



SHFL/SEC/1/2022-23

April 20, 2022

To,
NATIONAL STOCK EXCHANGE OF INDIA LTD.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai-400 051

Dear Sir,

Sub: Compliance report on Corporate Governance

In compliance with Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose compliance report on corporate governance for the quarter/year ended 31st March 2022.

Thanking You

Yours faithfully,
For **Sundaram Home Finance Limited**,

Lakshminarayanan Duraiswamy
Managing Director

Sundaram Home Finance Limited

(Formerly known as Sundaram BNP Paribas Home Finance Limited)

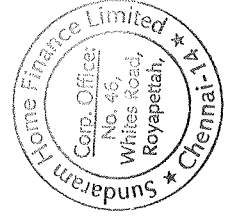


Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity : SUNDARAM HOME FINANCE LIMITED
2. Quarter ending: 31st March 2022

I. Composition of Board of Directors

Title(Mr./Ms)	Name of the Director	PAN& DIN	Category (Chairperson /Executive/ Non-Executive/ independent Director /Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship entities including this listed entity [in reference to Regulation 17A(1)]	No of independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	T. T. Srinivasaraghavan	PAN: AAGPS0089M DIN: 00018247	Chairperson – Non-Executive	02.07.1999 Chairperson – 01.11.2019				January 19, 1955	6		2	

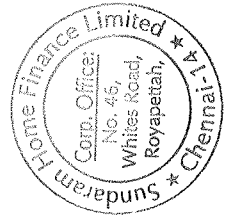


Sundaram Home Finance Limited



SUNDARAM HOME

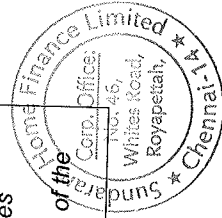
Title (Mr./Director M/s)	Name of the	PAN& DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1) J]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsha Viji	PAN: AABPH5786K DIN: 00602484	Non-Executive	24.01.2020			NA	August 28, 1975	6		4	1
Mr.	A.N. Raju	PAN: AACPR9536L DIN: 00036201	Non-Executive	20.05.2021			NA	May 15, 1959	3		2	-
Mr.	P.N. Venkatachalam	PAN: AAGPV2445J DIN: 00499442	Independent	21.10.2014	30.04.2021	21.03.2022	NA	March 22, 1944			-	-
Mrs.	Radha Unni	PAN: AAAPU1518P DIN: 03242769	Independent	05.03.2015	05.03.2020		5 years	December 4, 1948	8		7	-



Sundaram Home Finance Limited



SUNDARAM HOME

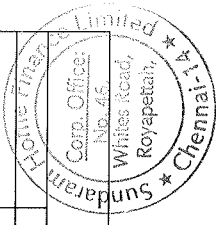


Title (Mr./Ms)	Name of the Director	PAN& DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	Bhavani Balasubramanian	PAN: AAEBP7247A DIN: 09194973	Independent	04.02.2022			5 years	December 20, 1959	2		2	-
Mr.	Mahesh Parasuraman	PAN: AAWPP1502E DIN: 00233782	Independent	04.02.2022			5 years	November 19, 1975	2		1	1
Mr.	Mr. S. Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent	04.02.2022			2 years & 3 months	February 10, 1948	8		2	3
Mr.	Lakshminarayanan Duraiswamy	PAN: AAFPD5438E DIN: 07988186	Executive	25.10.2019			NA	July 25, 1969	2		1	-
			Whether Regular chairperson appointed: yes									
			Whether Chairperson is related to managing director or CEO: No									
			\$PAN of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen									
			* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.									

Sundaram Home Finance Limited



II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Nominee)	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	Mr. P. N. Venkatachalam	Chairperson – Independent	12.05.2020	21.03.2022	
		Mrs. Bhavani Balasubramanian	Chairperson – Independent	21.03.2022		
		Mrs. Radha Unni	Independent	13.03.2020		
		Mr. Harsha Viji	Non-Executive	13.03.2020		
		Mrs. Radha Unni	Chairperson – Independent	29.10.2021 – Appointed as Chairperson		
2. Nomination & Remuneration Committee	Yes	Mr. P. N. Venkatachalam	Independent	23.10.2020	21.03.2022	
		Mr. Mahesh Parasuraman	Independent	21.03.2022		
		Mr. Harsha Viji	Non-Executive	29.10.2021		
3. Risk Management Committee (if applicable)	Yes	Mr. P. N. Venkatachalam	Chairperson - Independent	13.03.2020	21.03.2022	
		Mrs. Radha Unni	Independent	13.03.2020	21.03.2022	
		Mr. Harsha Viji	Non-Executive	13.03.2020	21.03.2022	
		Mr. A. N. Raju	Chairperson – Non-Executive	21.03.2022		
		Mr. Lakshminarayanan Duraiswamy	Executive	13.03.2020		
4. Stakeholders Relationship Committee'	Yes	Mr. Lakshminarayanan Duraiswamy	Chairperson - Executive	13.03.2020		
		Mr. P. N. Venkatachalam	Independent	13.03.2020	21.03.2022	
		Mr. A. N. Raju	Independent	21.03.2022		
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen						

