

**VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Date of the AGM/EGM</b>	Not Applicable
<b>Total number of shareholders on Record Date</b>	25768 Shareholders as on 8th February 2019
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

**Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1**

<b>Resolution Required (Ordinary/Special)</b>	<b>Whether Promoter/Promoter Group are interested in the agenda/Resolution?</b>	<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes -in favour (4)</b>	<b>No. of Votes -in against (5)</b>	<b>% of votes In favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>
Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 for private placement of debentures upto ₹12,000 cr. during the period 1st April 2019 to 31st March 2020.	No	Promoter & Promoter group	Evoing	40491757	39903608	98.55	39903608	-	100.00	0.00
			Poll	40491757	0	0.00	0	-	0.00	0.00
			<b>Total</b>	<b>40491757</b>	<b>39903608</b>	<b>98.55</b>	<b>39903608</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions			Evoing	20536931	14476623	70.49	14415731	60892	99.58	0.42
			Poll	20536931						
			<b>Total</b>	<b>20536931</b>	<b>14476623</b>	<b>70.49</b>	<b>14415731</b>	<b>60892</b>	<b>99.58</b>	<b>0.42</b>
Public non-institutions*			Evoing	49065929	11143250	22.72	11124811	18439	99.83	0.17
			Poll	49065929	1246864	2.54	1238690	8174	99.34	0.66
			<b>Total</b>	<b>49065929</b>	<b>12390114</b>	<b>25.26</b>	<b>12363501</b>	<b>26613</b>	<b>99.79</b>	<b>0.21</b>
<b>TOTAL</b>				<b>110084617</b>	<b>66770345</b>	<b>60.65</b>	<b>66682840</b>	<b>87505</b>	<b>99.87</b>	<b>0.13</b>

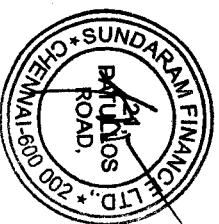
\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspended



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 2

Resolution Required (Ordinary/Special)		Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri P N Venkatchalam, Independent Director for a term upto 31st March 2024.						
Whether Promoter/Promoter Group are interested in the agenda/Resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoing		39903608	98.55	39903608	-	100.00	0.00
	Poll	40491757						
	Postal Ballot		0	0.00	0	-	0.00	0.00
	<b>Total</b>	<b>40491757</b>	<b>39903608</b>	<b>98.55</b>	<b>39903608</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Evoing		14476623	70.49	14467437	9186	99.94	0.06
	Poll	20536931						
	Postal Ballot							
	<b>Total</b>	<b>20536931</b>	<b>14476623</b>	<b>70.49</b>	<b>14467437</b>	<b>9186</b>	<b>99.94</b>	<b>0.06</b>
Public non-institutions*	Evoing		11143250	22.72	11123914	19336	99.83	0.17
	Poll	49055929						
	Postal Ballot		1246864	2.54	1239450	7414	99.41	0.59
	<b>Total</b>	<b>49055929</b>	<b>12390114</b>	<b>25.26</b>	<b>12363364</b>	<b>26750</b>	<b>99.78</b>	<b>0.22</b>
<b>TOTAL</b>		<b>110084617</b>	<b>66770345</b>	<b>60.65</b>	<b>66734409</b>	<b>35936</b>	<b>99.95</b>	<b>0.05</b>

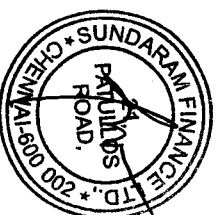
\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 3

Resolution Required (Ordinary/Special)		Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Prasad, Independent Director for a term upto 31st March 2024									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?		No									
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100			
Promoter & Promoter group	Evoiting		39903608	98.55	39903608	-	100.00	0.00			
	Poll	40491757									
	Postal Ballot		0	0.00	0	-	0.00	0.00			
	<b>Total</b>	<b>40491757</b>	<b>39903608</b>	<b>98.55</b>	<b>39903608</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>			
Public Institutions	Evoiting		14106323	68.69	13916725	189598	98.66	1.34			
	Poll	20536931									
	Postal Ballot										
	<b>Total</b>	<b>20536931</b>	<b>14106323</b>	<b>68.69</b>	<b>13916725</b>	<b>189598</b>	<b>98.66</b>	<b>1.34</b>			
Public non-institutions*	Evoiting		11130650	22.69	11111314	19336	99.83	0.17			
	Poll	49055929									
	Postal Ballot		1246864	2.54	1239750	7114	99.43	0.57			
	<b>Total</b>	<b>49055929</b>	<b>12377514</b>	<b>25.23</b>	<b>12351064</b>	<b>26450</b>	<b>99.79</b>	<b>0.21</b>			
<b>TOTAL</b>		<b>110084617</b>	<b>66387445</b>	<b>60.31</b>	<b>66171397</b>	<b>216048</b>	<b>99.67</b>	<b>0.33</b>			

