



EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS 6/2016-17 HELD AT THE REGISTERED OFFICE ON FRIDAY, THE 25TH NOVEMBER BETWEEN 10:15 A.M. AND 12.45 P.M.

9.0 AMALGAMATION OF SUNDARAM INFOTECH SOLUTIONS LIMITED WITH THE COMPANY

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RESOLVED that Sundaram Infotech Solutions Limited (SISL), Chennai, be amalgamated with the Company from the appointed date viz., 01.04.2016, subject to the following:

A. Compliance of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 (including any statutory replacement, modification, re-enactment or amendment thereof, if any) and subject to the approval of the Honourable High Court of Judicature at Madras [National Company Law Tribunal, if applicable] and the members of the Company, and subject to all other approvals as may be necessary;

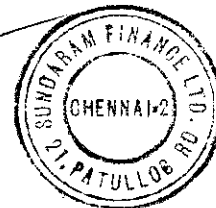
OR

B. Compliance of Section 233 and other applicable provisions of the Companies Act, 2013 [as and when such provision is notified] (including any statutory replacement, modification, re-enactment or amendment thereof, if any) and subject to all other approvals as may be necessary under the aforesaid provision.

FURTHER RESOLVED that the draft Scheme of Amalgamation ['Scheme'] between Sundaram Infotech Solutions Limited and the Company, as set out vide Annexure V, considered and recommended by the Audit Committee, placed before the Board and initialled by the Chairman for the purpose of identification, be and is hereby approved.

**Certified True Copy
For Sundaram Finance Limited**

P. Viswanathan
P. Viswanathan
Secretary & Compliance Officer



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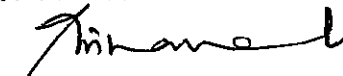
Sundaram Finance Limited

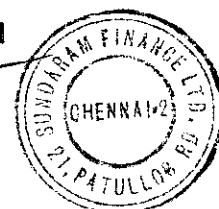


FURTHER RESOLVED that Sri S. Viji, Chairman, Sri T.T. Srinivasaraghavan, Managing Director, Sri Harsha Viji, Deputy Managing Director, Sri A.N. Raju, Director (Operations), Sri M. Ramaswamy, Chief Financial Officer and Sri P. Viswanathan, Secretary & Compliance Officer of the Company be and are hereby severally authorised to do any or all of the following:

- a) file applications and/or petitions individually or jointly with Sundaram Infotech Solutions Limited to the Honourable High Court of Judicature at Madras / National Company Law Tribunal, under Section 391 and 394 of the Companies Act, 1956 or other relevant provisions of the Companies Act, 2013, as the case may be;
- b) make such modifications / alterations / changes etc., to the Scheme as may be expedient or necessary to file the Scheme inter-alia in accordance with Section 233 of the Companies Act, 2013 [as and when such provision is notified] and other applicable provisions of the Companies Act, 2013 as and when necessary and to do all further acts, deeds and matters and things as may be necessary or expedient to give effect to the Scheme Section 233 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and for matters connected therewith or incidental thereto;
- c) make such alterations, changes to the scheme as may be expedient or necessary, for satisfying the requirement or conditions imposed by the Honourable High Court of Judicature at Madras / National Company Law Tribunal and / or any other Regulatory Authority, in the Scheme of Amalgamation;
- d) file applications before the Hon'ble High Court of Judicature at Madras seeking directions as to holding / dispensing with the meeting(s) of the shareholders / creditors of the Company as may be required to give effect to the Scheme;

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For Sundaram Finance Limited**


P. Viswanathan
Secretary & Compliance Officer



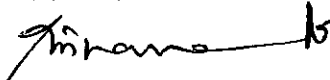
Sundaram Finance Limited

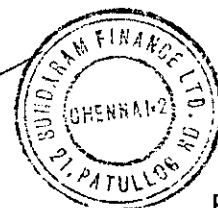
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- e) make applications for sanction or approval under any law of the Central Government, State Government, any other agency, department or authority as may be required;
- f) obtain consents from the shareholders / creditors or to hold meeting(s) of the shareholders / creditors of the Company as may be required to give effect to the Scheme;
- g) file affidavits, petitions, pleadings, applications, reports, publish advertisements or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage chartered accountants and other professionals as may be necessary and to sign and execute Vakalatnama wherever necessary and to do all acts necessary or incidental to the said proceedings for obtaining confirmation of the Scheme and sign and issue public advertisements and notices for the above purpose;
- h) take all necessary steps for obtaining consent and confirmation for the Scheme from applicable authorities and parties including shareholders, creditors, banks, financial institutions as may be considered necessary to give full effect to and implement the Scheme;
- i) settle any questions or any difficulty that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as more considered necessary to give effect to the Scheme/the above Resolutions;
- j) accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

