



SUNDARAM FINANCE
Enduring values. New age thinking.

SEC:108:18-19/SS
July 20, 2018

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 20th July 2018

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 65th Annual General Meeting of the Company held on 20th July 2018 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 AGMEGM	20th July 2018
Total number of shareholders on Record	25825 Shareholders as on 13th July 2018
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	6
Public:	1952
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

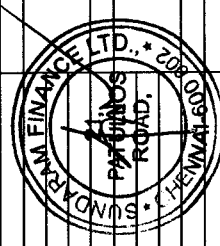
Agenda-wise disclosure (to be disclosed separately for each agenda item)

RESOLUTION 1 - ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2017 - 18

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	40770646	39943307	97.970748	39933707	0	99.97597	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	40770646	39943307	97.97075	39933707	0	99.97597	0			
PUBLIC-INSTITUTIONS	E-VOTING	19666949	14093006	71.65832	14093006	0	100.00000	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	19666949	14093006	71.65832	14093006	0	100.00000	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	50866265	11843375	23.37724	11853966	9	100.08098	0.00008			
	POLL		386535	0.76290	386535	0	100.00000	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	50866265	12230910	24.14015	12240501	9	100.07842	0.00007			
GRAND TOTAL		111103860	66267223	59.64439	66267214	9	99.99999	0.00001			

RESOLUTION 2 - DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2017 - 18

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	40770646	39933707	97.94720	39933707	0	100.00000	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	40770646	39933707	97.94720	39933707	0	100.00000	0			
PUBLIC-INSTITUTIONS	E-VOTING	19666949	14093006	71.65832	14093006	0	100.00000	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	19666949	14093006	71.65832	14093006	0	100.00000	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	50866265	11853975	23.39619	11853966	9	99.99992	0.00008			
	POLL		386535	0.76290	386535	0	100.00000	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	50866265	12240510	24.15909	12240501	9	99.99993	0.00007			
GRAND TOTAL		111103860	66267223	59.64439	66267214	9	99.99999	0.00001			

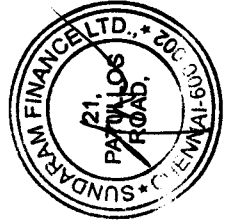


RESOLUTION 3 - APPOINT OF A DIRECTOR IN THE PLACE OF SRI S. VIJI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required (Ordinary/Special)	Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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 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
Ordinary									
Sri S. Viji, Chairman, Sri S. Ram, Director and Sri Harsha Viji, Deputy Managing Director, and their relatives, are interested in the Resolution.									
PROMOTER AND PROMOTER-GROUP		E-VOTING	40770646	24629959	60.41101	24629959	0	100.00000	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	40770646	24629959	60.41101	24629959	0	100.00000	0
PUBLIC-INSTITUTIONS		E-VOTING	19666949	13702330	69.67186	13702330	0	100.00000	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	19666949	13702330	69.67186	13702330	0	100.00000	0
PUBLIC-NON INSTITUTIONS		E-VOTING	50666265	11853975	23.39619	11853966	9	99.99992	0.00008
		POLL		386535	0.76290	386216	319	99.91747	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	50666265	12240510	24.15909	12240182	328	99.99732	0.00268
GRAND TOTAL			111103860	50572799	45.51849	50572471	328	99.99935	0.00065

RESOLUTION 4 - RATIFICATION OF APPOINTMENT OF M/S SUNDARAM & SRINIVASAN AS THE STATUTORY AUDITORS OF THE COMPANY

Resolution Required (Ordinary/Special)	Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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 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
Ordinary									
No									
Sri S. Viji, Chairman, Sri S. Ram, Director and Sri Harsha Viji, Deputy Managing Director, and their relatives, are interested in the Resolution.									
PROMOTER AND PROMOTER-GROUP		E-VOTING	40770646	39933707	97.94720	39933707	0	100.00000	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	40770646	39933707	97.94720	39933707	0	100.00000	0
PUBLIC-INSTITUTIONS		E-VOTING	19666949	14093006	71.65832	14081410	11596	99.91772	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	19666949	14093006	71.65832	14081410	11596	99.91772	0
PUBLIC-NON INSTITUTIONS		E-VOTING	50666265	11853975	23.39619	11853966	9	99.99992	0.00008
		POLL		386535	0.76290	386234	301	99.92213	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	50666265	12240510	24.15909	12240200	310	99.99747	0.00253
GRAND TOTAL			111103860	62267223	59.64439	62255317	11906	99.98203	0.01797



RESOLUTION 5 - APPOINT OF A DIRECTOR IN THE PLACE OF SRI S. RAM, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Special									
Sri S. Viji, Chairman and Sri S. Ram, Director and their relatives, are interested in the Resolution.									
Resolution Required (Ordinary/Special)	Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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	40770646	23306859	57.16578	23306859	0	100.00000	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	40770646	23306859	57.16578	23306859	0	100.00000	0
PUBLIC-INSTITUTIONS		E-VOTING	19666949	13702330	69.67186	13691244	11086	99.91909	0.08091
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	19666949	13702330	69.67186	13691244	11086	80.35000	0.08091
PUBLIC-NON INSTITUTIONS		E-VOTING	50666265	11853975	23.39619	11853966	9	99.99992	0.00008
		POLL		386535	0.76290	386216	319	99.91747	0.08253
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	50666265	12240510	24.15909	12240182	328	99.99732	0.00268
GRAND TOTAL			111103860	49249699	44.32762	49238285	11414	99.97682	0.02318

