

# Corporate Governance Report

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

1. Name of Listed Entity - Sundaram Clayton Limited
2. Quarter ending - 30-Jun-2019

### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of Cessation	Tenure	No of Directors hip in listed entities including this listed entity	No 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	Membership in Committees of the Company	Remarks
Mr.	Venu Srinivasan	00051523	AACPS3217K	C & ED	MD	23-May-2019	-	-	4	3	0		
Mrs.	Lakshmi Venu	02702020	ABFPL6832M	ED	MD	22-Mar-2015	-	-	3	1	0	SC,RC	
Mr.	Sudarshan Venu	03601690	BKVPST035P	NED		11-Mar-2019	-	-	2	1	0		
Mr.	Gopal Srinivasan	00177699	AADPG9543P	NED		29-Nov-1985	-	-	4	2	0		
Mr.	T K Balaji	00002010	AAFPB7797J	NED		28-Nov-1984	-	-	3	3	0	AC	
Mr.	P J Jacob	00173785	AARPJ4138R	ID		21-Aug-2014	-	60	1	1	1	AC,RC,NRC	
Mr.	V Subramanian	00357727	AROPS0759H	ID		21-Aug-2014	-	60	3	8	1	AC,NRC	
Mr.	S Santhanakrishnan	00005069	AAJPS3308N	ID		21-Aug-2014	-	60	1	5	1	AC,SC	
Mr.	R Vijayaraghavan	00026763	AAFPV6706P	ID		21-Aug-2014	-	60	4	9	2	SC,NRC	
Mr.	Kamlesh Gandhi	00004969	AAMPG0567G	ID		21-Aug-2014	-	60	4	4	3		
Ms.	Sasikala Varadachari	07132398	ALNPS0195E	D		24-Oct-2018	-	60	2	2	0		
Mr.	R Gopalan	01624555	AAEPG4034A	D		21-Jul-2016	-	38	2	1	0	AC,RC	

Company Remarks	
Whether Permanent chairperson appointed	Yes



**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	31-Jul-2006	
2	V Subramanian	ID	Member	13-Jul-2009	
3	S Santhanakrishnan	ID	Member	08-Aug-2012	
4	R Gopalan	ID	Member	05-Aug-2016	
5	T K Balaji	NED	Member	18-Apr-2001	

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	S Santhanakrishnan	ID	Chairperson	29-Oct-2013	
2	R Vijayaraghavan	ID	Member	29-Oct-2013	
3	Lakshmi Venu	ED	Member	29-Oct-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

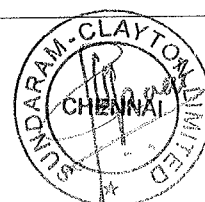
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P J Jacob	ID	Chairperson	22-May-2018	
2	R Gopalan	ID	Member	22-May-2018	
3	Lakshmi Venu	ED	Member	22-May-2018	
4	C Narasimhan	Member	Member	22-May-2018	
5	K Gopala Desikan	Member	Member	02-May-2019	

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	ID	Chairperson	29-Oct-2013	
2	R Vijayaraghavan	ID	Member	29-Oct-2013	
3	V Subramanian	ID	Member	29-Oct-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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
25-Jan-2019	02-May-2019
11-Mar-2019	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	51

iv. Meeting of Committees

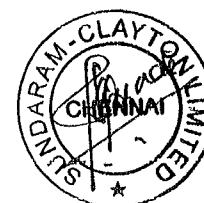
Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee		25-Jan-2019		Yes
Audit Committee		02-May-2019	5	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

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

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of 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 2nd May 2019 and was taken on record.

Name :  
Designation :

  
R Raja Prakash  
Company Secretary & Compliance Officer

