

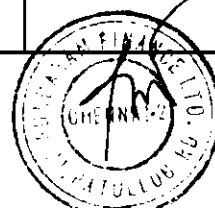
Annexure II

Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed scheme of Amalgamation of Sundaram Infotech Solutions Limited with Sundaram Finance Limited

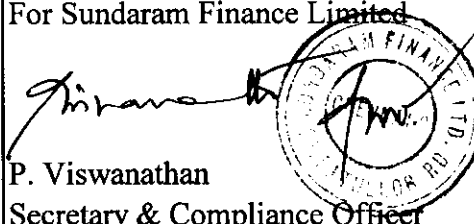
In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
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
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes
2.b		
2.c	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	No*
2.d	Report from the Audit Committee recommending the Draft Scheme	Yes
2.e	Fairness opinion by merchant banker	No*
2.f	Pre and post amalgamation shareholding pattern of unlisted company	Yes
2.g	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes
2.h	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes
2.i	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes
2.j	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes - Annexure 20



Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
	Compliance as per Para I (A) (1) of Annexure I to the Circular*	
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	No
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	No
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	No
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 transferee entity 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 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.	No
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	No

* The Transferor Company is a wholly-owned subsidiary of the Transferee Company and all the shares held by the Transferee Company and its nominees in the Transferor Company shall stand cancelled as on the Effective Date. There shall be no question of issuing any shares of the Transferee Company to any person(s) upon the amalgamation.

Date	14-12-2016
Place	Chennai
Authorised Signatory and Stamp of the company	<p>For Sundaram Finance Limited</p>  <p>P. Viswanathan Secretary & Compliance Officer</p>
Name	P Viswanathan
Designation	Secretary & Compliance Officer



COMPLAINTS REPORT

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	Nil
2	Number of complaints forwarded by Stock Exchanges	Nil
3	Total number of complaints/comments received (1+2)	Nil
4	Number of complaints resolved	Nil
5	Number of complaints pending	Nil

Part B

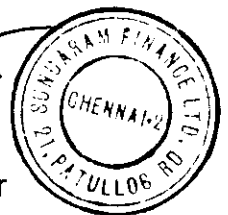
Not applicable

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1			
2			
3			

Date: 14.12.2016
Place: Chennai

For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer



Sundaram Finance Limited