

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Sundaram Clayton Limited**
2. Quarter ending - **31-March 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	Venu Srinivasan	Executive Director, MD	23 May 1979	23 May 2019	-	-	3	1	-
Mr	R Gopalan	Non-Executive - Independent Director	21 Jun 2016	24 Jul 2019	-	69	3	6	1
Dr	Lakshmi Venu	Executive Director, JMD	22 Mar 2010	22 Mar 2020	-	-	3	3	-
Mr	Sudarshan Venu	Non-Executive - Non Independent Director	02 Sep 2011	11 Mar 2019	-	-	3	1	-
Mr	Gopal Srinivasan	Non-Executive - Non Independent Director	29 Nov 1985	-	04 Feb 2022	-	2	2	-
Mr	P J Jacob	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	91	1	1	1
Mr	V Subramanian	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	91	2	3	1
Mr	S Santhanakrishnan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	91	1	3	-
Mr	R Vijayaraghavan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	91	4	10	2
Mr	Kamlesh Gandhi	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	91	4	4	3
Ms	Sasikala Varadachari	Non-Executive - Independent Director	24 Oct 2018	-	-	41	3	2	-
Mr	Rajesh Narasimhan	Non-Executive – Non Independent Director	24 Mar 2021	-	-	-	1	-	-
Mr	T K Balaji	Non-Executive – Non Independent Director	28 Nov 1984	-	04 Feb 2022	-	1	-	-
Mr	K Gopala Desikan	Executive Director Director & Group CFO	09 Feb 2022	-	-	-	1	-	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	04-Feb-2022

Company Remarks	-
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	R Vijayaraghavan	ID	Chairperson	29-Oct-2013	-
2	S Santhanakrishnan	ID	Member	29-Oct-2013	-
3	Lakshmi Venu	JMD	Member	29-Oct-2013	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	S Santhanakrishnan	ID	Chairperson	05-Feb-2020	
2	P J Jacob	ID	Member	29-Oct-2013	
3	R Vijayaraghavan	ID	Member	29-Oct-2013	
4	V Subramanian	ID	Member	29-Oct-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Venu Srinivasan	CE&MD	Chairperson	29-Oct-2013	-
2	Lakshmi Venu	JMD	Member	29-Oct-2013	-
3	P J Jacob	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	Whether requirement of Quorum met	Number of Directors present (other than IDs)	Number of Independent Directors present
22-Oct-2021	09-Feb-2022	Yes	4	7
	22-Mar-2022	Yes	4	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	40

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present (other than IDs)	Number of independent directors present
Audit Committee	28-Oct-2021	09-Feb-2022	Yes	4	4
		22-Mar-2022	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	40

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present (other than IDs)	Number of independent directors present
Stakeholders Relationship Committee	22-Oct-2021	09-Feb-2022	Yes	1	2

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

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present (other than IDs)	Number of independent directors present
Nomination and remuneration committee	-	09-Feb-2022	Yes	4	4

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

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	
--	--

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - 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 9th February 2022 and was taken on record.

Annexure II	
SUBJECT	COMPLIANCE STATUS
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified 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 board of directors	Yes

Annexure II- Contd.				
Annual Affirmation				
Sr.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	Yes	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-

24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

Annexure II
Website Affirmations

Item	Compliance Status	Details of Non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	-

Name : R Raja Prakash
Designation : Company Secretary