



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:125:19-20/SS

July 19, 2019

The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

Sub: Details regarding the voting results – AGM held on 19th July 2019

Ref: Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under the above regulation, we are submitting the details of the E-voting and polling results for the Resolutions passed at the 66th Annual General Meeting of the Company held on 19th July 2019 in the prescribed format, together with the Scrutinizer's Report.

Thanking you,

Yours truly,
for Sundaram Finance Limited



P. Viswanathan

Secretary & Compliance Officer

CC: The Corporate Relationship
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

Sundaram Finance Limited

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

Date of the AGM/EGM	19TH JULY 2019
Total number of shareholders on Record	26401 Shareholders as on 11th July 2019
Date	
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	8
Public:	2188
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0



Agenda-wise disclosure (to be disclosed separately for each agenda item)
RESOLUTION 1 - ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2018 - 19

Resolution Required (Ordinary/Special) Whether Promoter/Promoter Group are interested in the agenda/Resolution? CATEGORY	MODE OF VOTING	ORDINARY						
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER GROUP	E-VOTING	40416095	39930082	98.7975	39930082	0	100.0000	0.0000
	POLL		0	0	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0	0	0	0.0000	0.0000
	SUB TOTAL	40416095	39930082	98.7975	39930082	0	100.0000	0.0000
PUBLIC-INSTITUTIONS	E-VOTING	20597022	15509781	75.3011	15509781	0	100.0000	0.0000
	POLL		0	0	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0	0	0	0.0000	0.0000
	SUB TOTAL	20597022	15509781	75.3011	15509781	0	100.0000	0.0000
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10766014	21.9420	10766011	3	99.9999	0.0000
	POLL		12205	0.0249	12205	0	100.0000	0.0000
	POSTAL_BALLOT		0	0	0	0	0.0000	0.0000
	SUB TOTAL	49065805	10778219	21.9669	10778216	3	99.9999	0.0000
GRAND TOTAL		110078922	66218082	60.1551	66218079	3	99.9999	0.0001

RESOLUTION 2 - DECLARATION OF FINAL AND SPECIAL DIVIDEND FOR THE FINANCIAL YEAR 2018 - 19

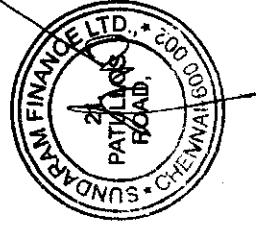
Resolution Required (Ordinary/Special) Whether Promoter/Promoter Group are interested in the agenda/Resolution? CATEGORY	MODE OF VOTING	ORDINARY						
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER-GROUP	E-VOTING	40416095	39930082	98.7975	39930082	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	40416095	39930082	98.7975	39930082	0	100.0000	0
PUBLIC-INSTITUTIONS	E-VOTING	20597022	15552406	75.5080	15552406	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	20597022	15552406	75.5080	15552406	0	100.0000	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10766014	21.9420	10766011	3	99.9999	0.0001
	POLL		12205	0.0249	12205	0	100.0000	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	49065805	10778219	21.9669	10778216	3	99.9999	0.0001
GRAND TOTAL		110078922	66218077	60.1938	66218074	3	99.9999	0.0001

RESOLUTION 3 - APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI S. RAVINDRAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required (Ordinary/Special)									
Yes, Sri S. Ravindran, Director and his relatives, are interested in the Resolution.									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	40416095	38727910	95.8230	38727910	0	100.0000	0	0
	POLL		0	0	0	0	0.0000	0	0
	POSTAL BALLOT		0	0	0	0	0.0000	0	0
	SUB TOTAL	40416095	38727910	95.8230	38727910	0	100.0000	0	0
PUBLIC-INSTITUTIONS	E-VOTING	20597022	15118013	73.9990	15027588	90425	99.4019	0	0
	POLL		0	0	0	0	0.0000	0	0
	POSTAL BALLOT		0	0	0	0	0.0000	0	0
	SUB TOTAL	20597022	15118013	73.9990	15027588	90425	99.4019	0	0.0033
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10768014	21.9420	10765661	353	99.9967	0	0
	POLL		12205	0.0249	11886	319	97.3863	0	0
	POSTAL BALLOT		0	0	0	0	0.0000	0	0
	SUB TOTAL	49065805	10778219	21.9669	10777547	672	99.9938	0.0062	0.1410
GRAND TOTAL		110078922	64624142	58.7071	64533045	91097	99.8590	0.1410	

