

Sundaram-Clayton Limited

Regd. Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006.

Website: www.sundaram-clayton.com; e-mail: corpsec@sci.co.in

Tel: 044-2827 2233 Fax: 044 - 2825 7121 CIN: L35999TN1962PLC004792

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dispatch of Postal Ballot forms

Members are hereby informed that the Company has, on 20th August 2014, dispatched the Notice pursuant to Section 110 of the Companies Act, 2013 (the Act) alongwith Postal Ballot form and self-addressed pre-paid postage envelope in relation to special resolutions as contained in the Notice sent to the members at their registered addresses. The said Notice of Postal Ballot has been sent in electronic mode to the members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same.

The Company has also offered e-Voting facility, for voting in accordance with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement. The Company has engaged National Securities Depository Limited (NSDL) for this purpose. The Board of Directors of the Company has appointed Mr.K.Sriram, Practicing Company Secretary, Chennai, as Scrutinizer for conducting the Postal Ballot / e-Voting in a fair and transparent manner.

Members are therefore requested to carefully read the instructions printed for voting through postal ballot / e-Voting on the Postal Ballot Form. Members are also requested to note the following:

1	Statement on business transacted by Postal Ballot/ e-Voting	Approving the borrowing limits upto Rs.750 Cr and creating mortgage and/or charge in respect of all or any of the Company's movable/immoveable properties
2	Date of completion of dispatch of Notice	20.08.2014
3	Date of commencement of voting through Postal Ballot or by electronic mode.	25.08.2014
4	Date of end of voting through Postal Ballot or by electronic mode. Any Postal Ballot form received from members beyond the said date will not be valid.	23.09.2014
5	Date of declaration of results of the voting through Postal Ballot and by electronic mode by the Company.	26.09.2014
6	Website details of the Company / Agency, where the Notice of Postal Ballot is displayed.	www.sundaram-clayton.com / www.evoting.nsdl.com
7	Contact details of the person responsible to address the grievances connected with Postal Ballot/ e-Voting	Postal Ballot: Mr.K.Sriram, Scrutinizer Email ID: skoo.cs@gmail.com Telephone no: 044-2431 5579 e-Voting: Mr.Rajiv Ranjan, Asst. Manager, NSDL Email IDs: www.evoting.nsdl.com or rajivr@nsdl.co.in and at the following telephone nos: 022-2499 4600/022-2499 4738

Members are also requested to note that if they have not received the Postal Ballot Forms, they may apply to the Company and obtain a duplicate thereof.

Chennai
21st August 2014

/By Order of the Board/
For Sundaram - Clayton Limited
R Raja Prakash
Company Secretary

Business Line
Dated
22.08.2014