

SEC:023:19-20/GN  
May 22, 2019

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: Annual Secretarial Compliance Report – 2018-19**

As required under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI's Circular bearing no. CIR/CFD/CMD1/27/2019 dated 22<sup>nd</sup> February 2019 on the subject, we enclose the Annual Secretarial Compliance Report of Sundaram Finance Holdings Limited, issued by Sri A. Kalyana Subramaniam, Practicing Company Secretary, for your records.

Thanking you,

Yours truly,  
for Sundaram Finance Holdings Limited



P.N. Srikant  
Secretary & Compliance Officer

Encl:

**Secretarial compliance report of SUNDARAM FINANCE HOLDINGS LIMITED  
(CIN L65100TN1993PLC025996) for the year ended 31<sup>st</sup> March 2019.**

I A Kalyana Subramaniam have examined:

- all the documents and records made available to us and explanation provided by SUNDARAM FINANCE HOLDINGS 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<sup>st</sup> March 2019 ("Review Period") 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 thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder 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, 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;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;  
**- Not applicable**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **- Not applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **- Not applicable**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

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

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



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder 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.
	NIL	NIL	NIL	Refer Note below



**Note:**

NSE had sent a letter bearing no. NSE/LIST/FR/11348 dated 28<sup>th</sup> January 2019, wherein, the subject was mentioned as 'Non-Compliance as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015'. However, the letter only sought additional information relating to segment reporting, which was promptly complied with by the Company.

- (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... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

Place: CHENNAI  
Date: 17<sup>th</sup> May 2019

  
  
A KALYANA SUBRAMANIAM  
ACS NO: 11400  
COP NO: 16345