

**FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**Regulation 13(4) and 13(4A) - Details of change in shareholding or voting rights held by  
Director or Officer or Promoter or Person who is part of Promoter Group  
of a Listed Company (Sundaram Clayton Limited)**

<b>PARTICULARS</b>	<b>DETAILS</b>
Name, PAN & address of Promoter / <del>Person who is part of Promoter Group / Director / Officer</del>	Sundaram Finance Limited AAACS4944A 21, Patullos Road Chennai 600 002
No. and % of shares/ voting rights held by the Promoter / <del>Person who is part of Promoter Group / Director / Officer</del>	22,73,085 Equity Shares (11.98%)
Date of receipt of allotment advice/ acquisition of / sale of shares/ voting rights	11 <sup>th</sup> July 2013 *
Date of intimation to Company	12 <sup>th</sup> July 2013
Mode of acquisition ( <del>market purchase/ public/rights/preferential offer etc.</del> ) / sale	Consequent upon reduction in the percentage of equity shareholdings of the promoters group upon allotment of 12,64,501 shares to Qualified Institutional Buyers under Institutional Placement Programme in terms of SEBI (ICDR) Regulations, 2009 by the TC on a preferential basis and sale of 4 shares through OFS by us for the purpose of increasing the 'minimum public shareholding' (MPS) to 25%, in terms of Rule 19(2)(b) and 19A of Securities Contracts (Regulations) Rules, 1957, as amended (the "SCRR") and Clause 40A of the Listing Agreement.
No & % of shares / voting rights post acquisition/ sale*	22,73,081 Equity Shares (11.24%)
Trading member through whom the trade was executed with SEBI and the Registration No. of the TM	Axis Capital Limited SEBI Regn. No.INB011387330
Exchange on which trade was executed	Bombay Stock Exchange Limited
Buy quantity	Not Applicable
Buy value	Not Applicable
Sell quantity	4 shares
Sell Value	Rs.295/- per share

\* Dilution in percentage of equity shareholding pursuant to allotment of shares by the Target Company (Sundaram Clayton Limited) on a preferential basis.

For Sundaram Finance Limited

  
P Viswanathan  
Secretary & Compliance Officer

Place: Chennai  
Date: 12<sup>th</sup> July 2013