

## SCRUTINIZER'S REPORT

Sri Rajiv C Lochan  
Managing Director  
Sundaram Finance Limited  
21 Patullos Road, Chennai 600 002

Dear Sir,

**Re: Passing of Postal Ballot Resolutions through E-voting**

The Board of Directors of the Company, at its meeting held on 6th February 2023, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

1. The Company has on 15th February 2023, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 28th December 2022 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 10th February 2023. The said postal ballot notice contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The 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.
3. Particulars of all the postal ballot e-voting by the Members have been entered in a register separately maintained for the purpose.
4. The e-voting commenced on Thursday, the 16th February 2023 (9:00 A.M.) and ended on Friday, the 17th March 2023 (5:00 P.M.).
5. I ensured the closure of the e-voting process on 17th March 2023 at 5:00 P.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents
6. A summary of votes received through e-voting is given below:

Special Resolution passed, for obtaining the approval of the Members through postal ballot for the appointment of Mrs. Bhavani Balasubramanian (holding DIN: 09194973) as an Independent Director of the company.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	374	67043580	60.3432%	
(b)	With assent for the Resolution	370	67042954	60.3426%	99.9991%
(c)	With dissent for the Resolution	4	626	0.0006%	0.0009%
(d)	Abstained from Voting	0	0		

7. I have handed over the related papers/registers and records for safe custody.
8. You may accordingly declare the result of the Postal Ballot conducted through E-voting.

Thanking you,

Chennai  
20th March 2023

  
T. K. Bhaskar  
Scrutinizer

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON  
MONDAY, THE 20<sup>TH</sup> MARCH 2023 AT 5.00 P.M FOR DECLARATION OF  
RESULTS OF POSTAL BALLOT THROUGH E-VOTING.

**PRESENT:**

<b>Chairman</b>	Mr. Rajiv C Lochan, Managing Director
<b>Scrutinizer</b>	Mr. T.K. Bhaskar
<b>INVITEE:</b>	Ms. Komala, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
<b>Secretary &amp; Compliance Officer</b>	Mr. P. N. Srikant

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 17<sup>th</sup> March 2023 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs dated 28<sup>th</sup> December 2022. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:

Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Mrs. Bhavani Balasubramanian (holding DIN: 09194973) as an Independent Director of the company.



Sundaram Finance Limited  
21, Patullos Road, Chennai - 600002

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	374	67043580
E-Votes in favour of the Resolution	370	67042954
E-Votes against the Resolution	4	626
% of E-Votes in favour		99.9991

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 06<sup>th</sup> February 2023, was carried with the requisite majority:

**“RESOLVED** that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, and pursuant to Reg. 16(1) (b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Bhavani Balasubramanian (holding DIN:09194973), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 6<sup>th</sup> February 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Mrs. Bhavani Balasubramanian as a Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five (5) consecutive years upto 5<sup>th</sup> February, 2028, not liable to retire by rotation.”

Place: Chennai  
Date: 20.03.2023

  
**CHAIRMAN**