

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: SUNDARAM-CLAYTON LIMITED, CHENNAI

Quarter ended on: 30th June 2016

I. Composition of Board of Directors:

Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chair person/ Executive, Non-Executive /Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of Directorships 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	AACPS3217K 00051523	CMD	23/05/2014	---	04	04	---
Dr	Lakshmi Venu	ABFPL6832M 02702020	JMD	22/03/2015		03	01	---
Mr	Sudarshan Venu	BKVPS7035P 03601690	JMD	11/09/2014		02	01	---
Mr	Gopal Srinivasan	AADPG9543P 00177699	NE	29/11/1985		02	---	---
Mr	K Mahesh	AEIPM3586P 00051438	NE	28/07/1975		02	---	---
Mr	T K Balaji	AAFPB7797J 00002010	NE	28/11/1984		03	03	01
Vice Admiral	P J Jacob (Retd)	AARPJ4138R 00173785	NE-I	21/08/2014	Five Consecutive Years	01	01	01
Mr	V Subramanian	AROPS0759H 00357727	NE-I			03	03	---
Mr	S Santhana-krishnan	AAJPS3308N 00005069	NE-I			01	07	01
Mr	R Vijaya-raghavan	AAFPV6706P 00026763	NE-I			05	07	02
Mr	Kamlesh Gandhi	AAMPG0567G 00004969	NE-I			04	03	02
Mr	R Gopalan	AAEPG4034A 01624555	NE-I	21/06/2016	Upto AGM 2019	02	---	---

CMD - Chairman & Managing Director
JMD - Joint Managing Director
NE - Non - Executive Non Independent
NE I - Non - Executive Independent

Executive Directors



II. Composition of Committees:

1. Audit Committee

Name of the Committee Members	Category
Vice Admiral P J Jacob (Retd)	Chairman – Non Executive - Independent
V Subramanian	
S Santhanakrishnan	
T K Balaji	Non-Executive - Independent
	Non – Executive

2. Nomination & Remuneration Committee

Name of the Committee Members	Category
Vice Admiral P J Jacob (Retd)	Chairman – Non Executive - Independent
R Vijayaraghavan	Non-Executive - Independent
V Subramanian	

3. Stakeholders' Relationship Committee

Name of the Committee Members	Category
S Santhanakrishnan	Chairman – Non Executive - Independent
R Vijayaraghavan	Non-Executive - Independent
Dr Lakshmi Venu	Executive

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	Maximum gap between any two consecutive meetings (in number of days)
9 th February 2016	12 th May 2016	33 days
14 th March 2016		58 days

IV. Meeting of Committees:

Audit Committee

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
11 th May 2016	Yes Members Present 1. Vice Admiral P J Jacob 2. V Subramanian 3. S Santhanakrishnan	9 th February 2016	91 days



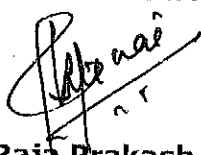
V. Related Party Transactions:

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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 - **Yes**
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
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. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the 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 12th May 2016.**

For SUNDARAM-CLAYTON LIMITED


R Raja Prakash
Company Secretary