

Sundaram-Clayton Limited

Registered Office: "Javalakshml Estates" 29, Haddows Road, Chennai - 600 006, Tamilnadu, India. Telephone: +91-44-28272233 Fax: +91-44-28257121

11th April 2019

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street. Mumbai 400 001.

Scrip code: 520056

National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. Scrip code: SUNCLAYLTD

Dear Sir,

Compliance certificate pursuant to Regulation 7 (3) of the Req: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We attach herewith Compliance Certificate in terms of Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period from 1st October 2018 to 31st March, 2019.

We request you to take this on Record.

Thanking you,

Yours faithfully, For SUNDARAM-CLAYTON LIMITED

R Rajar ∖Pr\akash Company Secretary

Website: www.sundaram-clayton.com Email: corpsec@scl.co.in CIN: L35999TN1962PLC004792

ISIN

: INE105A01035

ScripCode(BSE) : 520056

Symbol (NSE)

: SUNCLAYLTD

Compliance Certificate

[Pursuant to Regulation 7(3) of SEBI (LODR) Regulations, 2015]

I, R Raja Prakash being the Company Secretary of the Company and Mr K Raman Senior Manager - Shares of Share Transfer Department do hereby certify that M/s Sundaram-Clayton Limited having its Registered Office at "Jayalakshmi Estates", No.29 (old No.8), Haddows Road, Chennai 600 006 has its in-house share transfer department for effecting transfer of shares, etc. and is a SEBI Registered Category II Share Transfer Agent bearing Registration No. INR200003942.

The share transfer department of the Company has properly conducted all the activities as prescribed under Regulation 7 (2) of the SEBI (LODR) Regulations, 2015 thereto in relation to both physical and electronic share transfer facility during the period from October 1, 2018 to March 31, 2019.

In our opinion and to the best of our knowledge and information and according to the documents furnished to us, we hereby certify that, the Company has complied with the aforesaid regulations and has maintained all the records of the activities in relation to both physical and electronic share transfer facility.

For Sundaram-Clayton Limited.

For Sundaram-Clayton Limited.

R Raja Prakash

Company Secretary & Compliance Officer

M. No. :13937 Place: Chennai

Date: 11th April 2019

K Raman

Assistant General Manager - Shares

Share Transfer Department

Place: Chennai

Date: 11th April 2019