Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
29, Haddows Road,
Chennai - 600 006. India.
Telephone : (044) 28272233
Fax : (044) 28257121

Sundaram-Clayton Limited

01/01/C/02/

18th May 2012

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 : SUNCLAYTON

Dear Sirs,

Ref: Clause 31(d) of the Listing Agreement

We wish to inform you that the meeting of the equity shareholders of the Company, convened as directed by the Hon'ble High Court of Madras, was held today the 18th May 2012 at 10.00 a.m under the Chairmanship of our Chairman and Managing Director, Mr Venu Srinivasan, for approving the 'Composite Scheme of Arrangement' including amalgamation and demerger among Sundaram-Clayton Limited and Ansuha Investments Limited and Sundaram Investment Limited and their respective shareholders, in terms of sections 391-394 of the Companies Act, 1956 (the Scheme). The shareholders of the Company have approved the Scheme in the said meeting.

A copy of the abstract of the poll results announced by the Chairman at the said meeting approving the Scheme is enclosed for your information and records. The Scheme will be further subject to the approval of the Hon'ble High Court of Madras, with or without any modification, as may be deemed fit by the Hon'ble Court.

We will arrange to forward the copy of the proceedings of the aforesaid meeting of the shareholders shortly.

Please acknowledge.

Thanking You,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

R Raja Prakash
Company Secretary

Encl : a/a

ABSTRACT OF POLL RESULTS OF SUNDARAM-CLAYTON LIMITED

COMPOSITE SCHEME OF ARRANGEMENT INCLUDING AMALGAMATION AND DEMERGER AMONG SUNDARAM-CLAYTON LIMITED AND ANUSHA INVESTMENTS LIMITED AND SUNDARAM INVESTMENT LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

POLL AT THE GENERAL MEETING OF THE SHAREHOLDERS CONVENED AS PER THE ORDER OF THE HON'BLE HIGH COURT OF MADRAS DATED 30TH MARCH 2012 IN THE COMPANY APPLICATION NO.334 OF 2012 HELD AT THE MUSIC ACADEMY, CHENNAI ON 18.05.2012 AT 10.00 A.M

S No.	Description		In Numbers Present	No of shares held by them
(1)	***Total No. of persons present and voted***			
	As members	(a)	69	20133758
	As proxies	(b)	237	1426052
	Total	(a+b)=(c)	306	21559810
	Less: Invalid Votes	(d)	1	10
	Total Valid Votes	(c-d)=(e)	305	21559800
(2)	***Out of the total number of persons present (both as members and as proxies)***			
	(a) Voted "for" the scheme	(f)	303	21559200
	Percentage to the total votes polled	(f/e)%	99.34	99.99
	(b) Voted "against" the scheme	(g)	2	600
	Percentage to the total votes polled	(g/e)%	0.66	0.01

(1) _____

(2) _____

Signature of the Scrutineers

Signature of the Presiding Officer

Signature of the Chairman appointed for the meeting

Place : Chennai
Date : 18th May 2012