



Sundaram-Clayton Limited

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

01/01/C/02/

13th August 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,

Reg: Postal ballot as per Section 110 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

Disclosure pursuant to clause 31(c) of the Listing Agreement

* * *

We wish to notify that, the board at its meeting held today, approved, *inter alia*, a proposal to seek the consent of shareholders, by way of passing special resolutions, as per the new requirements, under the Companies Act 2013 (the Act 2013), as against the ordinary resolutions passed earlier, in terms of the earlier requirements under Section 293 of the Companies Act, 1956 (the Act 1956), for the purpose of:

- (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

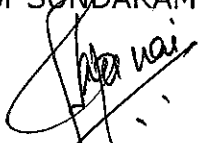
through Postal Ballot / E-Voting Facility, in terms of Section 110 of the Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement.

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Necessary Notice of Postal Ballot under Section 110 of the Act 2013 along with postal ballot form and a self-addressed reply envelope (for which postage will be paid by the Company) will be sent to the shareholders of the Company through electronic means to such of the members whose e-mail addresses are registered with NSDL or CDSL or with the Company and physical copies to those shareholders whose e-mail ids have not been registered either with the Company or with the DPs. We will also arrange to send requisite number of copies of the said notice to the shareholders for your information and records.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

A handwritten signature in black ink, appearing to read 'R Raja Prakash', is written over the typed name.

R Raja Prakash
Company Secretary