

**FORM No. MGT - 13**

**Report of Scrutinizer**

(Pursuant to Section 109 of the Companies Act, 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

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

**62<sup>nd</sup> Annual/~~Extraordinary~~ General Meeting of the Equity Shareholders of Sundaram Finance Limited held on Thursday, the 23<sup>rd</sup> July 2015 at 11.00 A.M. the Music Academy, New No.168, Old No.306, TTK Road, Chennai 600 014**

I / ~~We~~, T K Bhaskar, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 62<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited, held on Thursday, the 23<sup>rd</sup> July 2015 at 11.00 A.M, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my / ~~our~~ presence with due identification marks placed by me/~~us~~.
2. The locked ballot boxes were subsequently opened in my/~~our~~ 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**1) ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2014-15.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>8</b>	<b>15099</b>	<b>99.74</b>

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>1</b>	<b>40</b>	<b>0.26</b>

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**2) ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2014-15.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>8</b>	<b>15099</b>	<b>99.74</b>

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>1</b>	<b>40</b>	<b>0.26</b>



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

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

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	15099	99.74

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	0.26

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

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

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	15099	99.74

(ii) **Voted against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	0.26

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**5) ORDINARY RESOLUTION FOR APPOINTMENT OF M/S. BRAHMAYYA & CO. AS THE STATUTORY AUDITORS OF THE COMPANY.**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	15099	99.74

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	0.26

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



**6) ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SRI HARSHA VIJI AS DIRECTOR (STRATEGY & PLANNING)**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>8</b>	<b>15099</b>	<b>99.74</b>

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	40	0.26

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**7) SPECIAL RESOLUTION FOR AMENDMENTS TO SUNDARAM FINANCE EMPLOYEE STOCK OPTION SCHEME - 2008 (SFESOS)**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>7</b>	<b>15089</b>	<b>99.67</b>

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>50</b>	<b>0.33</b>

*Juf*



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

**8) SPECIAL RESOLUTION FOR EXTENSION OF THE AMENDED SFESOS TO THE ELIGIBLE EMPLOYEES OF SUBSIDIARIES AND ASSOCIATES.**

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>7</b>	<b>15089</b>	<b>99.67</b>

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>50</b>	<b>0.33</b>

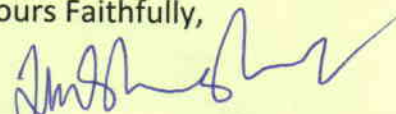
(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. 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: 24.07.2015

Yours Faithfully,

  
T K Bhaskar  
Scrutinizer

