



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

9th July 2013

The General Manager
BSE Limited,
Department of Corporate Services
Listing Department,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai 400 001

Dear Sir,

Sub: Outcome of meeting of the Institutional Placement Programme Committee of directors (IPP Committee) held on - 9th July 2013 regarding the "Announcement of Issue Price".

Ref: Clause 22 of the Listing Agreement.

We wish to notify that, in the meeting of the IPP Committee of directors held today the 9th July 2013, the Committee noted the response to the Offer and Issue of 12,64,501 New Equity Shares of Rs.5/- each in terms of Chapter VIIIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2000 and the applicable provisions of the Companies Act, 1956 and fixed the "Issue Price @ Rs.293 per share", being offered to Qualified Institutional Buyers (QIBs).

We wish to state further that the IPP Committee in its meeting held today noted -

- the response to the Issue and the Pricing of the Equity Shares based on the details of the applications received;
- that whilst the Company offered up to 12,64,501 New Equity Shares, the Company has received applications for 14,43,588 Equity Shares and the Issue was oversubscribed by 1.14 times.

We also wish to inform you that M/s Link Intime India Private Ltd., who were appointed the Registrar to the Issue, is in the process of completing various processes culminating with the approval of the "Basis of Allocation of the Equity Shares" offered in the Issue.

We send herewith a copy of the resolution, passed by the IPP Committee approving the Issue Price for your information and records.



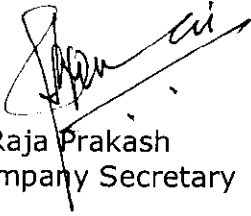
SUNDARAM-CLAYTON LIMITED
CHENNAI – 600 006

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We would request you to please take on record the same and acknowledge receipt of this letter.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED

A handwritten signature in black ink, appearing to read 'R Raja Prakash', is written over a horizontal line. The signature is stylized and includes a long horizontal stroke extending to the right.

R Raja Prakash
Company Secretary

Encl : a/a



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EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE INSTITUTIONAL PLACEMENT PROGRAMME COMMITTEE OF DIRECTORS OF SUNDARAM-CLAYTON LIMITED HELD ON TUESDAY, THE 9TH JULY 2013 AT THE REGISTERED OFFICE OF THE COMPANY, AT JAYALAKSHMI ESTATES, NO.29 HADDOWS ROAD, CHENNAI 600 006.

CONSIDERING AND APPROVING THE 'ISSUE PRICE' FOR 12,64,501 NEW EQUITY SHARES OF RS.5/- EACH IN TERMS OF CHAPTER VIIIA OF SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 AND AUTHORIZING DIRECTORS / OFFICIALS OF THE COMPANY FOR THIS PURPOSE

RESOLVED THAT the subscription to the entire issue of 12,64,501 New Equity Shares to the Qualified Institutional Buyers (QIBs), in terms of chapter VIIIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the applicable provisions of the Companies Act, 1956, be and is hereby noted by the Committee.

RESOLVED FURTHER THAT the Issue Price at which 12,64,501 Equity Shares will be issued to qualified institutional buyers by way of an institutional placement programme in terms of the Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2009, be fixed at Rs. 293 per Equity Share comprising of face value of Rs. 5 per Equity Share and Rs. 288 per Equity Share towards securities premium.

RESOLVED FURTHER THAT Mr Venu Srinivasan, Chairman and Managing Director, Mr H Lakshmanan, Executive Director, Mr V N Venkatanathan, Executive Vice President – Finance, Mr K Gopala Desikan, Senior Vice President – Finance and Mr R Raja Prakash, Company Secretary be and are hereby severally authorised to execute all such deeds, documents, agreements, forms, instruments and writings and to do all such acts, deeds and things as may be required necessary, expedient or incidental to give effect to the above resolutions and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

**/Certified true copy/
For SUNDARAM-CLAYTON LIMITED**


**R Raja Prakash
Company Secretary**