

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sundaram Finance Limited

Quarter ending on: 30.09.2015

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	During the quarter, Royal Sundaram Alliance Insurance Company Limited (Royal Sundaram), a joint venture between our Company and Royal & Sun Alliance Insurance plc, became a material non-listed Indian subsidiary company. Sri S Prasad, Independent Director on our Board has been nominated by our Company as Independent Director on the Board of Royal Sundaram, in compliance with Clause 49.V.A of the Listing Agreement.
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)		
X.	Report on Corporate Governance	49 (X)		Since these reports are annual in nature, they will be complied with at the time of approval of accounts for the financial year ending 2015-16.
XI.	Compliance	49 (XI)		

