

ANNEXURE 7

QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of the Listed Entity **Sundaram Finance Limited**

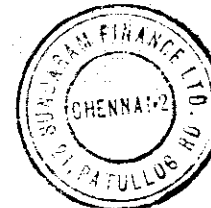
2. Quarter Ending **30.09.2016**

I Composition of Board of Directors									
Title (Mr/ Ms)	Name of the Director	PAN & DIN	DIN	Category (Chairperson/ Executive/ Non-executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	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 (Refer Regulation 26(1) of the Listing Regulations)
Mr	S Viji	AAFPV2927C	00139043	Chairperson	23-07-2015	-	2	1	1
Mr	S Ram	ADCPR0378R	00018309	Non-Executive	23-07-2015	-	3	1	0
Mr	N Venkataramani	ABXPV4759R	00001639	Independent	23-07-2014	6 years	3	2	1
Mr	P N Venkatachalam	AAGPV2445J	00499442	Independent	16-09-2014	6 years	2	2	0
Mr	S Mahalingam	AAEPM7962R	00121727	Independent	23-07-2014	2 years	3	3	0
Mr	S Prasad	AAHPP0048C	00063667	Independent	16-09-2014	8 years	3	1	4
Mr	S Ravindran	AACPR6159H	00045076	Non-Executive	22-07-2016	-	2	2	0
Mr	Aroon Raman	ABXPR5463J	00201205	Independent	16-09-2014	8 years	4	2	0
Ms	Shobhana Ramchandhran	ABHPS7815M	00273837	Independent	23-07-2014	3 years	3	1	1
Mr	T T Srinivasaraghavan	AAGPS0089M	00018247	Executive	01-04-2013	-	1	1	0
Mr	Harsha Viji	AABPH5786K	00602484	Executive	24-09-2015	-	1	0	0
Mr	A N Raju	AACPR9536L	00036201	Executive	01-06-2014	-	1	1	0

* Tenure (rounded off in years) includes the term served by them upto 30.09.2016 as Independent Directors under Companies Act, 1956 & Companies Act 2013.

**Certified True Copy
For Sundaram Finance Limited**



P. Sivanathan
Secretary & Compliance Officer

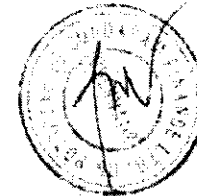


QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)				
II Composition of Committees				
S No	Name of the Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1.	Audit Committee	(i)	Mr S Prasad	Independent
		(ii)	Mr S Ravindran	Non-Executive
		(iii)	Ms Shobhana Ramachandhran	Independent
2.	Nomination, Compensation & Remuneration Committee	(i)	Mr P N Venkatachalam	Independent
		(ii)	Mr S Prasad	Independent
		(iii)	Mr S Ravindran	Non-Executive
		(iv)	Mr Aroon Raman	Independent
3.	Risk Management Committee	(i)	Mr T T Srinivasaraghavan	Executive
		(ii)	Mr Srinivas Acharya	Not applicable*
		(iii)	Mr Harsha Viji	Executive
		(iv)	Mr A N Raju	Executive
		(v)	Mr M Ramaswamy	Not applicable*
4.	Stakeholders Relationship Committee	(i)	Mr S Prasad	Independent
		(ii)	Mr T T Srinivasaraghavan	Executive
		(iii)	Mr A N Raju	Executive

* Mr Srinivas Acharya is a Non-Board Member & Mr M Ramaswamy is the CFO of the Company.

Certified True Copy
For Sundaram Finance Limited

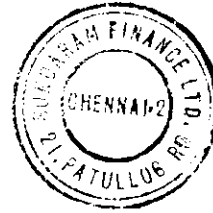
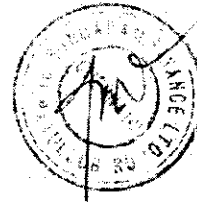

M. Srinivasan
Secretary & Compliance Officer



QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		
III Meetings 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 (in number of days)
29-04-2016	29-07-2016	59
30-05-2016	28-09-2016	60

Certified True Copy
For Sundaram Finance Limited

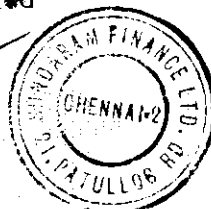

 P. Viswanathan
 Secretary & Compliance Officer



QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)			
IV Meetings of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
25-07-2016	Yes	25-04-2016	62
22-08-2016	Yes	23-05-2016	27
Nomination, Compensation & Remuneration Committee			
-	Yes	30-05-2016	
Risk Management Committee			
27-07-2016	Yes	29-06-2016	27
16-08-2016	Yes		19
23-09-2016	Yes		37
26-09-2016	Yes		2
Stakeholder's Relationship Committee			
06-07-2016		-	

Certified True Copy
For Sunsham Finance Limited

[Signature]
R. Viswanathan
Company & Compliance Officer

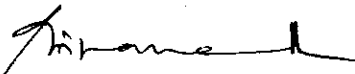


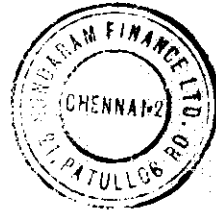
QUARTERLY REPORT ON CORPORATE GOVERNANCE (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ✓ Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

* There were no material related party transactions during the quarter/year.

Certified True Copy
For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer



QUARTERLY REPORT ON CORPORATE GOVERNANCE
(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

VI Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
- 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.
- 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.
- 5 The report for the quarter 30th June 2016 was placed at the Board meeting held on 29th July 2016. This report for the quarter ended 30th September 2016 will be placed at the ensuing meeting of the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: None

P Viswanathan



Name & Designation

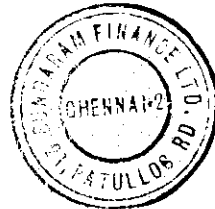
P Viswanathan

Company Secretary & Compliance Officer / Managing Director / CEO


Certified True Copy
For Sundaram Finance Limited

P Viswanathan

P Viswanathan
Company Secretary & Compliance Officer



QUARTERLY REPORT ON CORPORATE GOVERNANCE
 (As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

VII Affirmations		Regulation Number	Compliance Status
Broad heading			
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3)read with para C of Scheudle V	Yes
 Name & Designation P Viswanathan Company Secretary & Compliance Officer / Managing Director / CEO			

Certified True Copy
 For Sundaram Finance Limited


 P Viswanathan
 Company Secretary & Compliance Officer

