

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sundaram Finance Limited

Quarter ending on: 30.06.2015

| Particulars | | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--------------|--|-----------------------------|--------------------------|---------|
| II. | Board of Directors | 49 II | | |
| (A) | Composition of Board | 49 (IIA) | Yes | |
| (B) | Independent Directors | 49 (IIB) | Yes | |
| (C) | Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | |
| (D) | Other provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) | Code of Conduct | 49 (IIE) | Yes | |
| (F) | Whistle Blower Policy | 49 (IIF) | Yes | |
| III. | Audit Committee | 49 (III) | | |
| (A) | Qualified & Independent Audit Committee | 49 (III A) | Yes | |
| (B) | Meeting of Audit Committee | 49 (III B) | Yes | |
| (C) | Powers of Audit Committee | 49 (III C) | Yes | |
| (D) | Role of Audit Committee | 49 (III D) | Yes | |
| (E) | Review of Information by Audit Committee | 49 (III E) | Yes | |
| IV. | Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. | Subsidiary Companies | 49 (V) | Yes | |
| VI. | Risk Management | 49 (VI) | Yes | |
| VII. | Related Party Transactions | 49 (VII) | Yes | |
| VIII. | Disclosures | 49 (VIII) | | |
| (A) | Related party transactions | 49 (VIII A) | Yes | |
| (B) | Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) | Remuneration of Directors | 49 (VIII C) | Yes | |
| (D) | Management | 49 (VIII D) | Yes | |
| (E) | Shareholders | 49 (VIII E) | Yes | |
| (F) | Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII I) | N.A | |
| IX. | CEO/CFO Certification | 49 (IX) | Yes | |
| X. | Report on Corporate Governance | 49 (X) | Yes | |
| XI. | Compliance | 49 (XI) | Yes | |