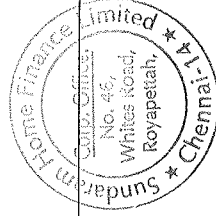


Sundaram Home Finance Limited

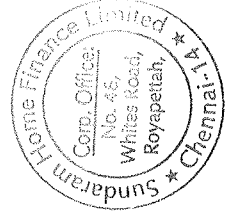



SUNDARAM HOME

III. Meeting of Board of Directors									
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between Any two consecutive (in number of days)				
29.10.2021	04.02.2022	Yes	9	5	42				
24.12.2021	21.03.2022	Yes	8	4	45				
	30.03.2022	Yes	8	4	9				
* to be filled in only for the current quarter meetings									
IV. Meetings of Committees									
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*				
04.02.2022	Yes	3	2	29.10.2021	98				
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional									
**to be filled in only for the current quarter meetings									
V. Related Party Transactions									
Subject					Compliance status (Yes/No/NA)				
Whether prior approval of audit committee obtained					refer note below				
Whether shareholder approval obtained for material RPT					Yes				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee					Not Required as there are no material Related Party Transactions				
Note:					Yes.				
1					In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.				
2					If status is "No" details of non-compliance may be given here.				



Sundaram Home Finance Limited



<p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none">a. Audit Committeeb. Nomination & Remuneration Committeec. Stakeholders Relationship Committeed. Risk management committee (as applicable) <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.</p>	<p>For Sundaram Home Finance Limited</p> <p></p> <p>Lakshminarayanan Duraiswamy Managing Director</p>
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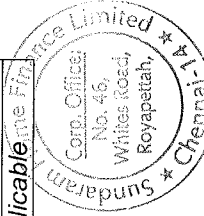
Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Sundaram Home Finance Limited

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	NA	Provision not applicable
b) Terms and conditions of appointment of independent directors	Yes	
c) Composition of various committees of board of directors	Yes	
d) Code of conduct of board of directors and senior management personnel	Yes	
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
f) Criteria of making payments to non-executive directors	Yes	
g) Policy on dealing with related party transactions	Yes	
h) Policy for determining 'material' subsidiaries	NA	The Company has no subsidiary
i) Details of familiarization programmes imparted to independent directors	Yes	
j) Email address for grievance redressal and other relevant details	NA	Provision not applicable
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	NA	Provision not applicable
l) Financial results	NA	Provision not applicable
m) Shareholding pattern	NA	Provision not applicable
n) Details of agreements entered into with the media companies and/or their associates	NA	Provision not applicable
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	Provision not applicable
p) New name and the old name of the listed entity	NA	Provision not applicable
q) Advertisements as per regulation 47 (1)	NA	Provision not applicable
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	Provision not applicable
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	Provision not applicable
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	
b) Materiality Policy as per Regulation 30	NA	Provision not applicable

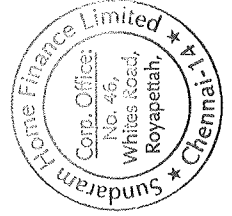
**Sundaram Home Finance Limited**

Registered Office: 21, Patullas Road, Chennai - 600 002

Corporate Office: Sundaram Towers, 46, Whites Road, Chennai - 600 014, India Ph: 91 -44 -2851 5267/69

PAN: AADCS4826J CIN: U65922TN1999PLC042759

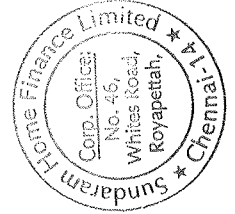
Website: www.sundaramhome.in | Toll Free Number : 1800 419 7722 | E-mail: corporateaffairs@sundaramhome.in



c) Dividend Distribution policy as per Regulation 43A (as applicable)
It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations	Regulation Number	Compliance status (Yes/No/NA) refer note below
Particulars		
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes

Sundaram Home Finance Limited



Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		

Sundaram Home Finance Limited



III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Sundaram Home Finance Limited

**Lakshminarayanan Duraishwamy
Managing Director**

Sundaram Home Finance Limited



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

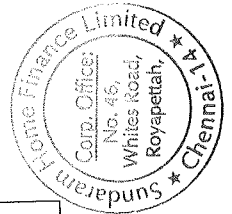
Half year ending – 31/03/2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them	1,00,00,000	1,38,21,418.25	

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			


(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:



Sundaram Home Finance Limited



KMPs or any other entity controlled by them					
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:					
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months	Promoter or any other entity controlled by them	
Promoter Group or any other entity controlled by them				Directors (including relatives) or any other entity controlled by them	
KMPs or any other entity controlled by them					
II. Affirmations:					
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.					
For Sundaram Home Finance Limited					
 Lakshminarayanan Duraiswamy Managing Director					
Note					
<p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/ for the Government or government company</p> <p>b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.</p> <p>c) by a banking company or an insurance company ; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions</p> <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..</p>					

Sundaram Home Finance Limited