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For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer



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Sundaram Finance Limited



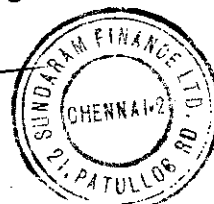
- k) produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- l) do all further acts, deeds and matters and things as may be necessary, prior or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- m) issue a general/specific power of attorney and/or to delegate powers, if necessary, in favour of such persons who will be the representative of the Company in all matters for putting through the Scheme;
- n) affix the Common Seal of the Company, if necessary, to any application, form, power of attorney, document, etc. as may be required in this connection, as per the Articles of Association of the Company; and
- o) authorise personnel for appointment of advocates, solicitors etc. for the purpose of obtaining the sanction of the Scheme.

FURTHER RESOLVED that Sri S. Viji, Chairman, Sri T.T. Srinivasaraghavan, Managing Director, Sri Harsha Viji, Deputy Managing Director, Sri A.N. Raju, Director (Operations), Sri M. Ramaswamy, Chief Financial Officer and Sri P. Viswanathan, Secretary & Compliance Officer of the Company be and are hereby severally authorised to certify to be a true copy all Board and Committee Resolutions passed in this connection.

It was noted that there was no need to obtain a Valuation Report, since, pursuant to the amalgamation, all the shares held by the Company and its nominees in SISL shall stand cancelled as on the Effective Date and there was no question of issuing the shares of the Company to any person(s) upon the amalgamation.

Certified True Copy
For Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer
Sundaram Finance Limited



EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS 5/2016-17 HELD AT THE REGISTERED OFFICE ON FRIDAY, THE 25TH NOVEMBER 2016 BETWEEN 4:00 P.M. AND 5:00 P.M

2.0 AMALGAMATION OF THE COMPANY WITH SUNDARAM FINANCE LIMITED

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RESOLVED that the Company be amalgamated with Sundaram Finance Limited, Chennai, from the appointed date viz., 01.04.2016, subject to the following:

- A. Compliance of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 (including any statutory replacement, modification, re-enactment or amendment thereof, if any) and subject to the approval of the Honourable High Court of Judicature at Madras [National Company Law Tribunal, if applicable] and the members of the Company, and subject to all other approvals as may be necessary;

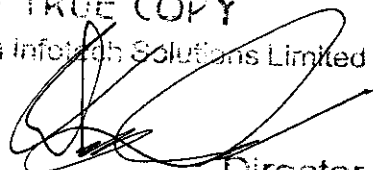
OR

- B. Compliance of Section 233 and other applicable provisions of the Companies Act, 2013 [as and when such provision is notified] (including any statutory replacement, modification, re-enactment or amendment thereof, if any) and subject to all other approvals as may be necessary under the aforesaid provision.

FURTHER RESOLVED that the draft Scheme of Amalgamation ['Scheme'] between the Company and Sundaram Finance Limited, as set out vide Annexure II, considered and recommended by the Audit Committee, placed before the

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For Sundaram Infotech Solutions Limited


Director



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Sundaram Infotech Solutions Limited (A wholly owned subsidiary of Sundaram Finance Limited)




SUNDARAM INFOTECH

Board and initialled by the Chairman for the purpose of identification, be and is hereby approved.

