

ANNEXURE

Corporate Governance Report

1. Name of Listed Entity - **Sundaram-Clayton Limited**
 2. Quarter ending - **31st December 2023**

i. Composition of Board of Directors

Title Mr/ Mrs/Ms	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	Date of Birth	No. Of directorship in listed entities including this listed entity* [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity* [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Rajarangamani Gopalan	01624555	Chairperson/ Non-Executive Independent Director (NE-ID)	13-03-2023	13-03-2023	-	9.00	20-04-1952	4	3	9	5
Mr	Venu Srinivasan	00051523	Executive Director, MD (ED)	07-09-2022	11-08-2023	-	-	11-12-1952	3	0	1	0
Dr	Venu Lakshmi	02702020	Executive Director, MD (ED)	07-09-2022	11-08-2023	-	-	16-04-1983	2	0	1	0
Mr	Vivek S Joshi	09522758	Executive Director, CEO (ED)	07-09-2022	01-08-2023	-	-	07-05-1975	1	0	0	0
Ms	Sasikala Varadachari	07132398	Non-Executive - Independent Director (NE-ID)	13-03-2023	13-03-2023	-	9.00	17-09-1954	4	4	5	1
Mr	Chittrnanjan Dua	00036080	Non-Executive - Independent Director (NE-ID)	13-03-2023	13-03-2023	-	9.00	03-11-1951	6	6	5	2
Mr	Narasimhan Rajesh	07824276	Non-Executive – Non Independent Director (NED)	07-09-2022	-	-	-	11-08-1965	1	0	1	1
Mr	Ramaswamy Anandakrishnan	07806173	Non-Executive – Non Independent Director (NED)	10-11-2023	-	-	-	15-04-1966	1	0	0	0

Company Remarks	-
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr Rajarangamani Gopalan	NE-ID	Chairperson	11-08-2023	-
2	Mr Chittranjan Dua	NE-ID	Member	11-08-2023	-
3	Mr Sasikala Varadachari	NE-ID	Member	11-08-2023	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr Narasimhan Rajesh	NED	Chairperson	11-08-2023	-
2	Dr Venu Lakshmi	ED	Member	11-08-2023	-
3	Mr Rajarangamani Gopalan	NE-ID	Member	11-08-2023	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ms Sasikala Varadachari	NE-ID	Chairperson	11-08-2023	-
2	Dr Venu Lakshmi	ED	Member	11-08-2023	-
3	Mr Chittranjan Dua	NE-ID	Member	11-08-2023	-
4	Mr Vivek S Joshi	ED	Member	11-08-2023	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr Chittranjan Dua	NE-ID	Chairperson	11-08-2023	-
2	Mr Rajarangamani Gopalan	NE-ID	Member	11-08-2023	-
3	Ms Sasikala Varadachari	NE-ID	Member	11-08-2023	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr Venu Srinivasan	ED	Chairperson	11-08-2023	-
2	Dr Venu Lakshmi	ED	Member	11-08-2023	-
3	Ms Sasikala Varadachari	NE-ID	Member	11-08-2023	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Sr No	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
1	21-07-2023	-	Yes	7	7	3
2	25-07-2023	3	Yes	7	7	3
3	09-08-2023	14	Yes	7	7	3
4	11-08-2023	1	Yes	7	7	3
5	10-11-2023	90	Yes	8	8	3

iv. Meeting of Committees

Sr No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2023	-	Yes	3	3	3	0
2	Nomination and Remuneration Committee	10-11-2023	-	Yes	3	3	3	0

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Disclosure of notes on related party transactions	The Company is listed effective December 29, 2023
Disclosure of notes of material transaction with related party	-

vi. Details of Cyber Security Incidence

Particulars	Whether Yes/No
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No
Date of the event	Brief details of the event

vii. **Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	The Company is listed effective December 29, 2023. This requirement is presently not applicable. Therefore, under point no. 5, "NA" is selected. However, the Board of Directors of the Company have voluntarily constituted a Risk Management Committee, details of which are given in this report.
This report will be placed before the Directors at the ensuing Board meeting.		

For Sundaram-Clayton Limited

P D Dev Kishan
Company Secretary and Compliance Officer