



SEC:281:17-18/GN
January 18, 2018

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. 10813 – Composite Scheme of Arrangement and Amalgamation
Re: Approval of the Composite Scheme of Arrangement and Amalgamation by the Hon'ble National Company Law Tribunal, Division Bench, Chennai

Pursuant to your 'No-Objection' letter bearing reference no. NSE/LIST/10813 dated 19th May 2017, we are pleased to inform you that the Composite Scheme of Arrangement and Amalgamation between Sundaram Insurance Broking Limited (SIBSL) and Infreight Logistics Solutions Limited (Infreight) and Sundaram BPO India Limited (Sundaram BPO) and Sundaram Finance Limited (SFL) and Sundaram Finance Holdings Limited (SFHL) and their respective Shareholders and Creditors (Scheme) has been sanctioned by the Hon'ble National Company Law Tribunal, Division Bench, Chennai (NCLT), vide Order No. CP/210-214/CAA/2017 dated 12th January 2018 (Order). The Certified Copy of the Order was received on 18th January 2018 and filed with the Registrar of Companies, Tamil Nadu, Chennai.

We enclose a copy of the Order issued by the NCLT (**Annexure 5**) 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– **Annexure 1**;
2. Result of voting by shareholders for approving the Scheme –**Annexure 2**;
3. Statement explaining changes if any – **Annexure 3**;
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 19th May 2017;
5. Application seeking exemption from Rule 19(2)(b) of SCRR, 1957 – **will be submitted by Sundaram Finance Holdings Limited, the Resulting Company**; 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 20th May 2017 to 18th January 2018 – **Annexure 4**.

Further, we confirm that Sundaram Finance Holdings Limited, the Resulting Company, will take necessary steps for listing of its equity shares on the National Stock Exchange of India Limited, within 30 days of the receipt of the Order of the NCLT sanctioning the Scheme.

Thanking you,

Yours truly,
For Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer
Encl: a/a

Sundaram Finance Limited