

**Report of Scrutinizer for the Resolutions Passed at the 67th Annual General Meeting of
Sundaram Finance Limited**

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

**67th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited held on
Wednesday, the 22nd July 2020 at 10.00 A.M. IST through Video Conferencing**

I, T K Bhaskar, appointed as Scrutinizer for the purpose of conducting the remote e-voting and e-voting at the meeting on the below mentioned resolutions in a fair and transparent manner at the 67th Annual General Meeting of the Equity Shareholders of Sundaram Finance Limited, held on Wednesday, the 22nd July 2020 at 10:00 A.M IST through Video Conferencing, 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 Friday, the 17th July 2020 (9:00 A.M.) and ended on Tuesday, the 21st July 2020 (5:00 P.M.).
3. I ensured the closure of the remote e-voting process on 21st July 2020 at 5:00 P.M and e-voting at the meeting on 22nd July 2020 at 11.20 A.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents.
4. The results of the e-voting process are as under:

ORDINARY BUSINESS

1) ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2019-20.

	Total
Number of valid votes received	68210442
Votes in favour of the Resolution	68207221
Votes against the Resolution	3221
Votes in favour as a percentage of total number of valid votes cast	99.9953%

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2) ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2019-20.

	Total
Number of valid votes received	68210442
Votes in favour of the Resolution	68207234
Votes against the Resolution	3208
Votes in favour as a percentage of total number of valid votes cast	99.9953%

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

	Total
Number of valid votes received	67848025
Votes in favour of the Resolution	67693555
Votes against the Resolution	154470
Votes in favour as a percentage of total number of valid votes cast	99.7723%

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

	Total
Number of valid votes received	62676507
Votes in favour of the Resolution	62522037
Votes against the Resolution	154470
Votes in favour as a percentage of total number of valid votes cast	99.7535%

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SPECIAL BUSINESS

5) ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SRI HARSHA VIJI, DEPUTY MANAGING DIRECTOR

	Total
Number of valid votes received	62455817
Votes in favour of the Resolution	62450947
Votes against the Resolution	4870
Votes in favour as a percentage of total number of valid votes cast	99.9922%

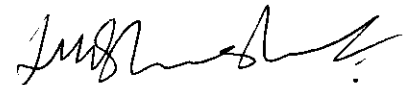
6) ORDINARY RESOLUTION FOR APPOINTMENT OF SRI RAJIV C LOCHAN AS DIRECTOR – STRATEGY

	Total
Number of valid votes received	67339974
Votes in favour of the Resolution	67038852
Votes against the Resolution	301122
Votes in favour as a percentage of total number of valid votes cast	99.5528%

Thanking you,

Place: Chennai
Dated: 22.07.2020

Yours Faithfully,



T K Bhaskar
Scrutinizer