

**Report of Scrutinizer for the Resolutions Passed at the 70th Annual General Meeting of
Sundaram Finance Limited**

To
Mr. S. Viji
Chairman
Sundaram Finance Limited
21 Patullos Road
Chennai 600 002

**70th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited held on
Friday, the 21st July 2023 at 10.00 A.M. IST through Video Conferencing**

I, T K Bhaskar, appointed as Scrutinizer for the purpose of conducting the remote e-voting and e-voting at the meeting on the below mentioned resolutions in a fair and transparent manner at the 70th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited, held on Friday, the 21st July 2023 at 10:00 A.M IST through Video Conferencing, submit my report as under:

1. The Company had engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities, enabling the members to cast their votes electronically in a secure manner.
2. The remote e-voting commenced on Sunday, the 16th July 2023 (9:00 A.M.) and ended on Thursday, the 20th July 2023 (5:00 P.M.).
3. I ensured the closure of the remote e-voting process on 20th July 2023 at 5:00 P.M and e-voting at the meeting on 21st July 2023 at 11.00 A.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents.
4. The results of the e-voting process are as under:

ORDINARY BUSINESS

- 1) **ORDINARY RESOLUTION FOR ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023**

	Total
Number of valid votes received	6,06,74,865
Votes in favour of the Resolution	6,06,74,853
Votes against the Resolution	12
Votes in favour as a percentage of total number of valid votes cast	99.99%



2) **ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023**

	Total
Number of valid votes received	6,06,78,597
Votes in favour of the Resolution	6,06,78,585
Votes against the Resolution	12
Votes in favour as a percentage of total number of valid votes cast	99.99%

3) **ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. HARSHA VIJI AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

	Total
Number of valid votes received	5,88,69,749
Votes in favour of the Resolution	5,72,33,220
Votes against the Resolution	16,36,529
Votes in favour as a percentage of total number of valid votes cast	97.22%

4) **ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAJIV C. LOCHAN AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

	Total
Number of valid votes received	6,06,64,627
Votes in favour of the Resolution	6,06,63,005
Votes against the Resolution	1,622
Votes in favour as a percentage of total number of valid votes cast	99.99%

5) **ORDINARY RESOLUTION FOR APPROVAL AND CONSENT TO THE CHANGE IN THE TERMS OF REMUNERATION RELATING TO THE LIMITS FOR GRANTING LONG TERM INCENTIVES AND ESOPS TO THE WHOLE-TIME DIRECTORS**

	Total
Number of valid votes received	5,54,15,643
Votes in favour of the Resolution	5,54,14,162
Votes against the Resolution	1,481
Votes in favour as a percentage of total number of valid votes cast	99.99%



6) SPECIAL RESOLUTION FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

	Total
Number of valid votes received	6,06,78,597
Votes in favour of the Resolution	6,06,78,473
Votes against the Resolution	124
Votes in favour as a percentage of total number of valid votes cast	99.99%

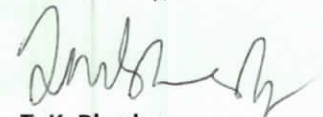
7) SPECIAL RESOLUTION FOR INCREASE IN BORROWING LIMITS

	Total
Number of valid votes received	6,06,78,597
Votes in favour of the Resolution	6,06,47,755
Votes against the Resolution	30,842
Votes in favour as a percentage of total number of valid votes cast	99.95%

Thanking you,

Place: Chennai
Dated: 21.07.2023

Yours Faithfully,



T. K. Bhaskar
Scrutinizer