

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

Date of the AGM/EGM	23.10.2017 - NCLT Convened Meeting
Total number of shareholders on Record Date	25,805 Shareholders as on 8th September 2017
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	37
Public:	308
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 - APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION**

Resolution Required (Ordinary/Special)	SPECIAL - AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL							
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	39944594	39155371	98.02	39155371	-	100.00	-
	POLL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	<b>SUB TOTAL</b>	<b>39944594</b>	<b>39155371</b>	<b>98.02</b>	<b>39155371</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
PUBLIC-INSTITUTIONS	E-VOTING	19172193	13031058	67.97	12804577	226481	98.26	1.74
	POLL		-	-	-	-	-	-
	POSTAL BALLOT		-	-	-	-	-	-
	<b>SUB TOTAL</b>	<b>19172193</b>	<b>13031058</b>	<b>67.97</b>	<b>12804577</b>	<b>226481</b>	<b>98.26</b>	<b>1.74</b>
PUBLIC-NON INSTITUTIONS*	E-VOTING	50975043	8500480	16.68	8500458	22	99.997	0.0003
	POLL		158679	0.31	158679	-	100.00	-
	POSTAL BALLOT		-	-	-	-	-	-
	<b>SUB TOTAL</b>	<b>50975043</b>	<b>8659159</b>	<b>16.99</b>	<b>8659137</b>	<b>22</b>	<b>99.997</b>	<b>0.0003</b>
<b>GRAND TOTAL</b>		<b>110091830</b>	<b>60845588</b>	<b>55.27</b>	<b>60619085</b>	<b>226503</b>	<b>99.63</b>	<b>0.37</b>

\* excludes 9,79,510 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public) and 32,520 shares held in Sundaram Finance Limited Unclaimed Suspense Account