RESOLUTION 4 - APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI T T SRINIVASRAGHAVAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required (Ordinary/Special)									
Yes, Sri T.T. Srinivasaraghavan, Managing Director, and his relatives, are interested in the Resolution.									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	40416095	38609602	95.5303	38609602	0	100.0000	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	40416095	38609602	95.5303	38609602	0	100.0000	0	0
PUBLIC-INSTITUTIONS	E-VOTING	20597022	15552406	75.5080	15510092	42314	99.7279	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	20597022	15552406	75.5080	15510092	42314	99.7279	0	0.0033
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10766014	21.9420	10765661	353	99.9967	0	0
	POLL		12205	0.0249	11886	319	97.3863	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	49065805	10778219	21.9669	10777547	672	99.9938	0.0062	0.0662
GRAND TOTAL		110078922	64940227	58.9942	64897241	42966	99.8538	0.0662	



RESOLUTION 5 - RE-CLASSIFICATION OF A PROMOTER AS PUBLIC

Resolution Required (Ordinary/Special)	Ordinary														
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes. Sri Barath Rengarajan and his relatives are interested in the resolution														
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	40416095	39468598	97.6556	39468598	0	100.0000	0	0	0	0	0	0	0	0
	POLL		0	0	0	0	0	0	0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	40416095	39468598	97.6556	39468598	0	100.0000	0	0	0	0	0	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	20597022	1552406	75.5080	1552406	0	100.0000	0	0	0	0	0	0	0	0.0000
	POLL		0	0	0	0	0	0	0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	20597022	1552406	75.5080	1552406	0	100.0000	0	0	0	0	0	0	0	0.0000
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10763978	21.9378	10759280	4698	99.9564	0.0436	0	0	0	0	0	0	0.0000
	POLL		12205	0.0249	12205	0	100.0000	0.0000	0	0	0	0	0	0	0.0000
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	49065805	1076183	21.9627	10771485	4698	99.9564	0.0436	0	0	0	0	0	0	0.0000
GRAND TOTAL		110078922	65797187	59.7727	65792489	4698	99.9929	0.0071	0	0	0	0	0	0	0.0071

RESOLUTION 6 - APPOINTMENT OF SRI R RAGHUTTAMA RAO AS AN INDEPENDENT DIRECTOR.

Resolution Required (Ordinary/Special)	Ordinary														
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No														
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	40416095	39930082	98.7975	39930082	0	100.0000	0	0	0	0	0	0	0	0
	POLL		0	0	0	0	0	0	0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	40416095	39930082	98.7975	39930082	0	100.0000	0	0	0	0	0	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	20597022	15118013	73.3990	15118013	0	100.0000	0	0	0	0	0	0	0	0
	POLL		0	0	0	0	0	0	0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	20597022	15118013	73.3990	15118013	0	100.0000	0	0	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	49065805	10766014	21.9420	10765711	303	99.9972	0.0028	0	0	0	0	0	0	0.0028
	POLL		12205	0.0249	12205	0	100.0000	0	0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL	49065805	10778219	21.9669	10777916	303	99.9972	0.0028	0	0	0	0	0	0	0.0028
GRAND TOTAL		110078922	65626314	59.7592	65626011	303	99.9995	0.0005	0	0	0	0	0	0	0.0005

* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 39,013 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



**Report of Scrutinizer for the Resolutions Passed at the 66th Annual General Meeting of
Sundaram Finance Limited**

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

66th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited held on Friday, the 19th July 2019 at 10.00 A.M. The Music Academy, New No.168, Old No.306, TTK Road, Chennai 600 014.

