



EXTRACT FROM THE RESOLUTION NO. 5/2016-17 OF THE BOARD OF DIRECTORS PASSED IN CIRCULATION ON 17TH FEBRUARY 2017

Composite Scheme of Arrangement and Amalgamation – Approval of Undertaking Certified by the Statutory Auditors

RESOLVED that the 'undertaking' furnished by the Company in accordance with Para I.A.9.(c) of Annexure I to the SEBI Circular no. CIR/CFD/CMD/16/2015 dated 30th November 2015, stating the reasons for the non-applicability of Para I.A.9.(a) of Annexure I to the said Circular, as set out vide Annexure A, together with the 'certificate' issued by M/s. Brahmayya & Co., Statutory Auditors, in this regard, as set out vide Annexure B, be and is hereby approved.

CERTIFIED TRUE COPY
For Sundaram Finance Limited




P Viswanathan
Secretary & Compliance Officer