

SCRUTINIZER'S REPORT

Sri T T Srinivasaraghavan
Managing Director
Sundaram Finance Limited
21 Patullos Road, Chennai 600 002

Dear Sir,

Re: Passing of Postal Ballot Resolutions through E-voting

The Board of Directors of the Company at its meeting held on 20th January 2021, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

1. The Company has on 8th February 2021, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 31st December 2020 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 29th January 2021. The said postal ballot notice contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The 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 e-voting by the Members have been entered in a register separately maintained for the purpose.
4. The e-voting commenced on Wednesday, the 10th February 2021 (9:00 A.M.) and ended on Thursday, the 11th March 2021 (5:00 P.M.).
5. I ensured the closure of the e-voting process on 11th March 2021 at 5:00 P.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents
6. A summary of votes received through e-voting is given below:

Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Sri Ganesh Lakshminarayan (holding DIN: 00012583) as an Independent Director of the company to hold office for a term of five (5) consecutive years with effect from 12th August 2020 up to 11th August. 2025

S.No	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total E-voting received	426	66617098	60.52	
(b)	With assent for the Resolution	380	64804359	58.87	97.28
(c)	With dissent for the Resolution	46	1812739	1.65	2.72
(d)	Abstained from Voting	2	2500	0.00	

Ordinary Resolution passed to obtain the approval of the Members through postal ballot for Elevation of Sri Harsha Viji, Deputy Managing Director as Executive Vice Chairman, with effect from 1st April 2021

S.No	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total E-voting received	411	60000194	58.52	
(b)	With assent for the Resolution	407	59999812	58.52	100.00
(c)	With dissent for the Resolution	4	382	0.00	0.00
(d)	Abstained from Voting	17	7541262	7.35	

Ordinary Resolution passed to obtain the approval of the Members through postal ballot for Elevation of Sri Rajiv C Lochan, Director - Strategy, as Managing Director, with effect from 1st April 2021

S.No	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total E-voting received	427	67366004	61.20	
(b)	With assent for the Resolution	423	67365622	61.20	100.00
(c)	With dissent for the Resolution	4	382	0.00	0.00
(d)	Abstained from Voting	0	0	0.00	

Ordinary Resolution passed to obtain the approval of the Members through postal ballot for Elevation of Sri A N Raju, Director (Operations), as Deputy Managing Director, with effect from 1st April 2021

	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total E-voting received	426	67328476	61.19	
(b)	With assent for the Resolution	422	67328094	61.18	100.00
(c)	With dissent for the Resolution	4	382	0.00	0.00
(d)	Abstained from Voting	1	37528	0.03	

7. I am handing over the related papers/registers and records for safe custody.
8. You may accordingly declare the result of the Postal Ballot conducted through E-voting.

Thanking you,

Chennai
12.03.2021



T. K. Bhaskar
Scrutinizer