



Registered Office :
"Jayalakshmi Estates"
29, Haddows Road,
Chennai - 600 006, Tamilnadu, India.
Telephone : +91-44-26272233
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Sundaram-Clayton Limited

2nd May 2019

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Scrip code: 520056

Scrip code: SUNCLAYLTD

Dear Sirs,

Sub : Re-appointment of Independent Directors for the second term

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The current term of office of M/s. Vice Admiral P J Jacob (Retd), V Subramanian, S Santhanakrishnan, R Vijayaraghavan and Kamlesh Gandhi as Independent Directors of the Company expires on 20th August 2019 and Mr R Gopalan's term expires upon the conclusion of the ensuing Annual General Meeting in 2019.

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee, we wish to inform you that the board of directors at their meeting held today, approved the re-appointment of M/s. Vice Admiral P J Jacob (Retd), V Subramanian, S Santhanakrishnan, R Vijayaraghavan, Kamlesh Gandhi and Mr R Gopalan as Independent Directors for the second term and they shall not be liable to retire by rotation during the said tenure.

The said re-appointment shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profiles of all the above mentioned Independent Directors proposed to be re-appointed are enclosed.



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None of the aforesaid directors are related to any director of the Company.

This is for your information.

Thanking you,

Yours faithfully,
For Sundaram-Clayton Limited


R Raja Prakash
Company Secretary

Encl: a/a

PROFILE OF VICE ADMIRAL P J JACOB

Vice Admiral P J Jacob, born in 1941, retired in 2001 as the Vice Chief of the Naval Staff. An alumnus of the National Defence Academy, Defence Services Staff College and the National Defence College, he has held a variety of key operational and training assignments in a career spanning forty years. He has commanded the Eastern Fleet, was the Director General of the Indian Coast Guard and the Chief of Personnel of the Navy before taking over as Vice Chief of the Naval Staff. As the Vice Chief, he was active in strategic planning and charting the future development of the Indian Navy. He has overseen numerous training initiatives and has led several Ministry of Defence / Navy delegations to negotiate intergovernmental agreements on strategic issues with various countries. He has also held a diplomatic assignment as the naval attaché in Tehran during a very turbulent period in that country's history.

Since leaving the Navy, he has taken up an assignment as a Director in Dua Consulting, a leading Delhi based firm, consulting in a number of areas such as infrastructure development, maritime, aviation and telecom.

Vice Admiral Jacob is vastly experienced in the field of maritime security. He was appointed by the Sri Lankan Government as its advisor on Maritime security. His experience in this field has also been tapped at various fora like the Asia Centre and the National Institute of Advanced studies Bangalore. He was also invited by Japanese Ministry of Foreign Affairs to interact with Japanese think tanks on the future of Indo Japanese maritime co-operation.

He was also involved in a second track initiative in conjunction with CII to attract greater Taiwanese investment in India, particularly in IT and small and medium scale manufacturing.

Vice Admiral Jacob has served as a member of the National Security Advisory Board to the Prime Minister of India. He is currently Chairman of the Global India Foundation an organization aiding decision makers in strategizing policy initiatives.

The Admiral is a recipient of the Param Vishist Seva Medal, Ati Vishist Seva Medal, and the Vishist Seva Medal for distinguished service of an exceptional order.

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PROFILE OF MR V SUBRAMANIAN

Mr Subramanian, born in 1948 is a B.Com from University of Madras and Certified Associate of Indian Institute of Bankers, Bombay.

He joined the premier Indian Administrative Service in 1971 (West Bengal Cadre). He also served as Secretary to the Government of India in Ministry of New and Renewable Energy.

In recognition of expertise and experience in dealing with foreign exchange management in India, he was appointed Adviser on Loan and Grant Management to the Government of Mozambique, Maputo by Commonwealth Secretariat, London for two and half years. During the stint with Ministry of Finance, he had dealt with public sector projects in the areas of transport, steel & mines, fertilizers, welfare, etc., external commercial borrowings, exchange control and bilateral aid. He successfully negotiated and finalized loans for public sector enterprises and took initiative of taking Indian PSEs to the bond markets of Japan, Germany and Switzerland to access low cost funds.

He has occupied many key senior positions in Government of India and the Government of West Bengal during his career of 37 years. He has extensive experience in Power, Aviation, Labour and Finance sectors. Presently, he is the Secretary General of the Indian Wind Energy Association, a non-governmental body formed by the wind energy generating companies and equipment manufacturers. He was also the Business Development Adviser to the Council for Industrial and Scientific Research at New Delhi in 2008 -09. He also offers consultancy to various companies in the field of renewable energy.

PROFILE OF MR S SANTHANAKRISHNAN

Mr S Santhanakrishnan born in 1944, joined the State Bank of India as a probationary officer and he rose to the position of Deputy Managing Director after 36 years of experience. He was also the all India Head of Credit (Corporate Accounts Group) and had the privilege of dealing with all the top 200 companies of India for more than 3 years. He was also the General Manager of SBI Capital Markets Limited and headed the Chennai office for 3 years.

After his retirement from SBI he headed the Credit Information Bureau of India Limited (CIBIL). During his 3 years tenure as executive chairman he had the privilege of participating in the evolution of the Company as an important credit reference agency and shaped it to be commercially successful.

