

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Sundaram Clayton Limited**
2. Quarter ending - **30-September-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	-	-	-	3	1	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	2	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	-	73	1	1	1
Mr	V Subramanian	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	73	2	3	1
Mr	S Santhanakrishnan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	73	1	4	0
Mr	R Vijayaraghavan	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	73	4	9	5
Mr	Kamlesh Gandhi	Non-Executive - Independent Director	21 Aug 2014	21 Aug 2019	-	73	4	4	3
Ms	Sasikala Varadachari	Non-Executive - Independent Director	24 Oct 2018	-	-	23	2	1	0
Mr	R Gopalan	Non-Executive - Independent Director	21 Jun 2016	24 Jul 2019	-	51	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
30-Apr-2020		Yes	11	7
29-May-2020	30-Jul-2020	Yes	11	7

Company Remarks	
Maximum gap between any two consecutive (in number of days)	61

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	29-May-2020	30-Jul-2020	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	61

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 30th July 2020 and was taken on record.

Name : R Raja Prakash
Designation : Company Secretary

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	

Note:

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Name : R Raja Prakash
Designation : Company Secretary