

8th April, 2011

COMPLIANCE CERTIFICATE IN TERMS OF CLAUSE 47c OF THE LISTING AGREEMENT

For the period from 1st October, 2010 to 31st March, 2011

ISIN. INE660A01013

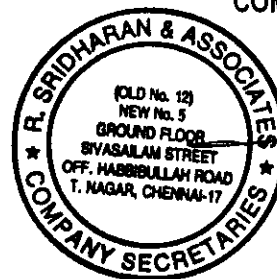
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We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents, relating to **Messrs. Sundaram Finance Limited** having its Registered Office at 21 Patullas Road, Chennai – 600 002, maintained by its Registrar and Share Transfer Agent viz., **Messrs. Cameo Corporate Services Limited**, having its office at, "Subramanian Building", No.1, Club House Road, Chennai – 600 002, pertaining to transfer of equity shares of the company for the period from 1st October, 2010 to 31st March, 2011 for the purpose of issuing a Certificate under Clause 47c of the Listing Agreement entered into by, **Messrs. Sundaram Finance Limited** with **National Stock Exchange of India Limited** and based on our such examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purposes of our certification, we hereby certify that in our opinion and according to the best of our information and belief the Company has, in relation to the half year ended 31st March, 2011 delivered all the share certificates relating to the share transfer deeds received during the period from 1st October, 2010 to 31st March, 2011 as entered in the Memorandum of Transfers duly endorsed within one month of the date of lodgment for transfer as stipulated under the Listing Agreement excepting those rejected on technical grounds.

During the aforementioned period **Messrs. Sundaram Finance Limited** has also issued new certificates in respect of cases lodged for consolidation, transmission and duplicate share certificates and the same has been issued within the time limit as prescribed in the listing agreement.

During the aforementioned period **Messrs. Sundaram Finance Limited** has not received any request(s) for sub division and transposition of shares.

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



GS. R.SRIDHARAN
C.P.No.3239
FCS No.4775