

SCRUTINIZER'S REPORT

Sri T T Srinivasaraghavan
Managing Director
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 10th February 2020, 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 20th February 2020, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 14th February 2020. 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 22nd March 2020, 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 22nd March 2020, were not considered.
6. Postal ballot forms returned undelivered aggregated to 694. 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 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing, (including foreign currency loans) from ₹30,000 cr. to ₹40,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):.**

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	324	476	1209108	66927756	68136864	61.89	
(b) Less: Invalid postal ballot forms	11	-	162880	-	162880	0.15	
(c) Net valid forms	313	476	1046228	66927756	67973984	61.74	
(d) With assent for the Resolution	309	457	1044286	66847670	67891956	61.67	99.88
(e) With dissent for the Resolution	4	19	1942	80086	82028	0.07	0.12

2. 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
23.03.2020


T. K. Bhaskar
Scrutinizer