



Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") for the proposed Scheme of Arrangement between Sundaram Finance Limited and Sundaram Insurance Broking Services Limited and Infreight Logistics Solutions Limited and Sundaram BPO India Limited and Sundaram Finance Investments Limited and their respective Shareholders and Creditors ("Scheme").

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. National Stock Exchange of India Limited has been appointed as Designated Stock Exchange vide resolution passed by the Board of Directors of Sundaram Finance Limited on 17 February 2017.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes. Refer Annexures 1A and 1B
2.b	Valuation Report from Independent Chartered Accountant (Share Entitlement Ratio Report)	Yes. Refer Annexure 2
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Refer Annexures 3A to 3D
2.d	Fairness Opinion by merchant banker	Yes. Refer Annexure 4
2.e	Pre and post arrangement shareholding pattern of Resulting Company/Transferor Companies	Yes. Refer Annexures 5A to 5E
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of Resulting Company	Yes. Refer Annexures 6A to 6E
2.g	Compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of Listing Agreement)	Yes. Refer Annexure 8
2.h	Complaints Report	Yes. We will submit the Complaints Report within 7 days of the expiry of 21 days from the date of filing of documents with Stock Exchange(s).



Sundaram Finance Limited



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3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (Resulting Company) to the holders of securities of a listed entity (Demerged Company) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a National Company Law Tribunal under Section 230-232 of the Companies Act, 2013	Yes.														
4.	At least 25% of the post scheme paid up share capital of the Resulting Company shall comprise of shares allotted to the public holders in the Demerged Company.	<p>Post the Scheme becoming effective, and upon issuance of shares by Sundaram Finance Investments Limited, the Resulting Company on the record date, the shareholding pattern of Sundaram Finance Investments Limited will be as under:</p> <table border="1" data-bbox="934 864 1420 1506"> <thead> <tr> <th>Particulars</th> <th>Shareholding (%)</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td></td> </tr> <tr> <td>Sundaram Finance Limited</td> <td>26.47</td> </tr> <tr> <td>Promoter and Promoter Group of Sundaram Finance Limited</td> <td>26.53</td> </tr> <tr> <td>Public – Shareholders of Sundaram Finance Limited</td> <td>46.34</td> </tr> <tr> <td>Employee Trust (Non-Promoter and Non-Public)</td> <td>0.66</td> </tr> <tr> <td>Total</td> <td>100.00</td> </tr> </tbody> </table>	Particulars	Shareholding (%)	Promoter and Promoter Group		Sundaram Finance Limited	26.47	Promoter and Promoter Group of Sundaram Finance Limited	26.53	Public – Shareholders of Sundaram Finance Limited	46.34	Employee Trust (Non-Promoter and Non-Public)	0.66	Total	100.00
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5.	The Resulting Company will not issue/reissue any shares, not covered under the Draft Scheme.	Yes. The Resulting Company will not issue/reissue any shares not covered by the Draft Scheme.														
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Resulting Company at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent	Not Applicable.														





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	increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	
7.	The shares of Resulting Company issued in lieu of the locked-in shares of the Demerged Company are subjected to the lock-in for the remaining period.	Not applicable

Date: 17.02.2017

Place: Chennai

For Sundaram Finance Limited

P. Viswanathan

Secretary & Compliance Officer

