



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

**Secretarial Compliance Report of Sundaram Finance Limited**  
**for the year ended 31.03.2019**

I M. Damodaran have examined:


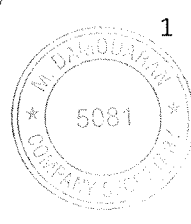
- all the documents and records made available to us and explanation provided by **Sundaram Finance Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2019** in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable*.
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – *Not Applicable.*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client and ESOP.
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996/2018.

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges - *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

2



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



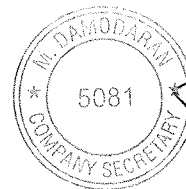
d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
				Not Applicable

Place: Chennai

Date: 24.05.2019

For **M. Damodaran & Associates**



M. Damodaran  
FCS No: 5837  
C P No: 5081