RESOLUTION 6 - APPROVAL FOR MAKING LOANS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Special									
No									
Resolution Required (Ordinary/Special)	Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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	40770646	39933707	97.94720	39933707	0	100.00000	0
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	40770646	39933707	97.94720	39933707	0	100.00000	0
PUBLIC-INSTITUTIONS		E-VOTING	19666949	14093006	71.65832	10832282	3260724	76.86282	23
		POLL		0	0	0	0	0	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	19666949	14093006	71.65832	10832282	3260724	76.86282	23
PUBLIC-NON INSTITUTIONS		E-VOTING	50666265	11853975	23.39619	11853726	249	99.99790	0.00210
		POLL		386535	0.76290	386535	0	100.00000	0
		POSTAL BALLOT		0	0	0	0	0	0
		SUB TOTAL	50666265	12240510	24.15909	12240261	249	99.99797	0.00203
GRAND TOTAL			111103860	66267223	59.64439	63006250	3260973	95.07906	4.92094



RESOLUTION 7 - APPROVAL OF PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS

Resolution Required (Ordinary/Special)									
Sri S. Viji, Chairman, Sri S. Ram and Sri S. Ravindran, Directors are interested in the Resolution.									
Whether Promoter/Promoter Group are interested in the agenda/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 VOTES POLLED	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	40770646	35413625	86.86059	35413625	0	100.00000	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	40770646	35413625	86.86059	35413625	0	100.00000	0	0
PUBLIC-INSTITUTIONS	E-VOTING	19666949	13702330	69.67186	13702330	0	100.00000	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	19666949	13702330	69.67186	13702330	0	100.00000	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	50666265	11816175	23.32158	1179782	18413	99.84417	0.15583	0
	POLL		386535	0.76290	386216	319	99.91747	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	50666265	12202710	24.08449	12183978	18732	99.84649	0.15351	0
GRAND TOTAL		111103860	61318665	55.19040	61299933	18732	99.96945	0.03055	



**Report of Scrutinizer for the Resolutions Passed at the 65th Annual General Meeting of
Sundaram Finance Limited**

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

65th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited held on Friday, the 20th July 2018 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 65th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited, held on Friday, the 20th July 2018 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 15th July 2018 (9:00 A.M.) and ended on Thursday, the 19th July 2018 (5:00 P.M.).
3. I ensured the closure of the e-voting process on 19th July 2018 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, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
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 2017-18.

	E-voting	Poll	Total
Number of valid votes received	6,58,80,688	3,86,535	6,62,67,223
Votes in favour of the Resolution	6,58,80,679	3,86,535	6,62,67,214
Votes against the Resolution	9	-	9
Votes in favour as a percentage of total number of valid votes cast			99.99999%

2) ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2017-18.

	E-voting	Poll	Total
Number of valid votes received	6,58,80,688	3,86,535	6,62,67,223
Votes in favour of the Resolution	6,58,80,679	3,86,535	6,62,67,214
Votes against the Resolution	9	-	9
Votes in favour as a percentage of total number of valid votes cast			99.99999%

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.

	E-voting	Poll	Total
Number of valid votes received	5,01,86,264	3,86,535	5,05,72,799
Votes in favour of the Resolution	5,01,86,255	3,86,216	5,05,72,471
Votes against the Resolution	9	319	328
Votes in favour as a percentage of total number of valid votes cast			99.99935%

4) ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S SUNDARAM AND SRINIVASAN, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

	E-voting	Poll	Total
Number of valid votes received	6,58,80,688	3,86,535	6,62,67,223
Votes in favour of the Resolution	6,58,68,993	3,86,234	6,62,55,317
Votes against the Resolution	11,605	301	11,906
Votes in favour as a percentage of total number of valid votes cast			99.98203%

SPECIAL BUSINESS

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

	E-voting	Poll	Total
Number of valid votes received	4,88,63,164	3,86,535	4,92,49,699
Votes in favour of the Resolution	4,88,52,069	3,86,216	4,92,38,285
Votes against the Resolution	11,095	319	11,414
Votes in favour as a percentage of total number of valid votes cast			99.97682%

JWS

6) SPECIAL RESOLUTION FOR APPROVAL FOR MAKING LOANS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

	E-voting	Poll	Total
Number of valid votes received	6,58,80,688	3,86,535	6,62,67,223
Votes in favour of the Resolution	6,26,19,715	3,86,535	6,30,06,250
Votes against the Resolution	32,60,973	-	32,60,973
Votes in favour as a percentage of total number of valid votes cast			95.07906%

7) ORDINARY RESOLUTION FOR APPROVAL OF PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS


	E-voting	Poll	Total
Number of valid votes received	6,09,32,130	3,86,535	6,13,18,665
Votes in favour of the Resolution	6,09,13,717	3,86,216	6,12,99,933
Votes against the Resolution	18,413	319	18,732
Votes in favour as a percentage of total number of valid votes cast			99.96945%

8) 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: 20.07.2018

Yours Faithfully,


T K Bhaskar
Scrutinizer