

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Sundaram Clayton Limited**
2. Quarter ending - **31-Mar-2020**

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, Chairperson, MD	23 May 1979	-	-	-	4	3	0
Mrs	Lakshmi Venu	Executive Director, MD	22 Mar 2010	-	-	-	3	3	0
Mr	Sudarshan Venu	Non-Executive - Non Independent Director	02 Sep 2011	-	-	-	2	1	0
Mr	Gopal Srinivasan	Non-Executive - Non Independent Director	29 Nov 1985	-	-	-	3	1	0
Mr	T K Balaji	Non-Executive - Non Independent Director	28 Nov 1984	-	-	-	2	2	0
Mr	P J Jacob	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	60	1	1	1
Mr	V Subramanian	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	36	2	4	1
Mr	S Santhanakrishnan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	36	1	4	0
Mr	R Vijayaraghavan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	36	4	9	5
Mr	Kamlesh Gandhi	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	36	4	4	3
Ms	Sasikala Varadachari	Non-Executive - Independent Director	24 Oct 2018	-	-	60	2	1	0
Mr	R Gopalan	Non-Executive - Independent Director	21 Jun 2016	24 Jul 2019	-	36	3	3	2

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	

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	S Santhanakrishnan	ID	Member	29-Oct-2013	
2	R Vijayaraghavan	ID	Chairperson	29-Oct-2013	
3	Lakshmi Venu	ED	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	P J Jacob	ID	Member	22-May-2018	
2	R Gopalan	ID	Chairperson	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

<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	Member	29-Oct-2013	
2	R Vijayaraghavan	ID	Member	29-Oct-2013	
3	V Subramanian	ID	Member	29-Oct-2013	
4	S Santhanakrishnan	ID	Chairperson	05-Feb-2020	

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
18-Oct-2019	05-Feb-2020	Yes	10	6
	10-Mar-2020	Yes	11	7

Company Remarks	
Maximum gap between any two consecutive (in number of days)	109

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	18-Oct-2019		Yes	5	4
Audit Committee		05-Feb-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	109

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 5th February 2020 and was taken on record.

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

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.sundaram-clayton.com
Terms and conditions of appointment of independent directors	Yes		www.sundaram-clayton.com
Composition of various committees of board of directors	Yes		www.sundaram-clayton.com
Code of conduct of board of directors and senior management personnel	Yes		www.sundaram-clayton.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.sundaram-clayton.com
Criteria of making payments to non-executive directors	Yes		www.sundaram-clayton.com
Policy on dealing with related party transactions	Yes		www.sundaram-clayton.com
Policy for determining 'material' subsidiaries	Yes		www.sundaram-clayton.com
Details of familiarization programs imparted to independent directors	Yes		www.sundaram-clayton.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.sundaram-clayton.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.sundaram-clayton.com
Financial results	Yes		www.sundaram-clayton.com
Shareholding pattern	Yes		www.sundaram-clayton.com
Details of agreements entered into with the media companies and/or their associates	Not		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.sundaram-clayton.com
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		www.sundaram-clayton.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.sundaram-clayton.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.sundaram-clayton.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.sundaram-clayton.com
Materiality Policy as per Regulation 30	Yes		www.sundaram-clayton.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.sundaram-clayton.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.sundaram-clayton.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **R RAJA PRAKASH**
Designation : **Company Secretary & Compliance Officer**