

## Quarterly Compliance Report on Corporate Governance

Name of the Company: Sundaram Finance Limited

Quarter ending on: 30.09.2014

Particulars		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I.</b>	<b>Board of Directors</b>	49 I		
(A)	Composition of Board	49 (IA)	Yes	
(B)	Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C)	Other provisions as to Board and Committees	49 (IC)	Yes	
(D)	Code of Conduct	49 (ID)	Yes	
<b>II.</b>	<b>Audit Committee</b>	49 (II)		
(A)	Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B)	Meeting of Audit Committee	49 (IIB)	Yes	
(C)	Powers of Audit Committee	49 (IIC)	Yes	
(D)	Role of Audit Committee	49 (IID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III.</b>	<b>Subsidiary Companies</b>	49 (III)	Yes	The Board of Directors of our Company at their meeting held on 28th July 2014 nominated Sri P N Venkatachalam, an Independent Director, for appointment as Director on the Board of Sundaram BNP Paribas Home Finance Limited, a material non-listed Indian Subsidiary Company.
<b>IV.</b>	<b>Disclosures</b>	49 (IV)		
(A)	Basis of related party transactions	49 (IV A)	Yes	
(B)	Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C)	Board Disclosures	49 (IV C)	Yes	
(D)	Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E)	Remuneration of Directors	49 (IV E)	Yes	
(F)	Management	49 (IV F)	Yes	
(G)	Shareholders	49 (IV G)	Yes	
<b>V.</b>	<b>CEO/CFO Certification</b>	49 (V)		
<b>VI.</b>	<b>Report on Corporate Governance</b>	49 (VI)		Since these reports are annual in nature, they will be complied with at the time of approval of accounts for the financial year ending 2014-15.
<b>VII.</b>	<b>Compliance</b>	49 (VII)		

