

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **SUNDARAM-CLAYTON LIMITED, CHENNAI**

Quarter ended on: **30th June 2012**

Particulars	Clause of Listing Agreement	Compliance status Yes/No/ N.A	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(I A)	Yes	
(B) Non-Executive Directors' Compensation & Disclosures	49(I B)	N.A	
(C) Other provisions as to Board and Committees	49(I C)	Yes	
(D) Code of conduct	49(I D)	Yes	
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(II A)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
III. Subsidiary Companies	49(III)	Yes	The Company does not have any 'material unlisted subsidiary' as defined in the Listing Agreement.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE (continued)**Name of the Company: SUNDARAM-CLAYTON LIMITED, CHENNAI****Quarter ended on: 30th June 2012**

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Particulars	Clause of Listing Agreement	Compliance status Yes/No/N.A	Remarks
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	N.A	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	N.A	
(E) Remuneration of Directors	49(IV E)	Yes	Will be complied with in the next annual report
(F) Management	49(IV F)	Yes	Will be complied with in the next annual report
(G) Shareholders	49(IV G)	Yes	Will be complied with in the ensuing AGM
V. CEO / CFO Certification	49(V)	Yes	Will be complied with in the next annual report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied with in the next annual report
VII. Compliance	49 (VII)	Yes	Will be complied with in the next annual report

For SUNDARAM-CLAYTON LIMITED**R Raja Prakash
Company Secretary**