

**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 18th February 2015, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

- The Company has completed the despatch of postal ballot forms on 25th February 2015, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 20th February 2015. The said postal ballot forms contained the procedure for e-voting by members as required under the Listing Agreement.
- 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.
- 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.
- All the postal ballot forms received upto the close of working hours (17:30 hrs) on 27th March 2015 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
- Postal ballot forms, received after 27th March 2015, were not considered.
- Postal ballot forms returned undelivered aggregated to 1034. These forms have been kept separately.
- I did not find any defaced or mutilated ballot paper.
- A summary of votes received through postal ballot and e-voting is given below:

**1. Special Resolution authorising the Board of Directors of the Company to make investments upto Rs.2000 cr., from time to time (i.e. in excess of the limits prescribed under the said Section).**

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	1287	177	44734249	11447141	56181390	50.57	
(b) Less: Invalid postal ballot forms	22	0	69900	0	69900	0.06	
(c) Net valid forms	1265	177	44664349	11447141	56111490	50.51	
(d) With assent for the Resolution	1257	141	44658254	9975144	54633398	49.17	97.37
(e) With dissent for the Resolution	8	36	6095	1471997	1478092	1.33	2.63

**2. Special Resolution for private placement of debentures upto Rs.7500 cr. during the period 1st April 2015 to 31st March 2016.**

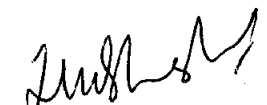
Particulars	No. of postal ballot forms	No. of electronic ballot forms	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	1287	177	44734249	11447141	56181390	50.57	
(b) Less: Invalid postal ballot forms	22	0	69900	0	69900	0.06	
(c) Net valid forms	1265	177	44664349	11447141	56111490	50.51	
(d) With assent for the Resolution	1253	170	44657079	11373297	56030376	50.43	99.86
(e) With dissent for the Resolution	12	7	7270	73844	81114	0.07	0.14

- 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  
30.03.2015

  
 T.K. Bhaskar  
Scrutinizer