

SCRUTINIZER'S REPORT

Sri S Viji
Chairman
Sundaram Finance Limited
21 Patullos Road, Chennai 600 002

Dear Sir,

Re: Passing of Resolutions through Postal Ballot and E-voting

The Board of Directors of the Company at its meeting held on 31st January 2019, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 18th February 2019, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 8th February 2019. The said postal ballot forms contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
3. Particulars of all the postal ballot forms received from the Members and e-voting have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (17:00 hrs) on 20th March 2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. Postal ballot forms, received after 20th March 2019, were not considered.
6. Postal ballot forms returned undelivered aggregated to 660. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of votes received through postal ballot and e-voting is given below:

1. **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.**

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	486	1249630	65523481	66773111	60.66	
(b) Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c) Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d) With assent for the Resolution	400	467	1238690	65444150	66682840	60.57	99.87
(e) With dissent for the Resolution	12	19	8174	79331	87505	0.08	0.13

2. **Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri P N Venkatachalam, Independent Director for a term upto 31st March 2024.**

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	486	1249630	65523481	66773111	60.66	
(b) Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c) Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d) With assent for the Resolution	404	472	1239450	65494959	66734409	60.62	99.95
(e) With dissent for the Resolution	8	14	7414	28522	35936	0.03	0.05

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3. 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

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	484	1249630	65140581	66390211	60.31	
(b) Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c) Net valid forms	412	484	1246864	65140581	66387445	60.31	
(d) With assent for the Resolution	405	458	1239750	64931647	66171397	60.11	99.67
(e) With dissent for the Resolution	7	26	7114	208934	216048	0.20	0.33

4. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Ms Shobhana Ramchandran, Independent Director for a term upto 31st March 2024

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	486	1249630	65523481	66773111	60.66	
(b) Less: Invalid postal ballot forms	13	-	2766	0	2766	0.00	
(c) Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d) With assent for the Resolution	403	471	1239640	65492933	66732573	60.62	99.94
(e) With dissent for the Resolution	9	15	7224	30548	37772	0.03	0.06

5. 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

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	486	1249630	65523481	66773111	60.66	
(b) Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c) Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d) With assent for the Resolution	406	471	1239825	65492933	66732758	60.62	99.94
(e) With dissent for the Resolution	6	15	7039	30548	37587	0.03	0.06

6. 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

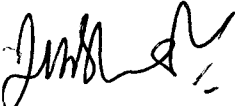
Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	425	485	1249630	65490953	66740583	60.63	
(b) Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c) Net valid forms	412	485	1246864	65490953	66737817	60.62	
(d) With assent for the Resolution	402	472	1238600	65471617	66710217	60.60	99.96
(e) With dissent for the Resolution	10	13	8264	19336	27600	0.03	0.04

9. I am handing over the postal ballot forms and other related papers/registers and records for safe custody.

You may accordingly declare the result of the Postal Ballot and E-voting.

Thanking you,

Chennai
21.03.2019


T. K. Bhaskar
Scrutinizer