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**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

**FORM NO. MGT.13**

**SCRUTINIZER'S REPORT**

**(REMOTE E-VOTING & POLL AT THE VENUE)**

[Pursuant to Section 230 to 232 Read with 108 & 109 of the Companies Act, 2013, Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")].

To  
Mr. S.Viji,  
The Chairman  
(NCLT, Division Bench Chennai, convened Equity Shareholders Meeting),  
Sundaram Finance limited,  
CIN:L65191TN1954PLC002429  
No.21, Pattulos Road,  
Chennai- 600002.

Scrutinizer's report for the meeting of the **Equity Shareholders** of Sundaram Finance Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Division Bench, Chennai, on Monday, 23.10.2017 at 10.00 A.M. at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014 as per the Composite Scheme of Arrangement and Amalgamation under Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Dear Sir,

1. I, M.DAMODARAN, M Damodaran & Associates, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028, Tamil Nadu have been appointed as a scrutinizer as per the direction of the National Company Law Tribunal, for the purpose of:

*M. Damodaran*  
SECRETARY



**M. DAMODARAN & ASSOCIATES**



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Scrutinizing the e-voting process (Remote e-voting) and Voting process through Ballot Paper at the Meeting on the resolution contained in the Notice to the meeting of the Equity Shareholders of Sundaram Finance Limited, convened as per the directions of the Hon'ble National Company Law Tribunal on Monday, 23.10.2017 at 10.00 A.M. at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014. Pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and any amendments thereto.

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting [i.e. by remote e-voting and voting by Poll through Ballot Paper at the Meeting] for the resolution contained in the Notice to the NCLT convened meeting of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process (i.e. by remote e-voting and Through Ballot Paper at the Meeting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favor" or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means and Ballot Papers.

3. The E-voting commenced on Saturday, September 23, 2017 (9.00 A.M) and ended on Sunday, October 22, 2017 (5.00 P.M.).

4. Pursuant to the provisions of the Companies Act, 2013, I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Mr. G. Balaji and Mrs. S. Sathya, who are not in the employment of the Company and downloaded the remote e-voting results. They have signed below in confirmation of the votes being unblocked in their presence.

5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence.

6. 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.

7. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



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8. The result of the Resolution is as under:

**Resolution:**

"RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Composite Scheme of Arrangement and Amalgamation of Sundaram Finance Limited and Sundaram Insurance Broking Services Limited and Infreight Logistics Solutions Limited and Sundaram BPO India Limited and Sundaram Finance Holdings Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved."

"FURTHER RESOLVED that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Composite Scheme of Arrangement and Amalgamation and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Composite Scheme of Arrangement and Amalgamation."

M. Damodaran



Details of Valid Votes:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Members	Number of votes cast by them	% of total number of valid votes cast	Number of Members	Number of votes cast by them	% of total number of valid votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote-E-Voting	430	420	60460406	99.63	10	226503	0.37	100
Through Ballot Paper at the Meeting (in person or by proxy)	51	51	158679	100	0	0	0	100
<b>Total</b>	<b>481</b>	<b>471</b>	<b>60619085</b>	<b>99.63</b>	<b>10</b>	<b>226503</b>	<b>0.37</b>	<b>100</b>


  
*M. Damodaran*



**M. DAMODARAN & ASSOCIATES**



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Details of invalid Votes:

Mode of Voting	Number of Members	Number of votes cast by them
Through Ballot Paper at the Meeting (in person or by proxy)	7	767
Remote E-Voting	0	0
Total	7	767

9. The electronic data and all other relevant records relating to evoting and poll are under my safe custody and will be handed over to any one of the directors for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,  
Yours faithfully,

For M.Damodaran & Associates

M. Damodaran

Place: Chennai  
Date: 23-Oct-2017



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**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

### SCRUTINIZER'S REPORT

#### (POLL AT THE VENUE)

[Pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and any amendments thereto)

To  
Mr. S.Viji,  
The Chairman  
(NCLT, Divisional Bench Chennai, convened Secured Creditors Meeting),  
Sundaram Finance Limited,  
CIN: L65191TN1954PLC002429  
No.21, Pattulos Road,  
Chennai- 600002.

