

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Sundaram – Clayton Limited
2. Quarter ending - 31<sup>st</sup> December 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	-	-	2	1	0
Dr.	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	-	100	1	2	2
Ms	Sasikala Varadachari	Non-Executive - Independent Director	24-10-2018	24-10-2018	-	50	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	-	5	1	0	0

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	-

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	29-07-2022	-
2	P J Jacob	NE-ID	Chairperson	29-10-2023	-
3	K Gopala Desikan	ED	Member	29-07-2022	-

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	-

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	29-07-2022	-	Yes	9	9	3
2	25-08-2022	26	Yes	9	8	3
3	07-11-2022	73	Yes	9	9	3

Note - As on the Board meeting held on 29<sup>th</sup> July 2022, there were 13 directors including 4 Independent Directors; viz; Mr. S Santhanakrishnan, V Subramanian, MR. Kamlesh Gandhi and Mr. R Vijayaraghavan who ceased as directors on the Board w.e.f 20<sup>th</sup> August 2022 due to completion of tenure of thier Independent Directorship.

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	29-07-2022	-	Yes	3	3	3	-
		25-08-2022	26	Yes	3	2	2	-
		07-11-2022	73	Yes	3	3	2	-
2	Nomination and remuneration committee	29-07-2022	-	Yes	4	4	4	-
4	Stakeholders Relationship Committee	29-07-2022	-	Yes	5	5	3	-
		07-11-2022	100	Yes	3	3	1	-
5	Risk Management Committee	29-07-2022	-	Yes	3	3	1	-

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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
<b>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 7<sup>th</sup> November 2022 and was taken on record.</b>		



Name : R Raja Prakash  
Designation : Company Secretary & Compliance Officer