hereby notify that the shareholders of the Company, at the forty ninth annual general meeting held today, i.e., on 30th September 2011 at the 'The Music Academy' New No. 168 (Old No. 306), TTK Road, Chennai 600 014, have approved, *inter alia*, the following:

As ordinary business:

1. The audited balance sheet as at 31st March 2011 and the profit and loss account of the Company, for the year ended as on that date, together with the directors' report and the auditors' report thereon.
2. Re-appointment of Mr Gopal Srinivasan, as a director of the Company.
3. Re-appointment of Vice Admiral P J Jacob (Retd.), as a director of the Company;
4. Re-appointment of Mr S. Santhanakrishnan, as a director of the Company;
5. Re-appointment of Mr Suresh Kumar Sharma, as a director of the Company;
6. Re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as statutory auditors of the Company, to hold office from the conclusion of this annual general meeting till the conclusion of next annual general meeting of the Company.

As special business:

7. Variation in terms of appointment and remuneration of Dr Lakshmi Venu, Director - Strategy, effective 1st July 2011.

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8. Payment of commission to non-executive independent directors of the Company, as may be determined by the board of directors of the Company, from time to time, for each financial year, for a period of five years commencing from 1st April 2011, within the overall limit, not exceeding in aggregate 1% of the net profits of the Company;
9. Appointment of Mr Sudarshan Venu, as director of the Company, liable to retire by rotation; and
10. Amendment to Articles of Association of the Company, providing for conducting the meetings of the board / committee through electronic mode.

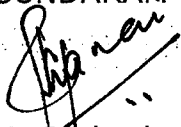
We will arrange to send the amended copy of the Articles of Association of the Company soon.

We will also arrange to send the minutes of the annual general meeting shortly.

This is for your kind information.

Thanking You,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED



R Raja Prakash
Company Secretary