



Undertaking regarding non-applicability of Para I.A.9.(a) of Annexure I to SEBI Circular no. CIR/CFD/CMD/16/2015 dated 30th November 2015

We hereby undertake that Para I.A.9.(a) of Annexure I to SEBI Circular no. CIR/CFD/CMD/16/2015 dated 30th November 2015 is not applicable to the scheme of arrangement i.e. Amalgamation of our wholly-owned subsidiary, Sundaram Infotech Solutions Limited, with our Company for the following reasons:

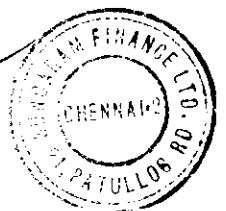
1. The Transferor Company, i.e. Sundaram Infotech Solutions Limited, is a wholly-owned subsidiary of our Company.
2. The Transferee Company, i.e. Sundaram Finance Limited and their nominees hold the entire 1,64,00,000 equity shares of ₹10/- each in the Transferor Company.
3. Pursuant to the amalgamation of the Transferor Company with the Transferee Company, the shares held by the Transferee Company in the Transferor Company shall stand cancelled as on the Effective Date and shall be of no effect and the Transferor Company shall have no further obligation outstanding in that behalf.
4. There shall be no question of issuing the shares of the Transferee Company to any person(s) upon the Amalgamation of the Transferor Company with the Transferee Company and the Scheme does not involve any person(s) specified in the Para I.A.9.(a).(ii) or any transaction as specified in Para I.A.9.(a).(iii) of the said circular.

Accordingly, the requirements stated in Para I.A.9.(a) of Annexure I to the above-mentioned Circular are not applicable to the said amalgamation.

Date: 28.11.2016
Place: Chennai

For Sundaram Finance Limited


P. Viswanathan
Secretary & Compliance Officer



Sundaram Finance Limited

To,

The Board of Directors,
Sundaram Finance Limited
No.21, Patullos Road,
Chennai - 600002

We, the statutory auditors of Sundaram Finance Limited, Chennai,(hereinafter referred to as "the Company") hereby certify that the undertaking given by the Company stating the reasons for non-applicability of Para I.A.9.(a) of Annexure I to SEBI Circular no. CIR/CFD/CMD/16/2015 dated 30th November 2015 is, in our opinion and to the best of our information and according to the explanations given to us, correct.

This Certificate is issued at the request of the Sundaram Finance Limited, Chennai pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn. No.000511S



P. Babu

P.Babu
Partner
Membership No.203358

Place: Chennai

Date: 8th December, 2016

Certified True Copy
For Sunderam Finance Limited

P. Viswanathan

P.Viswanathan
Secretary & Compliance Officer