



SUNDARAM FINANCE

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SEC:408:16-17/GN

February 20, 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: 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").

Re: Submission of Draft Scheme of Arrangement and Amalgamation for obtaining 'no-objection'

This has reference to our letter dated 17th February 2017 on the above matter.

As required under Reg. 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the draft Scheme of Arrangement and Amalgamation (the Scheme) seeking the 'no-objection' of the National Stock Exchange together with all the relevant documents as mentioned in the NSE checklist and the processing fees payable in this regard.

In terms of SEBI's Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, our Company has decided to appoint the National Stock Exchange of India Limited ('NSE') as the Designated Stock Exchange for the purpose of co-ordinating with SEBI.

There will be no change in the management and control of SFL post giving effect to the Scheme.

The documents attached are as follows:

Sl. No.	Description	Annexure No.
1.	Draft Scheme of Arrangement and Amalgamation - Signed PDF copy	1A
2.	Draft Scheme of Arrangement and Amalgamation - Word copy	1B
3.	Share Entitlement Ratio Report	2
4.	Report from the Audit Committee	3A to 3D
5.	Fairness Opinion by Merchant Banker	4
6.	Shareholding Pattern – Pre and Post Scheme	5A to 5E
7.	Audited Financials of the Unlisted Companies	6A to 6E
8.	Auditor's Certificate as per Para 1(A)(5)	7
9.	Corporate Governance as per Reg. 27 (2)(a) of the SEBI (LODR) Regulations, 2015	8



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Sl. No.	Description	Annexure No.
10	Compliance Report as per Annexure II	9
11	Undertaking stating the reasons for non-applicability of Para 8(a) together with the Auditor's Certificate thereof	10A & 10B
12	Certified Copy of the Resolution of the Board of Directors approving the aforesaid Undertaking and Auditor's Certificate	11
13.	Certificate relating to Pre and Post Scheme Networth	12A to 12E
14.	Certificate relating to Percentage Turnover and Profitability	13A & 13B
15.	Board Resolutions approving the draft Scheme of Amalgamation	14A to 14E
16	Undertaking in accordance with Reg. 11 of the SEBI (LODR) Regulations, 2015	15
17.	Undertaking regarding compliance with SEBI Circular CIR/CFD/CMD/16/2015 dated 30 th November 2015	16
18.	Confirmation from all the companies that the Company, its directors and promoters have never been categorised as 'wilful defaulter'.	17A to 17E
18.	Rationale behind the Scheme of Arrangement	18
20.	Brief details about the business of the companies	19
21.	Certificate relating to Pre and Post Scheme Networth of the Resulting Company	20
22.	Details of disciplinary action	21
23.	Confirmation from the Resulting Company	22

We request to take the above on record and provide necessary "No Objection" at the earliest possible so that the Scheme can be filed with the NCLT.

Should you require any clarifications / information in this regard, kindly contact the undersigned at 9444398188 / pv@sundaramfinance.in.

Thanking you.

Yours truly,
For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer

