

**Component Auditor Clearance: Audit of the Component's Financial Information -
Opinion Clearance Memorandum**

Independent Auditor's Report on Financial Information

Prepared for Consolidation Purposes

From: HC Lakhani & Co, Melbourne, Australia

Date: 11 April 2016

Subject: Component Audit of Cyient Australia Pty Ltd for the Year Ended March 31, 2016

To: Deloitte Haskins & Sells, Hyderabad, *India*

In accordance with the instructions in your letter dated March 10, 2016, we have audited, for purposes of your audit of the consolidated financial statements of Cyient Limited, the accompanying reporting package prepared under Indian GAAP of Cyient Australia Pty Ltd as of for the year ended March 31, 2016.

Management's Responsibility for Financial Information

Management is responsible for the preparation and presentation of this financial information in accordance with the recognition and measurement criteria of the applicable financial reporting framework in *India* and the disclosure and presentation requirements of the Group as contained in the reporting package. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the special purpose financial information that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies that are consistent with the recognition and measurement criteria of the applicable financial reporting framework in *India* and the disclosure and presentation requirements of the Group as contained in the reporting package; and making accounting estimates that are reasonable in the circumstances. This special purpose financial information has been prepared solely to enable Cyient Limited to prepare its consolidated financial statements.

Auditor's Responsibility

Our responsibility is to express an opinion on this financial information based on our audit. We conducted our audit in accordance with International Standards on Auditing. As requested, our audit procedures also included the additional procedures identified in your instructions. International Standards on Auditing require that we comply with ethical

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requirements and plan and perform the audit to obtain reasonable assurance whether the financial information is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose financial information. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the special purpose financial information, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and presentation of the special purpose financial information in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, if any, made by management, as well as evaluating the overall presentation of the special purpose financial information.


We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

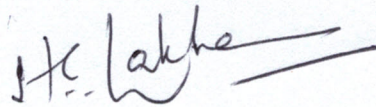
In our opinion, the accompanying special purpose financial information for Cyient Australia Pty Ltd as of *March 31, 2016* and for the year then ended has been prepared, in all material respects, in accordance with the recognition and measurement criteria of generally accepted principles in India [Indian GAAP] and the additional requirements outlined by you in your referral instructions that you have informed us will ensure compliance with the applicable financial reporting framework in *India* and the disclosure and presentation requirements of the Group as contained in the reporting package.

Restriction on Use and Distribution

This financial information has been prepared for purposes of providing information to *Deloitte Haskins & Sells, Hyderabad* to enable it to prepare the consolidated financial statements of the group for the year ended March 31, 2016. The financial information may, therefore, not be suitable for another purpose.



H C Lakhani & Co.

A handwritten signature in dark ink, appearing to read 'H. Lakhani', followed by two horizontal strokes.

Himanshu Lakhani

Chartered Accountant

Melbourne

Australia

11/04/2016