

## Corporate Governance Report

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

### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent Directorship 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-1979	23-May-2019	-	-	4	2	3	0	-	-
Mrs.	Lakshmi Venu	02702020	ABFPL6832M	ED	MD	22-Mar-2010	22-Mar-2015	-	-	3	1	2	0	SC,RC	-
Mr.	Sudarshan Venu	03601690	BKVP57035P	NED	-	02-Sep-2011	11-Mar-2019	-	-	2	0	1	0	-	-
Mr.	Gopal Srinivasan	00177699	AADPG9543P	NED	-	29-Nov-1985	29-Nov-1985	-	-	4	1	2	0	-	-
Mr.	T K Balaji	00002010	AAFPB7797J	NED	-	28-Nov-1984	28-Nov-1984	-	-	2	0	2	0	AC	-
Mr.	P J Jacob	00173785	AARPJ4138R	ID	-	21-Aug-2014	21-Aug-2019	-	60	1	1	1	1	AC,RC,NRC	-
Mr.	V Subramanian	00357727	AROPS0759H	ID	-	21-Aug-2014	21-Aug-2019	-	36	3	3	8	1	AC,NRC	-
Mr.	S Santhanakrishnan	00005069	AAJPS3308N	ID	-	21-Aug-2014	21-Aug-2019	-	36	1	1	5	1	AC,SC	-
Mr.	R Vijayaraghavan	00026763	AAFPV6706P	ID	-	21-Aug-2014	21-Aug-2019	-	36	4	4	9	2	SC,NRC	-
Mr.	Kamlesh Gandhi	00004969	AAMPG0567G	ID	-	21-Aug-2014	21-Aug-2019	-	36	4	4	4	3	-	-
Ms.	Sasikala Varadachari	07132398	ALNPS0195E	ID	-	24-Oct-2018	24-Oct-2018	-	60	2	2	1	0	-	-
Mr.	R Gopalan	01624555	AAEPG4034A	ID	-	21-Jun-2016	24-Jul-2019	-	36	2	2	3	1	AC,RC	-

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



ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	T K Balaji	NED	Member	18-Apr-2001	
2	R Gopalan	ID	Member	05-Aug-2016	
3	S Santhanakrishnan	ID	Member	08-Aug-2012	
4	V Subramanian	ID	Member	13-Jul-2009	
5	P J Jacob	ID	Chairperson	31-Jul-2006	

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-Oct-2013	
2	R Vijayaraghavan	ID	Member	29-Oct-2013	
3	S Santhanakrishnan	ID	Chairperson	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	K Gopala Desikan	Member	Member	02-May-2019	
3	C Narasimhan	Member	Member	22-May-2018	
4	Lakshmi Venu	ED	Member	22-May-2018	
5	R Gopalan	ID	Member	22-May-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

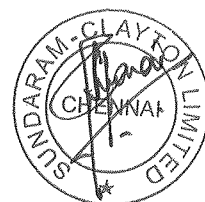
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	V Subramanian	ID	Member	29-Oct-2013	
2	R Vijayaraghavan	ID	Member	29-Oct-2013	
3	P J Jacob	ID	Chairperson	29-Oct-2013	

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	Number of Independent Directors present
02-May-2019	23-Jul-2019	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81



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	Number of independent directors present
Audit Committee	02-May-2019	23-Jul-2019	Yes	5	5

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

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	-

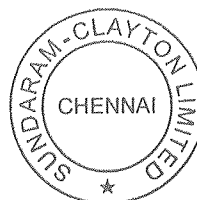
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-
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VI. **Affirmations**

- 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 23rd July 2019 and was taken on record.**

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



### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
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	-
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

**Name :**  
**Designation :**

  
**R Raja Prakash**  
**Company Secretary & Compliance Officer**

