



Sundaram-Clayton Limited

Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
29, Haddows Road,
Chennai - 600 006. India.
Telephone : (044) 28272233
Fax : (044) 28257121

5th April 2017

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

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. 1/C, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Scrip code: 520056

Scrip code: SUNCLAYLTD

Dear Sir,

Reg : Compliance certificate pursuant to Regulation 7 (3) of the 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.

We request you to take this on Record.

Thanking you,

Yours faithfully,
For SUNDARAM-CLAYTON LIMITED


R Raja Prakash
Company Secretary



Sundaram-Clayton Limited

Regd. & Corporate Office :
"Jayalakshmi Estates", 5th Floor
P.O. Box : 732,
29, Haddows Road,
Chennai - 600 006. India.
Telephone : (044) 28272233
Fax : (044) 28257121

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 during the period from October 1, 2016 to March 31, 2017.

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.

For Sundaram-Clayton Limited.

R Raja Prakash
Company Secretary & Compliance Officer
M. No. :13937
Place: Chennai
Date: 05.04.2017

For Sundaram-Clayton Limited.

K Raman
Senior Manager – Shares
Share Transfer Department
Place: Chennai
Date: 05.04.2017