

Code of Conduct for Directors and Senior Management

The strong edifice of Sundaram Finance Limited (SFL) has been built on the foundations of high standards of integrity, dedicated customer service, fair business practices, efficient, safe and trusted financial policies. The Board of Directors (the 'Board') has now adopted a Code of Conduct (the 'Code') for the Directors and members of the Senior Management of SFL to further strengthen this edifice.

The Directors and members of the Senior Management are required to affirm compliance with Code.

1. Act honestly and use the powers of office, in good faith and in the best interests of SFL as a whole.
2. Recognise that their primary responsibility is to SFL shareholders as a whole but they should, where appropriate, have regard for the interests of all stakeholders of SFL.
3. Be independent in judgement and action and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
4. Use due care and diligence in performing their duties of office and in exercising their powers attached to that office.
5. Not allow personal interests to conflict with the interests of SFL.
6. Not make improper use of information nor take improper advantage of their position.
7. Maintain the confidentiality of information (price sensitive or otherwise) they receive while being an officer of the Company.

8. Comply with all applicable laws, rules and regulations.
9. Not engage in conduct likely to bring discredit upon SFL.

Having regard to the business practices, or the legal and regulatory framework applicable, the Board will review, revise or update the Code of Conduct as it deems appropriate. Any change or amendment to the Code shall be made only with the approval of the Board.