

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Sundaram – Clayton Limited**
 2. Quarter ending - **30th September 2022**

i. Composition of Board of Director

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship 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	R Gopalan	Non-Executive - Non Independent Director	29-07-2022	-	-	-	3	6	1
Mr	Venu Srinivasan	Executive Director	23-05-1979	23-05-2019	-	-	3	1	0
Mrs	Lakshmi Venu	Executive Director	22-03-2010	22-03-2020	-	-	3	2	0
Mr	Sudarshan Venu	Non-Executive - Non Independent Director	02-09-2011	-	-	-	3	2	1
Mr	P J Jacob	Non-Executive Independent Director	21-08-2014	21-08-2019	-	97	1	2	2
Mrs	Sasikala Varadachari	Non-Executive Independent Director	24-10-2018	24-10-2018	-	47	3	3	1
Mr	Rajesh Narasimhan	Non-Executive - Non Independent Director	24-03-2021	-	-	-	1	0	0
Mr	K Gopala Desikan	Executive Director	09-02-2022	-	-	-	1	1	0
Mr	Anuj Shah	Non-Executive Independent Director	29-07-2022	29-07-2022	-	2	1	0	0
Mr	V Subramanian	Non-Executive Independent Director	21-08-2014	21-08-2019	20-08-2022	96	1	2	1
Mr	S Santhanakrishnan	Non-Executive Independent Director	21-08-2014	21-08-2019	20-08-2022	96	0	1	0
Mr	R Vijayaraghavan	Non-Executive Independent Director	21-08-2014	21-08-2019	20-08-2022	96	3	9	1
Mr	Kamlesh Gandhi	Non-Executive Independent Director	21-08-2014	21-08-2019	20-08-2022	96	3	4	3

Company Remarks	-
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to Promoter	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P J Jacob	ID	Chairperson	22-05-2018	-
2	R Gopalan	NED	Member	29-07-2022	-
3	Sasikala Varadachari	ID	Member	29-07-2022	-
4	V Subramanian	ID	Member	13-07-2009	20-08-2022
5	S Santhanakrishnan	ID	Member	08-08-2012	20-08-2022

Company Remarks	-
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Lakshmi Venu	ED	Member	29-10-2013	-
2	P J Jacob	NE-ID	Chairperson	29-07-2022	-
3	K Gopala Desikan	ED	Member	29-07-2022	-
4	S Santhanakrishnan	NE-ID	Member	29-10-2013	20-08-2022
5	R Vijayaraghavan	NE-ID	Member	29-10-2013	20-08-2022

Company Remarks	-
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P J Jacob	NE-ID	Member	22-05-2018	-
2	R Gopalan	NE	Chairperson	29-07-2022	-
3	Lakshmi Venu	ED	Member	22-05-2018	-
4	K Gopala Desikan	ED	Member	02-05-2019	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P J Jacob	NE-ID	Chairperson	29-10-2013	-
2	R Gopalan	NE	Member	29-07-2022	-
3	Anuj Shah	NE-ID	Member	29-07-2022	-
4	R Vijayaraghavan	NE-ID	Member	29-10-2013	20-08-2022
5	V Subramanian	NE-ID	Member	29-10-2013	20-08-2022
6	S Santhanakrishnan	NE-ID	Member	05-02-2020	20-08-2022

Company Remarks	-
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Venu Srinivasan	ED	Chairperson	29-10-2013	-
2	Lakshmi Venu	ED	Member	29-10-2013	-
3	P J Jacob	NE-ID	Member	29-10-2013	-

Company Remarks	-
Whether Permanent 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	13-04-2022	-	Yes	12	12	7
2	06-05-2022	22	Yes	12	11	7
3	29-07-2022	83	Yes	13	13	7
4	25-08-2022	26	Yes	9	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	13-04-2022	-	Yes	4	4	4	-
		06-05-2022	22	Yes	4	4	4	-
		29-07-2022	83	Yes	3	3	3	-
		25-08-2022	26	Yes	3	2	2	-
2	Nomination and remuneration committee	29-04-2022	-	Yes	4	3	3	-
		05-05-2022	5	Yes	4	4	4	-
		28-06-2022	53	Yes	4	3	3	-
		29-07-2022	30	Yes	4	4	4	-
3	Corporate Social Responsibility Committee	06-05-2022	-	Yes	3	3	2	-

4	Stakeholders Relationship Committee	06-05-2022	-	Yes	3	3	2	-
		29-07-2022	83	Yes	5	5	3	-
5	Risk Management Committee	29-07-2022	-	Yes	3	3	1	-

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	Not Applicable	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-
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VI. **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)	Yes
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


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 28th July 2022 and was taken on record.

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Additional Half yearly Disclosures

Disclosure of loans/guarantees/comfort letters/securities given to Promoter, Promoter Group, Directors (including relatives) and KMPs.	As there are no transactions with the Promoter, Promoter Group, Directors & KMPs, the disclosures are not applicable.
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Name : R Raja Prakash
Designation : Company Secretary & Compliance Officer