

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ended on: **31<sup>st</sup> December 2012**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance status Yes/No/ N.A</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	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: 31<sup>st</sup> December 2012**

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<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance status Yes/No/N.A</b>	<b>Remarks</b>
<b>IV. Disclosures</b>	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
<b>V. CEO / CFO Certification</b>	49(V)	Yes	Will be complied with in the next annual report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied with in the next annual report
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied with in the next annual report

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