

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sundaram Finance Limited

Quarter ending on: 30.06.2014

Particulars		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I.	Board of Directors	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	
II.	Audit Committee	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	
III.	Subsidiary Companies	49 (III)	Yes	Consequent to the change in the status of Sri S Ravindran from "Independent Director" to "Non-Independent Director" effective from 25th April 2014, action has been initiated to nominate one Independent Director from our Board on the Board of Sundaram BNP Paribas Home Finance Limited, a material non listed Indian subsidiary company.
IV.	Disclosures	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	
V.	CEO/CFO Certification	49 (V)	Yes	
VI.	Report on Corporate Governance	49 (VI)	Yes	
VII.	Compliance	49 (VII)	Yes	

