



M DAMODARAN & ASSOCIATES LLP

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Secretarial Compliance Report of Sundaram Home Finance Limited for the financial year ended 31.03.2023

(Pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with
SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I M. Damodaran, Managing Partner of M Damodaran & Associates LLP Practicing
Company Secretaries, Chennai have examined:

- a) all the documents and records made available to me and explanation provided by **SUNDARAM HOME FINANCE LIMITED** ("the Company"),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:
 - i. Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - ii. Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations prescribed under the SEBI Act whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *Not Applicable to the Company during the Review Period.*
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - *Not Applicable to the Company during the Review Period.*



- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - *Not Applicable to the Company during the Review Period.*
- e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable during the review period.*
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not Applicable during the review period.*

and circulars/ guidelines issued thereunder;

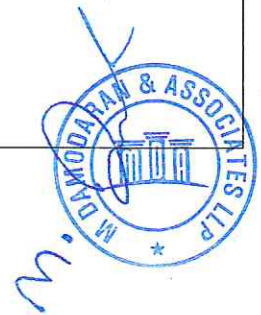
and based on the above examination, I hereby report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure – A**
- b) The Company was not required to take any actions as there were no observations made by the Secretarial Auditor in previous reports.
- c) There was no appointment/re-appointment of Statutory Auditors of the Company during the period. Hence, the compliance of SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 is not applicable.

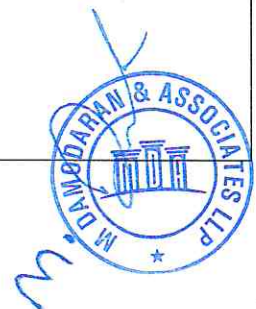
I hereby further report that, during the Review Period the compliance status of the Company is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act,	Yes	-

	2013 and mandatorily applicable.		
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	-
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	-
5.	<u>Details related to Subsidiaries of the Company have been examined w.r.t.:</u> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries. 	Yes	-
6.	<u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-



7.	<p><u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Not Applicable	-
9.	<p><u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>Action(s) has been taken against the Company / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	Please refer Annexure - A





12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed under any other SEBI regulations/circulars/guidance notes etc.	Yes	-
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Place: Chennai
Date: 11.05.2023

For **M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
FRN: L2019TN006000
PR 1374/2021
ICSI UDIN:F005837E000291311



Annexure - A

The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	As per Regulation 57(4) of SEBI LODR, The listed entity shall within five working days prior to the beginning of the quarter provide details for all the NCDs for which interest/divide nd/principal obligations shall be payable during the quarter.	Regulation of 57(4) of SEBI LODR.	There was a delay in intimation to National Stock Exchange of India Limited (NSE) about the details of Interest/principal obligations payable during the quarter from 01.10.2022 to 31.12.2022 with respect to some of the listed NCDs as required u/r. 57(4) of SEBI LODR.	NSE	Levied a fine	There was a delay in intimation to NSE about the details of Interest/p rincipal obligation s payable during the quarter from 01.10.202 2 to 31.12.202 2 with respect to some of the listed NCDs as required u/r. 57(4) of SEBI LODR.	Rs.6,000/- plus tax	There was a delay in intimation to NSE about the details of Interest/princip al obligations payable during the quarter from 01.10.2022 to 31.12.2022 with respect to some of the listed NCDs as required u/r. 57(4) of SEBI LODR. However, it was also observed that there was no delay in remitting the interest payment to the debenture holder. NSE	The Company has made a representation to NSE vide e-Mail dated 01.11.2022 to waive off the penalty levied. Reply from NSE Limited is awaited.	



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3.

		<p>vide its e-mail communication dated 27.10.2022 has levied a fine of Rs.6,000/- plus tax for the aforesaid delay in compliance.</p>	<p>Rs. 10,000/- plus tax</p>	<p>There was a delay in intimation to NSE by two working days about the record date for the payment of interest/principal due falling in the month of August 2022 for the listed NCDs as required u/r. 60(2).</p>	<p>Levied a fine</p>	<p>NSE</p>	<p>There was a delay in intimation to NSE by two working days about the record date for the payment of interest/principal due falling in the month of August 2022 for the listed NCDs as required u/r. 60(2).</p>	<p>Regulation 60(2) of SEBI LODR.</p>	<p>As per Regulation 60(2) of SEBI LODR, The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.</p>	<p>2</p>
	<p>The Company has made a representation to NSE vide e-Mail dated 01.09.2022 to waive-off the penalty levied. A reply from NSE is awaited.</p>	<p>There was a delay in intimation to NSE by two working days about the record date for the payment of interest/principal due falling in the month of August 2022 for the listed NCDs as required u/r. 60(2). NSE vide its e-mail communication dated 30.08.2022 has levied a fine of Rs. 10,000/- plus tax for the aforesaid non-compliance.</p>		<p>There was a delay in intimation to NSE by two working days about the record date for the payment of interest/principal due falling in the month of August 2022 for the listed NCDs as required u/r. 60(2).</p>			<p>There was a delay in intimation to NSE by two working days about the record date for the payment of interest/principal due falling in the month of August 2022 for the listed NCDs as required u/r. 60(2).</p>			