



Pavan Shah  
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2013-949

भारतीय प्रतिभूति  
और विनियम बोर्ड  
**Securities and Exchange  
Board of India**

CFD/PC/AT/PS/OW/6019/2013

March 12, 2013

R Raja Prakash  
Company Secretary  
**Sundaram-Clayton Limited**  
Jayalakshmi Estates  
5<sup>th</sup> Floor, P.O.Box: 732  
29, Haddows Road  
Chennai - 600006

Mr. K. Bulsara - list  
Reg: 20/3/13

Dear Sir

**Sub: Proposed fund raising through an IPP (the "Offer") by Sundaram Clayton Limited (the "Company")**

1. This is with reference to your letter dated February 05, 2013 and e-mail dated February 28, 2013 ("letters") on the captioned subject.
2. In this regard, considering the facts of the case as stated in your letters, it has been decided to accede to your request for allowing the company to proceed with the said offer with at least 2 QIBs with no single allottee being allotted more than 50% of the offer size. However, the proposed offer would be subject to the pricing provisions as applicable to QIP.
3. The acceptance of your request is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving minimum level of public shareholding as required under Securities Contracts Regulations (Rules), 1957 and it shall not be treated as a precedent.
4. You are also advised to intimate the contents of this letter to the stock exchanges in accordance with clause 36 of Listing Agreement.

*RJP*



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सेबी भवन, प्लॉट सं. सी 4-ए, 'जी' ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051. • टेलीफोन: 2644 9000 • फैक्स: 2644 9019 to 2644 9022  
वेब: [www.sebi.gov.in](http://www.sebi.gov.in)

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. • Tel.: 2644 9000 • Fax: 2644 9019 to 2644 9022  
Web: [www.sebi.gov.in](http://www.sebi.gov.in)



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और विनिमय बोर्ड

**Securities and Exchange  
Board of India**

5. Further, you are advised to comply with the requirement of minimum public shareholding as mandated under the Securities Contracts (Regulation) Rules, 1957 within the stipulated timeline and intimate SEBI of the same.
6. This letter is being issued with the approval of the competent authority.

Yours faithfully,

  
Pavan Shah

Copy for information to:

1. **Axis Capital Limited**  
Axis House, Level 1,  
C-2 Wadia International Centre,  
P.B. Marg,  
Worli, Mumbai - 400 025
2. **The Managing Director and CEO  
Bombay Stock Exchange Ltd.**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001
3. **The Managing Director  
National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai - 400051