FURTHER RESOLVED that Sri Srinivas Acharya, Sri K. Swaminathan, Sri T.K. Sundararajan and Ms S. Preetha, Directors and Sri K. Rajagopal, Company Secretary of the Company be and are hereby severally authorised to do any or all of the following:

- a) file applications and/or petitions individually or jointly with Sundaram Finance Limited to the Honourable High Court of Judicature at Madras / National Company Law Tribunal, under Section 391 and 394 of the Companies Act, 1956 or other relevant provisions of the Companies Act, 2013, as the case may be;
- b) make such modifications / alterations / changes etc., to the Scheme as may be expedient or necessary to file the Scheme inter-alia in accordance with Section 233 of the Companies Act, 2013 [as and when such provision is notified] and other applicable provisions of the Companies Act, 2013 as and when necessary and to do all further acts, deeds and matters and things as may be necessary or expedient to give effect to the Scheme Section 233 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and for matters connected therewith or incidental thereto;
- c) make such alterations, changes to the scheme as may be expedient or necessary, for satisfying the requirement or conditions imposed by the Honourable High Court of Judicature at Madras / National Company Law Tribunal and / or any other Regulatory Authority, in the Scheme of Amalgamation;

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For Sundaram Infotech Solutions Limited


Director



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Sundaram Infotech Solutions Limited (A wholly owned subsidiary of Sundaram Finance Limited)



- d) file applications before the Hon'ble High Court of Judicature at Madras seeking directions as to holding / dispensing with the meeting(s) of the shareholders / creditors of the Company as may be required to give effect to the Scheme;
- e) make applications for sanction or approval under any law of the Central Government, State Government, any other agency, department or authority as may be required;
- f) obtain consents from the shareholders / creditors or to hold meeting(s) of the shareholders / creditors of the Company as may be required to give effect to the Scheme;
- g) file affidavits, petitions, pleadings, applications, reports, publish advertisements or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage chartered accountants and other professionals as may be necessary and to sign and execute Vakalatnama wherever necessary and to do all acts necessary or incidental to the said proceedings for obtaining confirmation of the Scheme and sign and issue public advertisements and notices for the above purpose;
- h) take all necessary steps for obtaining consent and confirmation for the Scheme from applicable authorities and parties including shareholders, creditors, banks, financial institutions as may be considered necessary to give full effect to and implement the Scheme;

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For Sundaram Infotech Solutions Limited

Director



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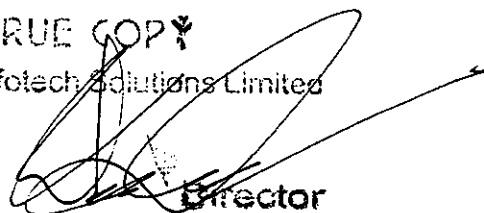
Sundaram Infotech Solutions Limited (A wholly owned subsidiary of Sundaram Finance Limited)



SUNDARAM INFOTECH

- i) settle any questions or any difficulty that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as more considered necessary to give effect to the Scheme/the above Resolutions;
- j) accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- k) produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- l) do all further acts, deeds and matters and things as may be necessary, prior or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- m) issue a general/specific power of attorney and/or to delegate powers, if necessary, in favour of such persons who will be the representative of the Company in all matters for putting through the Scheme;
- n) affix the Common Seal of the Company, if necessary, to any application, form, power of attorney, document, etc. as may be required in this connection, as per the Articles of Association of the Company; and
- o) authorise personnel for appointment of advocates, solicitors etc. for the purpose of obtaining the sanction of the Scheme.

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For Sundaram Infotech Solutions Limited


Director



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Sundaram Infotech Solutions Limited (A wholly owned subsidiary of Sundaram Finance Limited)

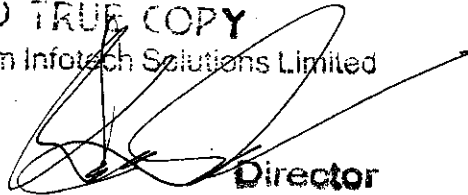


SUNDARAM INFOTECH

FURTHER RESOLVED that Sri Srinivas Acharya, Sri K. Swaminathan, Sri T.K. Sundararajan and Ms S. Preetha, Directors and Sri K. Rajagopal, Company Secretary of the Company be and are hereby severally authorised to certify to be a true copy all Board and Committee Resolutions passed in this connection.

It was noted that there was no need to obtain a Valuation Report, since, pursuant to the amalgamation, all the shares held by SFL and its nominees in the Company shall stand cancelled as on the Effective Date and there was no question of issuing the shares of SFL to any person(s) upon the amalgamation.

CERTIFIED TRUE COPY
For Sundaram Infotech Solutions Limited



Director