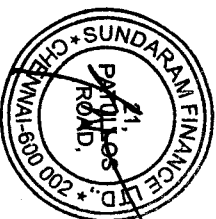
\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 4

Resolution Required (Ordinary/Special)	Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Ms Shobhana Ramachandran, Independent Director for a term upto 31st March 2024							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoing		39903608	98.55	39903608	-	100.00	0.00
	Poll	40491757		0.00	0	-	0.00	0.00
	Postal Ballot		0	98.55	39903608	-	100.00	0.00
	<b>Total</b>	<b>40491757</b>	<b>39903608</b>					
Public Institutions	Evoing		14476623	70.49	14465411	11212	99.92	0.08
	Poll	20536931						
	Postal Ballot							
	<b>Total</b>	<b>20536931</b>	<b>14476623</b>	<b>70.49</b>	<b>14465411</b>	<b>11212</b>	<b>99.92</b>	<b>0.08</b>
Public non-institutions*	Evoing		11143250	22.72	11123914	19336	99.83	0.17
	Poll	49055929		2.54	1239640	7224	99.42	0.58
	Postal Ballot		1246864	25.26	12363554	26560	99.79	0.21
	<b>Total</b>	<b>49055929</b>	<b>12390114</b>	<b>60.65</b>	<b>66732573</b>	<b>37772</b>	<b>99.94</b>	<b>0.06</b>
<b>TOTAL</b>		<b>11084617</b>	<b>66770345</b>					

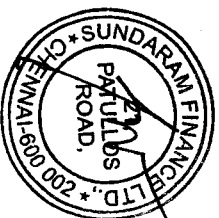
\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 5

Resolution Required (Ordinary/Special)	Special Resolution under Sections 149, 152 of the Companies Act, 2013, for re-appointment of Sri S Mahalingam, Independent Director for a term upto 25th May 2024									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No									
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100		
Promoter & Promoter group	Evolving	40491757	39903608	98.55	39903608	-	100.00	0.00	0.00	0.00
	Poll			0.00	0	-	0.00	0.00	0.00	0.00
	Postal Ballot									
	<b>Total</b>	<b>40491757</b>	<b>39903608</b>	<b>98.55</b>	<b>39903608</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	Evolving	20536931	14476623	70.49	14465411	11212	99.92	0.08	0.08	0.08
	Poll									
	Postal Ballot									
	<b>Total</b>	<b>20536931</b>	<b>14476623</b>	<b>70.49</b>	<b>14465411</b>	<b>11212</b>	<b>99.92</b>	<b>0.08</b>	<b>0.08</b>	<b>0.08</b>
Public non-institutions*	Evolving	49055929	11143250	22.72	11123914	19336	99.83	0.17	0.17	0.17
	Poll									
	Postal Ballot									
	<b>Total</b>	<b>49055929</b>	<b>12390114</b>	<b>25.26</b>	<b>12363739</b>	<b>26375</b>	<b>99.79</b>	<b>0.21</b>	<b>0.21</b>	<b>0.21</b>
<b>TOTAL</b>		<b>110084617</b>	<b>66770345</b>	<b>60.65</b>	<b>66732758</b>	<b>37587</b>	<b>99.94</b>	<b>0.06</b>	<b>0.06</b>	<b>0.06</b>

\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public); 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 6

Resolution Required (Ordinary/Special)		Ordinary Resolution under Sections 196,197,203 and Schedule V of the Companies Act, 2013, for re-appointment of Sri A N Raju, Director (Operations) for a term upto 31st May 2024									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?		No									
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100			
Promoter & Promoter group	Evoing		39903608	98.55	39903608	-	100.00	0.00			
	Poll	40491757					0.00	0.00			
	Postal Ballot		0	0.00	0	-	0.00	0.00			
	<b>Total</b>	<b>40491757</b>	<b>39903608</b>	<b>98.55</b>	<b>39903608</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>			
Public Institutions	Evoing		14476623	70.49	14476623	0	100.00	0.00			
	Poll	20536931									
	Postal Ballot										
	<b>Total</b>	<b>20536931</b>	<b>14476623</b>	<b>70.49</b>	<b>14476623</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
Public non-institutions*	Evoing		11110722	22.65	11091386	19336	99.83	0.17			
	Poll	49055929									
	Postal Ballot		1246864	2.54	1238600	8264	99.34	0.66			
	<b>Total</b>	<b>49055929</b>	<b>12357586</b>	<b>25.19</b>	<b>12329986</b>	<b>27600</b>	<b>99.78</b>	<b>0.22</b>			
<b>TOTAL</b>		<b>110084617</b>	<b>66737817</b>	<b>60.62</b>	<b>66710217</b>	<b>27600</b>	<b>99.96</b>	<b>0.04</b>			

\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account

