

DRAFT LETTER OF APPOINTMENT

(to be issued after shareholders' approval)

<<Date>>

Sri Ganesh Lakshminarayan
'Lakshmi Nivas'
Plot No.14c.
Boat Club Road
Chennai – 600028

Dear Ganesh

Sub: Appointment of Independent Director

I am pleased to inform you that upon the recommendations of the Nomination, Compensation and Remuneration Committee, the Board of Directors ('the Board') of Sundaram Finance Limited ('the Company') the shareholders of Sundaram Finance Limited ('the Company') have approved your appointment as an Independent Director of the Company ('Independent Director') with effect from 12th August 2020. This letter sets out the terms of your appointment.

1. Appointment

In accordance with the provisions of the Companies Act, 2013, Listing Regulations and Listing Agreement with National Stock Exchange of India Limited, you will serve as an Independent Director of the Board till 11th August 2025.

2. Board Committees

As advised by the Board, during the tenure of office, you may be required to serve on the Committees of the Board established by the Company. Upon your appointment to any one or more committees, you will be provided with the Terms of Reference of that Committee.

3. Professional Conduct, Role and functions, duties

You shall follow the (a) SFL Code of Conduct for Directors, (b) duties of directors prescribed under Section 166 of the Companies Act, 2013 and (c) Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

4. Remuneration

You will be paid a sitting fee of ₹25,000/- or such other amount as may be decided by the Board for every meeting of the Board. Upon your appointment to any one or more committees of the Board, you will be paid a sitting fee as under:

Name of the Committee	Sitting Fee for each meeting (Amount ₹)
Audit Committee	25,000/-
Nomination, Compensation and Remuneration Committee	25,000/-
Corporate Social Responsibility Committee	10,000/-
Stakeholder's Relationship Committee	10,000/-

In addition, the non-executive directors are remunerated by way of commission for each financial year as decided by the Board of Directors within the ceiling of 1% of the net profits of the Company approved by the shareholders.

Reimbursement of expenses for participation in the Board, sub-committees of the Board and general meetings will be based on actuals.

5. Dealing in Shares

Directors are prohibited from dealing in the company's shares without submitting a 'trading plan' and during the period when the trading window is closed. Further, you are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. You are required to comply with applicable insider trading laws and regulations.

6. Training and Familiarisation Programmes

Suitable training as and when needed and appropriate would be given, besides arranging for familiarisation sessions/ programmes.

7. Retirement

Your retirement would be governed by the provisions of the Companies Act, 2013 and the rules framed thereunder, Listing Regulations and other statutory provisions from time to time.

8. Evaluation

Evaluation of your performance will be done by the Board of Directors based on the evaluation criteria laid down by the Nomination, Compensation and Remuneration Committee

9. Directors' and Officers' Liability Insurance Policy

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.

10. Kindly return a copy of this letter of appointment, duly signed, as a token of acknowledgement.

With warm regards,

Yours sincerely,

S Viji
Chairman