

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: SUNDARAM-CLAYTON LIMITED, CHENNAI

Quarter ended on: 31st March 2018

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 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	AACPS3217K 00051523	CMD	23/05/2014	---	03	03	---
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		03	01	---
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	07	---
Mr	S Santhana-krishnan	AAJPS3308N 00005069	NE-I			01	08	01
Mr	R Vijaya- raghavan	AAFPV6706P 00026763	NE-I			05	07	02
Mr	Kamlesh Gandhi	AAMPG0567G 00004969	NE-I			04	03	03
Mr	R Gopalan	AAEPG4034A 01624555	NE-I	21/06/2016	Upto AGM 2019	01	01	---

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	Non-Executive - Independent
S Santhanakrishnan	
R Gopalan	
T K Balaji	Non – Executive – Non Independent

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

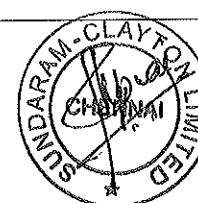
III. Meeting of Board of Directors:

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)
10 th November 2017	12 th February 2018 & 15 th March 2018	93 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)
12 th February 2018 & 15 th March 2018	Yes Members Present (15th March 2018) 1. Vice Admiral P J Jacob 2. T K Balaji 3. V Subramanian 4. S Santhanakrishnan 5. R Gopalan Members Present (12th February 2018) 1. Vice Admiral P J Jacob 2. V Subramanian 3. S Santhanakrishnan 4. R Gopalan	10 th November 2017	93 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

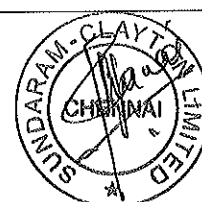
VI. Affirmations:

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 February 2018.**

For **SUNDARAM-CLAYTON LIMITED**


R Raja Prakash
Company Secretary

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/N.A.)	
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/ 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	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/N.A.)
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.

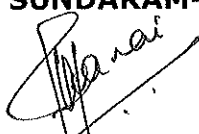


Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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
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

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**

For SUNDARAM-CLAYTON LIMITED


R Raja Prakash
Company Secretary