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PROFILE OF MR R VIJAYARAGHAVAN

Mr R Vijayaraghavan, born in 1950 is an advocate in Chennai and has been practicing law for over 20 years. He is the legal advisor to many business groups and is a member of board of directors and audit committee of reputed companies. He has a vast breadth of experience in the fields of corporate law, mergers and acquisitions, tax laws, commercial aspects of doing business in India.

He holds a Master degree in Science from Madurai University and also Master degree in business administration from Syracuse University.

He is a partner of a reputed tax consultant firm in Chennai, providing a single window facility to the business community for all their legal requirements in the form of taxation consultancy, opinion, arbitration and conciliation, documentation approvals and litigation.

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PROFILE OF MR KAMLESH GANDHI

Mr Kamlesh Gandhi, born in 1950, a commerce graduate, is associated with Capital and Financial Markets in India for the past 41 years and was a member of the BSE for 14 years from 1981 to 1995. He was a director on the Board of Association of Merchant Bankers of India for 4 years from inception of the Association. As a merchant banker, he is instrumental in raising funds for over 325 capital issues and is involved in placement of equities of several companies with retail, high net worth and institutional investors, both domestic and overseas.

He was the guest speaker at Training Institutes of Banks and Bankers Training College of RBI on merchant banking activities. He was a Non-Executive Director of several companies including Dr Reddy's Group and Raasi Group. He is involved in advising several NRI investors including many high net worth NRIs.

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PROFILE OF MR R GOPALAN

Mr R Gopalan born in 1952, is presently, since April 2013, serving as Member, Public Enterprises Selection Board (PESB) under the control of the PM. This body selects CMDs, MDs and Directors of Central Public Sector Enterprises (CPSEs). PESB also helps in framing personnel policies for the CPSEs. During this period, he has assisted in selection of over 400 Officers.

Served as Secretary, Department of Economic Affairs, Ministry of Finance, Government of India till 31st July, 2012 before retirement. Was handling matters relating to Capital Markets, Infrastructure Finance, G-20, World Bank (WB), International Monetary Fund (IMF), Asian Development Bank (ADB), Budget preparation, Public Private Partnership (PPP), Directorate of Currency and other related matters pertaining to the economy.

Represented the country effectively in the G-20 meetings, ADB, World Bank and IMF meetings. Brought about a number of changes in the functioning of the Capital Markets and initiated new policy measures in infrastructure. Initiated of a number of measures to enhance financing for infrastructure. Represented Government of India on the Board of the Reserve Bank of India (RBI). Chaired the Foreign Investment Promotion Board (FIPB) which clears proposals for Foreign Direct Investment (FDI) into India. Was the cadre controlling authority for Officers belonging to the Indian Economic Service.

Prior to this assignment, was Secretary in the Department of Financial Services, Ministry of Finance - overall in charge of banking, insurance and pension reforms. The function included supervision of policy support to Public Sector Banks (PSBs), Insurance Companies and Development Financial Institutions (DFIs) through policy guidelines, legislative and other administrative changes; Monitoring their performance; Policy formulation in respect of NBFCs, private banks and foreign banks; Support to regulatory authorities i.e. RBI, IRDA, PFRDA, NHB and NABARD; administration of the all Acts relating to Banks, DFIs and Insurance Companies; framing rules and

regulations, wage settlement in banking and insurance industry; coordination between industry, banks and financial institutions.

He was also responsible for selection of Chairman and EDs of Public Sector Banks, MD of SIDBI, Chairman of Nabard, Deputy Governor of RBI, Chairman and MDS of SBI, and Chairman of SEBI. Responsible for introduction of "Swavalamban" - an insurance scheme for unorganized sector and "Swabhiman" - a scheme for financial inclusion through business correspondents model.

As Special Secretary in the Department of Commerce, Ministry of Commerce & Industry, served as Director General, Anti-Dumping and Anti-Subsidy Investigations; Director on the Boards of MMTC, STC and PEC Ltd. During his long and varied career in Govt of India, he held several key assignments, like Joint Secretary, National Manufacturing Competitiveness Council(NMCC); Joint Secretary in Commerce Department in charge of WTO and FTA negotiations; Joint Secretary in charge of export promotion division in the Commerce Ministry; and CMD, Tamil Nadu Industrial Development Corporation (TIDCO).

He has participated actively in Ministerial Meetings of WTO for Trade Negotiations at Doha, Cancun and Hong Kong, and assisted the Commerce Minister at the G-6, G-20 and G-10 meetings. He also participated in inter-governmental negotiations for Free Trade Agreements in the areas of agriculture, services and environmental goods, and led the Indian delegation at the WTO.

As Chairman, TIDEL Park Ltd, helped in financial closure, selection of design, selection of contractors through international competitive bidding, supervising construction and marketing of major Software Technology Park at Chennai. Completed the project estimated to cost Rs 340 cr within Rs 297 cr. Helped the State Government in formulation of policies on IT and biotechnology.

Managed the establishment of Auto Ancillary Park, Hi-tech Park for manufacturing hardware components, Petrochemical Park, Floriculture Infrastructure Park for exports and Rubber Park.

Mr. Gopalan has a Master's Degree in Economics from Boston University and a Master's Degree in Public Administration and Management from the John F. Kennedy School of Government, Harvard University.

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