

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**Name of the Company: SUNDARAM-CLAYTON LIMITED, CHENNAI****Quarter ended on: 31st December 2014**

S.No	Particulars	Clause No.	Compliance Status (Yes/No/NA)	Company Remarks
I.	Board of Directors	49 II		
A.	Composition of Board	49 II A	Yes	
B.	Independent Directors	49 II B	Yes	
C.	Non-executive Director's Compensation and disclosures	49 II C	Yes	
D.	Other provisions as to Board and Committees	49 II D	Yes	
E.	Code of Conduct	49 II E	Yes	
F.	Whistle Blower Policy	49 II F	Yes	
II.	Audit Committee	49 III		
A.	Qualified and Independent Audit Committee	49 III A	Yes	
B.	Meeting of Audit Committee	49 III B	Yes	
C.	Powers of Audit Committee	49 III C	Yes	
D.	Role of Audit Committee	49 III D	Yes	
E.	Review of Information by Audit Committee	49 III E	Yes	
F.	Nomination and Remuneration Committee	49 IV	Yes	
III.	Subsidiary Companies	49 V	Yes	
IV.	Risk Management	49 VI	Yes	
V.	Related Party Transactions	49 VII	Yes	

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S.No.	Particulars	Clause No.	Compliance Status (Yes/No/NA)	Company Remarks
VI.	Disclosures	49 VIII		
A.	Related party transactions	49 VIII A	Yes	Will be complied with in the next annual report
B.	Disclosure of Accounting Treatment	49 VIII B	Yes	Will be complied with in the next annual report
C.	Remuneration of Directors	49 VIII C	Yes	Will be complied with in the next annual report
D.	Management	49 VIII D	Yes	Will be complied with in the next annual report
E.	Shareholders	49 VIII E	Yes	Will be complied with in the next annual report
F.	Proceeds from public issues, rights issue, preferential issues	49 VIII I	NA	
G.	CEO/CFO Certification	49 IX	Yes	Will be complied with in the next annual report
H.	Report on Corporate Governance	49 X	Yes	Will be complied with in the next annual report
I.	Compliance	49 XI	Yes	Will be complied with in the next annual report

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