

**ANNEXURE I****Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Sundaram Clayton Limited**  
 2. Quarter ending - **31<sup>st</sup> March 2023**

**i. Composition of Board of Director**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr	R Gopalan	Non-Executive - Non Independent Director, Chairperson	29-07-2022	29-07-2022	-	-	3	7	4
Mr	Venu Srinivasan	Executive Director, MD	23-05-1979	23-05-2019	-	-	2	1	0
Dr	Dr. Lakshmi Venu	Executive Director, MD	22-03-2010	22-03-2020	-	-	3	2	0
Mr	Sudarshan Venu	Non-Executive - Non Independent Director	02-09-2011	28-06-2022	-	-	3	2	1
Mr	Sasikala Varadachari	Non-Executive - Independent Director	24-10-2018	24-10-2018	-	53	3	3	2
Mr	Rajesh Narasimhan	Non-Executive - Non Independent Director	24-03-2021	24-03-2021	-	-	1	0	0
Mr	K Gopala Desikan	Executive Director	09-02-2022	09-02-2022	-	-	1	1	0
Mr	Anuj Shah	Non-Executive - Independent Director	29-07-2022	29-07-2022	-	8	1	2	1
Mr	C R Dua	Non-Executive - Independent Director	13-03-2023	13-03-2023	-	-	5	4	2
Mr	P J Jacob	Non-Executive - Independent Director	21-08-2014	21-08-2019	22-01-2023	101	0	0	0

Company Remarks	<p>- Mr. Perumpacheruvilla Johnson Jacob, an Independent Director of the Company, deceased on 22nd January 2023.</p> <p>- Consequent to demise of Mr Perumpacheruvilla Johnson Jacob as director of the Company effective 22nd January 2023, the Audit Committee (AC), Risk Management Committee (RMC), Corporate Social Responsibility Committee (CSRC), Stakeholders Relationship Committee (SRC) and Nomination and Remuneration Committee (NRC) were reconstituted.</p> <p>Out of these committees, AC and NRC were reconstituted without a regular Chairperson.</p> <p>Pursuant to FAQ No. 29 contained in the NSE Circular No: NSE/CML/2023/31 dated 10<sup>th</sup> April 2023 on FAQ on CG report, we have mentioned Ms Sasikala Varadachari, who chaired the latest AC and NRC meetings as Chairperson in this report, although these committee do not have a regular Chairperson.</p>
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	R Gopalan	NED	Member	29-07-2022	-
2	Sasikala Varadachari	ID	Chairperson	29-07-2022	-
3	Anuj Shah	ID	Member	23-01-2023	-
4	P J Jacob	ID	Chairperson	22-05-2018	-

Company Remarks	<p>Consequent to demise of Mr Perumpacheruvilla Johnson Jacob as director of the Company effective 22nd January 2023, the Audit Committee (AC), Risk Management Committee (RMC), Corporate Social Responsibility Committee (CSRC), Stakeholders Relationship Committee (SRC) and Nomination and Remuneration Committee (NRC) were reconstituted.</p> <p>Out of these committees, AC and NRC were reconstituted without a regular Chairperson.</p> <p>Pursuant to FAQ No. 29 contained in the NSE Circular No: NSE/CML/2023/31 dated 10<sup>th</sup> April 2023 on FAQ on CG report, we have mentioned Ms Sasikala Varadachari, who chaired the latest AC and NRC meetings as Chairperson in this report, although these committee do not have a regular Chairperson.</p>
Whether Permanent chairperson appointed	No

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dr. Lakshmi Venu	MD	Member	29-10-2013	-
2	K Gopala Desikan	D & CFO	Member	29-07-2022	-
3	Anuj Shah	ID	Chairperson	23-01-2023	

4	P J Jacob	ID	Chairperson	29-07-2022	22-01-2023

Company Remarks	<p>Mr. Perumpacheruvilla Johnson Jacob, Independent Director of the Company, was the Chairperson of the Committee. Subsequent to his demise on 22nd January 2023, the meeting of the Committee was not convened during the quarter ended 31st March 2023.</p> <p>Subsequently Mr Anuj Shah, Independent Director was appointed as Chairperson of the Committee effective 23rd January 2023.</p>
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	29-07-2022	-
2	P J Jacob	ID	Member	22-01-2023	22-01-2023
3	Dr. Lakshmi Venu	MD	Member	22-05-2018	-
4	K Gopala Desikan	D & CFO	Member	02-05-2019	-
5	Anuj Shah	ID	Member	23-01-2023	
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	R Gopalan	NED	Member	29-07-2022	
2	Sasikala Varadachari	ID	Chairperson	23-01-2023	
3	Anuj Shah	ID	Member	29-07-2022	
4	P J Jacob	ID	Chairperson	29-10-2013	22-01-2023

Company Remarks	<p>Consequent to demise of Mr Perumpacheruvilla Johnson Jacob as director of the Company effective 22nd January 2023, the Audit Committee (AC), Risk Management Committee (RMC), Corporate Social Responsibility Committee (CSRC), Stakeholders Relationship Committee (SRC) and Nomination and Remuneration Committee (NRC) were reconstituted.</p> <p>Out of these committees, AC and NRC were reconstituted without a regular Chairperson.</p> <p>Pursuant to FAQ No. 29 contained in the NSE Circular No: NSE/CML/2023/31 dated 10<sup>th</sup> April 2023 on FAQ on CG report, we have mentioned Ms Sasikala Varadachari, who chaired the latest AC and NRC meetings as Chairperson in this report, although these committee do not have a regular Chairperson.</p>
Whether Permanent chairperson appointed	No

**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	29-10-2013	-
2	Dr. Lakshmi Venu	MD	Member	29-10-2013	-
3	P J Jacob	ID	Member	29-10-2013	22-01-2023
4	Anuj Shah	ID	Member	23-01-2023	-

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Gap between meetings</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present (other than IDs)</b>	<b>Number of Independent Directors present</b>
07-11-2022	25-01-2023	78	Yes	7	2
	13-03-2023	46	Yes	9	3
	27-03-2023	13	Yes	6	3

**iv. Meeting of Committees**

<b>Sr No</b>	<b>Name of Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors (All directors including Independent director)</b>	<b>No. of Independent Directors attending the meeting*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
1	Audit Committee	07-11-2022	-	Yes				
		25-01-2023	78	Yes				
		27-03-2023	60	Yes				
2	Nomination and Remuneration Committee	13-03-2023	-	Yes				
3	Stakeholder Relationship Committee	07-11-2022	-	Yes				
4	Risk Management Committee	25-01-2023	78	Yes				

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	-
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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 25<sup>th</sup> January 2023 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  
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	-
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	-
New name and the old name of the listed entity	Yes	-
Advertisements as per regulation 47 (1)	Yes	-
Credit rating or revision in credit rating obtained	Yes	-
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-
Materiality Policy as per Regulation 30	Yes	-
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	-
It is certified that these contents on the website of the listed entity are correct	Yes	-

**Annual Affirmations**

S.No	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-

5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
23	Meeting of Risk Management Committee	21(3A)	Yes	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	Yes	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	-
30	Other Corporate Governance	24(2),(3),(4),(5) & (6)	Yes	-

	requirements with respect to subsidiary of listed entity			
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	Yes	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-



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

**R Raja Prakash**  
**Company Secretary**