

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 22nd September 2017, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 5th October 2017, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 22nd September 2017. The said postal ballot forms contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 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 forms received from the Members and e-voting have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (17:00 hrs) on 6th November 2017 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. Postal ballot forms, received after 6th November 2017, were not considered.
6. Postal ballot forms returned undelivered aggregated to 727. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of votes received through postal ballot and e-voting is given below:

1. Special Resolution through postal ballot for amending the Articles of Association

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	440	389	6660658	59834429	66495087	60.40	
(b) Less: Invalid postal ballot forms	21	0	2217714	0	2217714	2.01	
(c) Net valid forms	419	389	4442944	59834429	64277373	58.39	
(d) With assent for the Resolution	417	378	4439624	59815814	64255438	58.37	99.97
(e) With dissent for the Resolution	2	11	3320	18615	21935	0.02	0.03


* 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

9. 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
07.11.2017


T. K. Bhaskar
Scrutinizer