

December 20, 2021

Sri S. Prasad  
D.1, III Floor  
"Ashok Prithivi"  
New No.6, Old No.87  
4<sup>th</sup> Street  
Abhiramapuram  
Chennai 600 018

Dear Sri S. Prasad,

**Sub: Appointment of Independent Director**

I am pleased to inform you that upon the recommendations of the Nomination, and Remuneration Committee and the Board of Directors ('the Board') the shareholders of Sundaram Finance Holdings Limited ('the Company') have approved your re-appointment as an Independent Director of the Company ('Independent Director') for a further term of 2 (two) consecutive years with effect from 16<sup>th</sup> February 2022. This letter sets out the terms of your re-appointment.

**1. Term of Office**

In accordance with the provisions of the Companies Act, 2013 and Listing Agreement with National Stock Exchange of India Limited, you will serve as an Independent Director of the Board till 15<sup>th</sup> February 2024.

**2. Board Committees**

During the above said term of office, you may continue to serve as Chairman / Member of the respective Committees of the Board as earlier.

**3. Professional Conduct, Role and functions, duties**

You shall follow the (a) SFHL Code of Conduct for Directors, (b) duties of directors prescribed under Section 166 of the Companies Act, 2013 and (c) Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

**4. Remuneration**

You will be paid a sitting fee of ₹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, you will be paid sitting fees as under:

Name of the Committee	Sitting Fee for each meeting (Amount ₹)
Audit Committee	25,000/-
Nomination and Remuneration Committee	25,000/-
Corporate Social Responsibility 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, sub-committees of the Board and general meetings will be based on actuals.

## **5. Dealing in Shares**

Directors are prohibited from dealing in the company's shares without submitting a 'trading plan' and during the period when the trading window is closed. Further, you are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. You are required to comply with applicable insider trading laws and regulations.

## **6. Training**

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

## **7. Retirement**

Your retirement would be governed by the provisions of the Companies Act, 2013 and the rules framed thereunder, Listing Regulations and other statutory provisions from time to time.

## **8. 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.

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

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

Kindly return a copy of this letter of appointment, duly signed, as a token of acknowledgement.

I look forward to your continued contributions to the growth of the Company.

With warm regards,

Yours sincerely,

T.T. Srinivasaraghavan  
Chairman