



Madras Stock Exchange Limited
Bombay Stock Exchange Limited
National Stock Exchange of India Limited

Date.....

Dear Sirs,

We have reviewed the accompanying statement of unaudited financial results of Sundaram-Clayton Limited, having its registered office at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006 for the period ended 31st March 2012 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on 20th April 2012. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial information performed by the Independent Auditor of the Entity*, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For SUNDARAM & SRINIVASAN
CHARTERED ACCOUNTANTS
FRN: 004207S

M Balasubramaniam
Partner

(Membership Number:F7945)

Place : Chennai

Date :

20/4/2012

PART I

STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE QUARTER AND YEAR ENDED 31.03.2012

Rs. in lakhs

Particulars	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in previous year	Year to date figures for current period ended	Previous accounting year ended
	31.03.2012	31.12.2011	31.03.2011	31.03.2012	31.3.2011
	(Unaudited)				(Audited)
	(1)	(2)	(3)	(4)	(5)
1 Income from Operations					
(a) Net sales / Income from operations (net of excise duty)	27136.17	25285.17	21401.94	99021.21	76486.64
(b) Other Operating Income	1271.54	868.48	1167.13	4372.32	4401.53
Total Income from operations (net)	28407.71	26153.65	22569.07	103393.53	80888.17
2. Expenditure					
a. Cost of materials consumed	16099.37	14097.38	11240.29	56662.50	45031.05
b. Purchase of stock-in-trade	0.10	-	-	30.98	127.40
c. Changes in inventories of finished goods, work-in-process and stock-in-trade	(172.01)	133.37	217.88	(925.66)	(3270.42)
d. Employee benefits expense	2504.71	3257.70	2512.45	11972.46	9629.99
e. Depreciation and amortisation expense	1155.23	1264.99	1139.88	4937.22	4083.09
f. Foreign currency monetary item translation difference account	(47.03)	42.30	-	25.97	-
g. Other expenses	7056.04	6398.55	5621.73	25035.45	20602.11
h. Total	26596.41	25194.29	20732.23	97738.92	76203.22
3. Profit from Operations before other income, Finance Costs & Exceptional items (1-2)	1811.30	959.36	1836.84	5654.61	4684.95
4. a. Other income	1165.09	2.56	674.52	2460.58	1986.13
b. Foreign currency monetary item translation difference account	-	-	21.74	-	67.25
5. Profit from ordinary activities before finance costs & Exceptional items (3+4)	2976.39	961.92	2533.10	8115.19	6738.33
6. Finance Costs (net of income)	862.75	957.94	531.49	3553.73	2212.49
7. Profit from ordinary activities after finance costs but before Exceptional items (5-6)	2113.64	3.98	2001.61	4561.46	4525.84
8. Exceptional Items net (income)	452.50	1832.04	-	2534.45	-
9. Profit (+) / Loss (-) from Ordinary Activities before tax (7+8)	2566.14	1836.02	2001.61	7095.91	4525.84
10. Tax expense	273.00	253.36	429.84	979.00	800.00
11. Net Profit (+) / Loss (-) from Ordinary Activities after tax (9-10)	2293.14	1582.66	1571.77	6116.91	3725.84
12. Extraordinary Item (net of tax expense)	-	-	-	-	-
13. Net Profit (+) / Loss(-) for the period (11-12)	2293.14	1582.66	1571.77	6116.91	3725.84
14. Paid up equity share capital (Face value of Rs.5/- each)	1896.76	1896.76	1896.76	1896.76	1896.76
15. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	24132.93
16. Earnings Per Share (EPS)					
(i) Basic and diluted EPS before Extraordinary items for the period, for the year to date and for the previous year (not to be annualised) (in Rs.)	6.04	4.17	4.14	16.12	9.82
(ii) Basic and diluted EPS after Extraordinary items for the period, for the year to date and for the previous year (not to be annualised) (in Rs.)	6.04	4.17	4.14	16.12	9.82

PART II

SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31.03.2012

Particulars	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in previous year	Year to date figures for current period ended	Previous accounting year ended
	31.03.2012	31.12.2011	31.03.2011	31.03.2012	31.3.2011
	A. PARTICULARS OF SHAREHOLDING				
1 Public Shareholding					
- Number of shares	7587040	7587040	7587040	7587040	7587040
- Percentage of shareholding	20.00	20.00	20.00	20.00	20.00
2 Promoters and Promoter Group Shareholding					
(a) Pledged / Encumbered					
- Number of shares	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil
- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil	Nil
(b) Non - encumbered					
- Number of shares	30348128	30348128	30348128	30348128	30348128
- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	100.00	100.00	100.00	100.00	100.00
- Percentage of shares (as a % of the total share capital of the company)	80.00	80.00	80.00	80.00	80.00

Particulars	3 months ended 31.03.2012
B. INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	2
Disposed of during the quarter	2
Remaining unresolved at the end of the quarter	NIL

Notes:

1 The company operates in only one segment viz., automotive components.

2 Exceptional income represents:

Rs. in lakhs

Particulars	3 months ended 31.03.2012	3 months ended 31.12.2011	Year ended 31.03.2012
a) Profit on sale of equity shares held as long term investments	-	2534.45	2534.45
b) AS 11 - restatement gain/(loss)	452.50	(702.41)	-
Net Exceptional income	452.50	1832.04	2534.45

3 The amendment to AS 11, introduced by Government of India permits the difference in foreign exchange rates relating to External Commercial Borrowings (ECB) to be added to or deducted from cost of capital assets acquired through such loans. This has been effected in the computation of above results. Exchange difference in regard to ECB other than relating to acquisition of capital assets are added to or deducted from Foreign Currency Monetary Item Translation Difference Account.

4 Following the "In principle" approval granted by the Stock Exchanges for the proposed Scheme of Arrangement among the Company and its wholly owned subsidiaries, namely, Anusha Investments Limited and Sundaram Investment Limited and their respective shareholders under Sections 391-394 of the Companies Act, 1956, the Company filed necessary application before the Hon'ble High Court of Madras, seeking directions for convening the meeting of the equity shareholders for approving the Scheme. The Hon'ble Court has ordered convening the meeting of the equity shareholders on 18th May 2012 for this purpose.

5 The directors have declared an interim dividend of Rs.5.75 per share on 3,79,35,168 equity shares of face value of Rs.5/- each, absorbing a sum of Rs.2389.13 lakhs (including dividend distribution tax) for the year ended 31st March 2012 and the same will be paid to the shareholders who hold shares in physical form and/ or in electronic form and whose names appear in the Register of Members and / or Depositories respectively, as at the close of working hours on 27th April 2012 (Record Date).

6 The above unaudited financial results were reviewed and recommended by the audit committee and approved by the board of directors at their meeting held on 20th April 2012 and a limited review of the same has been carried out by the statutory auditors of the Company.

7 Figures for the previous periods have been regrouped, wherever necessary, to conform to the current period's classification.

For Sundaram-Clayton Limited
Sd/-
Chairman