I, T K Bhaskar, appointed as Scrutinizer for the purpose of conducting the remote e-voting and poll taken on the below mentioned resolutions in a fair and transparent manner at the 66th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited, held on Friday, the 19th July 2019 at 10.00 A.M, 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 14th July 2019 (9:00 A.M.) and ended on Thursday, the 18th July 2019 (5:00 P.M.).
3. I ensured the closure of the e-voting process on 18th July 2019 at 5:00 P.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents.
4. At the time fixed for the poll by the Chairman, empty ballot boxes kept for polling were shown to the audience and then locked in my presence with due identification marks placed by me. The shareholders then polled their ballot votes.
5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. Thereafter, the e-voting results were downloaded and forwarded to the Registrar and Share Transfer Agents.
8. The results of the remote e-voting and poll are as under:



ORDINARY BUSINESS**1) ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2018-19.**

	E-voting	Poll	Total
Number of valid votes received	6,62,05,877	12,205	6,62,18,082
Votes in favour of the Resolution	6,62,05,874	12,205	6,62,18,079
Votes against the Resolution	3	-	3
Votes in favour as a percentage of total number of valid votes cast			99.9999%

2) ORDINARY RESOLUTION FOR DECLARATION OF FINAL AND SPECIAL DIVIDEND FOR THE FINANCIAL YEAR 2018-19.

	E-voting	Poll	Total
Number of valid votes received	6,62,48,502	12,205	6,62,60,707
Votes in favour of the Resolution	6,62,48,499	12,205	6,62,60,704
Votes against the Resolution	3	-	3
Votes in favour as a percentage of total number of valid votes cast			99.9999%

3) ORDINARY RESOLUTION FOR APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI S. RAVINDRAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.

	E-voting	Poll	Total
Number of valid votes received	6,46,11,937	12,205	6,46,24,142
Votes in favour of the Resolution	6,45,21,159	11,886	6,45,33,045
Votes against the Resolution	90,778	319	91,097
Votes in favour as a percentage of total number of valid votes cast			99.8590%

4) ORDINARY RESOLUTION FOR APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI T T SRINIVASARAGHVAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.

	E-voting	Poll	Total
Number of valid votes received	6,49,28,022	12,205	6,49,40,227
Votes in favour of the Resolution	6,48,85,355	11,886	6,48,97,241
Votes against the Resolution	42,667	319	42,986
Votes in favour as a percentage of total number of valid votes cast			99.9338%

SPECIAL BUSINESS**5) ORDINARY RESOLUTION FOR RECLASSIFICATION OF SRI BARATH RENGARAJAN, PROMOTER AS PUBLIC**

	E-voting	Poll	Total
Number of valid votes received	6,57,84,982	12,205	6,57,97,187
Votes in favour of the Resolution	6,57,80,284	12,205	6,57,92,489
Votes against the Resolution	4,698	-	4,698
Votes in favour as a percentage of total number of valid votes cast			99.9929%

6) ORDINARY RESOLUTION FOR APPOINTMENT OF SRI R RAGHUTTAMA RAO AS INDEPENDENT DIRECTOR

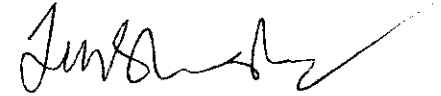
	E-voting	Poll	Total
Number of valid votes received	6,58,14,109	12,205	6,58,26,314
Votes in favour of the Resolution	6,58,13,806	12,205	6,58,26,011
Votes against the Resolution	303		303
Votes in favour as a percentage of total number of valid votes cast			99.9995%

7) The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorised by the Board for safe keeping.

Thanking you,

Place: Chennai
Dated: 19.07.2019

Yours Faithfully,



T K Bhaskar
Scrutinizer