

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: SUNDARAM-CLAYTON LIMITED, CHENNAI

Quarter ended on: 31st December 2018

I. Composition of Board of Directors:

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chair person/ Executive/ Non-Executive /Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Venu Srinivasan	AACPS3217K 00051523	CMD	23/05/2014	---	04	03	-
Dr	Lakshmi Venu	ABFPL6832M 02702020	JMD	22/03/2015		03	01	-
Mr	Sudarshan Venu	BKVPS7035P 03601690	JMD	11/09/2014		02	01	-
Mr	Gopal Srinivasan	AADPG9543P 00177699	NE	29/11/1985		04	02	-
Mr	K Mahesh	AEIPM3586P 00051438	NE	28/07/1975		02	-	-
Mr	T K Balaji	AAFPPB7797J 00002010	NE	28/11/1984		03	03	-
Vice Admiral	P J Jacob (Retd)	AARPJ4138R 00173785	NE-I	21/08/2014	Five Consecutive Years	01	01	01
Mr	V Subramanian	AROPS0759H 00357727	NE-I			03	08	01
Mr	S Santhana-krishnan	AAJPS3308N 00005069	NE-I			01	07	01
Mr	R Vijaya- raghavan	AAFPV6706P 00026763	NE-I			04	08	01
Mr	Kamlesh Gandhi	AAMPG0567G 00004969	NE-I			04	03	03
Ms	Sasikala Varadachari	ALNPS0195E 07132398	NE-I			24/10/2018	02	02
Mr	R Gopalan	AAEPG4034A 01624555	NE-I	21/06/2016	Upto AGM 2019	01	01	-

- Chairman & Managing Director
- Joint Managing Director
- Non - Executive Non Independent
- Non - Executive Independent

Executive Directors



II. Composition of Committees:

1. Audit Committee

Name of the Committee Members	Category	Date of Appointment
Vice Admiral P J Jacob (Retd)	Chairman – Non Executive - Independent	31.07.2006
V Subramanian	Non-Executive - Independent	13.07.2009
S Santhanakrishnan		08.08.2012
R Gopalan		05.08.2016
T K Balaji	Non – Executive – Non Independent	18.04.2001

2. Nomination & Remuneration Committee

Name of the Committee Members	Category	Date of Appointment
Vice Admiral P J Jacob (Retd)	Chairman – Non Executive - Independent	29.10.2013
R Vijayaraghavan	Non-Executive - Independent	29.10.2013
V Subramanian		29.10.2013

3. Stakeholders' Relationship Committee

Name of the Committee Members	Category	Date of Appointment
S Santhanakrishnan	Chairman – Non Executive - Independent	29.10.2013
R Vijayaraghavan	Non-Executive - Independent	29.10.2013
Dr Lakshmi Venu	Executive	29.10.2013

III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
8 th August 2018	24 th October 2018	76 days

IV. Meeting of Committees:

Audit Committee

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
24 th October 2018	Yes	8 th August 2018	76 days



V. Related Party Transactions:

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

VI. Affirmations:

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 - **Yes**
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
3. 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**
4. 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**
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here – **This report will be placed before the directors at the ensuing board meeting. The report submitted in the previous quarter has been placed before the Board of Directors at their meeting held on 24th October 2018 and was taken on record.**

For SUNDARAM-CLAYTON LIMITED


R Raja Prakash
Company Secretary