



SEC:193:17-18/GN
September 28, 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 Sirs,

Sub: Application No. 10345 - Amalgamation of Sundaram Infotech Solutions Limited with Sundaram Finance Limited

Re: Approval of the Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Division Bench, Chennai

Pursuant to your 'No-Objection' letter bearing reference no. NSE/LIST/10345 dated 22nd February 2017, we are pleased to inform you that the Scheme of Amalgamation of Sundaram Infotech Solutions Limited (SISL) with Sundaram Finance Limited (SFL) (Scheme) has been sanctioned by the Hon'ble National Company Law Tribunal, Division Bench, Chennai (NCLT), vide Order No. CP/135/CAA/2017 dated 26th September 2017 (Order). The Certified Copy of the Order was received on 27th September 2017 and filed with the Registrar of Companies, Tamil Nadu, Chennai on the same day.

Under Para 21 of the Order, the NCLT has directed that, an Affidavit filed by the Petitioner Company, i.e. SISL in response to two observations made by the Regional Director, Southern Region, Chennai, shall form part of the Scheme. The said Affidavit was taken into consideration by the NCLT before sanctioning of the Scheme. As directed by NCLT, the said Affidavit has been attached as an Annexure to the Scheme. We confirm that there are no changes in the Approved Scheme of Amalgamation *vis-à-vis* the Draft Scheme of Amalgamation.

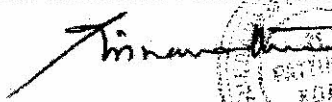
We enclose a copy of the Order issued by the NCLT (**Annexure 4**) together with the following, in compliance with Para II.A.2 of SEBI's Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015:

1. Copy of the Scheme approved by the NCLT, together with the copy of the Annexure – **Annexure 1**;
2. Result of voting by shareholders for approving the Scheme – **Not Applicable** since the meeting of the shareholders was dispensed with – NCLT Order dated 27th April 2017 enclosed – **Annexure 2**;
3. Statement explaining changes if any – **Not Applicable**;
4. Status of compliance with the Observation Letter of the Stock Exchange – We confirm that we have complied with all the conditions specified by the National Stock Exchange vide the Observation Letter dated 22nd February 2017;
5. Application seeking exemption from Rule 19(2)(b) of SCRR, 1957 – **Not Applicable**; and
6. Complaints Report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 for the period from 22nd February 2017 to 28th September 2017 – **Annexure 3**.

Thanking you,

Yours truly,

For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer

Encl: a/a



Sundaram Finance Limited