



SEC:400B:16-17/GN  
February 17, 2017

The Manager - Listing  
National Stock Exchange of India Limited  
Capital Market – Listing  
Exchange Plaza, 5th Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400 051

Dear Sir,

**Sub: Confirmation regarding compliance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015**

**Re: 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 the draft scheme under sub-rule (7) of rule 19 of the Securities Contracts (Regulations) Rules, 1957 is in compliance with the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015.

Thanking you

Yours truly,  
For Sundaram Finance Limited

  
P. Viswanathan  
Secretary & Compliance Officer



**Sundaram Finance Limited**