

**CHARTERED ACCOUNTANT'S CERTIFICATE**

We have reviewed the books of account and other records of Sundaram Infotech Solutions Limited, Chennai (SISL) and Sundaram Finance Limited, Chennai (SFL) in connection with the certification of the pre and post scheme net worth as on 1<sup>st</sup> April, 2016.

Based on the information and explanations and on the basis of our verification, we certify that the pre and post scheme net worth of SISL and SFL as on 1<sup>st</sup> April, 2016 are as follows:

Rs. In Crores

PARTICULARS	Net Worth			
	PRE- MERGER	PRE- MERGER	POST- MERGER	POST- MERGER
	SISL	SFL	SISL	SFL
	As on 31/03/2016	As on 31/03/2016	As on 01/04/2016	As on 01/04/2016
Total assets	10.76	17,392.56	0.00	17,403.32
Less: Total Liabilities	2.85	14,079.93	0.00	14,082.78
Net Worth	7.91	3,312.63	0.00	3,320.54
Represented by:				
Share capital	16.40	111.10	0.00	111.10
Reserves & Surplus	-8.49	3,201.53	0.00	3,209.43*

\* Includes write-back of provision made against investment in SISL in SFL books of account amounting to Rs. 16.40 Crores.

This certificate is being issued to enable the company to comply with the terms and conditions prescribed by the National Stock Exchange in connection with the Scheme of Amalgamation of SISL with SFL.

Place Chennai

Date: 08<sup>th</sup> December, 2016

**Certified True Copy**  
For Sundaram Finance Limited

*[Signature]*  
Secretary & Compliance Officer

For BRAHMAYYA & CO.,  
Chartered Accountants  
Firm Regn. No.000511S



P. BABU

Partner

Membership No. 203358