

# SUNDARAM HOME FINANCE LIMITED

## TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

DISCLOSURE PURSUANT TO SECTION 149(8) READ WITH SCHEDULE IV TO THE COMPANIES ACT 2013 AND REGULATION 62(1A)(B) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Independent Director	Date of Appointment	Date of Termination
Ms. Bhavani Balasubramanian	04.02.2022	04.02.2027
Mr. Mahesh Parasuraman	04.02.2022	04.02.2027
Mr. S. Mahalingam	26.05.2024	25.05.2029
Ms. C. Sruthi	14.05.2022	14.05.2027

### Terms of Reference

### Board Committees

As advised by the Board, during the tenure of office, the Independent Directors may be required to serve on the Committees of the Board established by the Company. Upon appointment to any one or more Committees, they will be provided with the Terms of Reference of that Committee.

### Professional Conduct, Role and functions, duties

- Independent Directors shall follow the SHFL Code of Conduct for Directors.
- Duties of Directors prescribed under Section 166 of the Companies Act, 2013 and
- Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

### Remuneration

All Independent Directors will be paid a sitting fee of Rs.25,000/- or such other amount as may be decided by the Board for every meeting of the Board. With regard to Committees of the Board, they will be paid a sitting fee as under:

Name of the Committee	Sitting fee for each meeting (Amt in Rs.)
Audit Committee	25,000/-
Nomination and Remuneration Committee	10,000/-
Information Technology Strategy Committee	10,000/-
Corporate Social Responsibility Committee	10,000/-
Stakeholder's Relationship Committee	10,000/-
Risk Management Committee	10,000/-
Customer Service Committee	10,000/-

In addition, the non-executive directors are remunerated by way of commission for each financial year as decided by the Board of Directors within the ceiling of 1 % of the net profits of the Company approved by the shareholders. Reimbursement of expenses for participation in the Board, committees of the Board and general meetings will be based on actuals.

### **Training**

Suitable training as and when needed and appropriate would be given.

### **Retirement Age**

Retirement would be governed by Companies Act, 2013 and the rules made thereunder, Listing Regulations and other statutory provisions from time to time.

### **Evaluation**

Evaluation of your performance will be done by the Board of Directors based on the evaluation criteria laid down by the Nomination and Remuneration Committee.

### **Directors' and Officers' Liability Insurance Policy**

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.