Scrutinizer report for the meeting of **Secured Creditors** of Sundaram Finance Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Division Bench, Chennai on Monday, 23.10.2017 at 12.00 Noon at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014 as per Composite Scheme of Arrangement and Amalgamation under section Sections 230 to 232 and other relevant provisions of the Companies Act, 2013

Dear Sir,

1. I, M.DAMODARAN, M.Damodaran & Associates, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028, Tamil Nadu have been appointed as a scrutinizer as per the direction of National Company Law Tribunal for the purpose of:

Scrutinizing the voting process (Poll at the Venue) on the resolution contained in the notice to the NCLT convened meeting of the Secured Creditors of Sundaram Finance Limited, held on Monday, 23.10.2017 at 12.00 Noon at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014. Pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and any amendments thereto.



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2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting [i.e. by voting by Poll through Ballot Paper at the Meeting] for the resolutions contained in the Notice to the NCLT convened meeting of the Secured Creditors of Sundaram Finance Limited. My responsibility as a scrutinizer for the voting process (i.e through Ballot Paper at the Meeting) is restricted to make a scrutinizer's report of the voted cast "in favor" or "against" the resolution stated in the Notice dated 11.09.2017 for voting through Ballot papers.

3. The result of the Resolution is as under:

**Resolution:**

"RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Composite Scheme of Arrangement and Amalgamation of Sundaram Finance Limited and Sundaram Insurance Broking Services Limited and Infreight Logistics Solutions Limited and Sundaram BPO India Limited and Sundaram Finance Holdings Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved."

"FURTHER RESOLVED that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Composite Scheme of Arrangement and Amalgamation and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Composite Scheme of Arrangement and Amalgamation."

M. Damodaran



**M. DAMODARAN & ASSOCIATES**  
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Details of Valid Votes:

Particulars	No of Secured Creditors	Rupees (Lakhs).	in	% Value	in
Voted For the Resolution	13	395802		100	
Voted Against the Resolution	0	0		0	
TOTAL	13	395802		100%	

Thanking You,  
Yours faithfully,

For M. Damodaran & Associates

M. Damodaran

Place: Chennai

Date: 23-Oct-2017



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### SCRUTINIZER'S REPORT

#### (POLL AT THE VENUE)

[Pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and any amendments thereto)

To  
Mr.S.Viji,  
The Chairman  
(NCLT, Divisional Bench Chennai, convened Unsecured Creditors Meeting),  
Sundaram Finance Limited,  
CIN: L65191TN1954PLC002429  
No.21, Pattulos Road,  
Chennai- 600002.

Scrutinizer report for the meeting of **Unsecured Creditors** of Sundaram Finance Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Division Bench, Chennai, on Monday, 23.10.2017 at 2.30 P.M. at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014 as per Composite Scheme of Arrangement and Amalgamation under section Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Dear Sir,

1.I, M.DAMODARAN, M.Damodaran & Associates, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028, Tamil Nadu have been appointed as a scrutinizer as per the direction of National Company Law Tribunal for the purpose of:

Scrutinizing the voting process (Poll at the Venue) through Ballot Paper at the Meeting on the resolution contained in the notice to the meeting of the Unsecured Creditors of Sundaram Finance Limited, convened as per the directions of the Hon'ble National Company Law Tribunal on Monday, 23.10.2017 at 2.30 P.M.at The Music Academy (Main Hall), New No. 168 (Old No. 306), T.T.K. Road, Chennai 600 014 pursuant to provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and any amendments thereto

M.   




*M. DAMODARAN & ASSOCIATES*



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2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting [i.e. by voting by Poll through Ballot Paper at the Meeting] for the resolution contained in the Notice to the NCLT convened meeting of the Unsecured Creditors of Sundaram Finance Limited. My responsibility as a scrutinizer for the voting process (i.e through Ballot Paper at the Meeting) is restricted to make a scrutinizer's report of the voted cast "in favor" or "against" the resolution stated in the Notice dated 11.09.2017 for voting through Ballot papers.

3. The result of the Resolution is as under:

**Resolution:**

"RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Composite Scheme of Arrangement and Amalgamation of Sundaram Finance Limited and Sundaram Insurance Broking Services Limited and Infreight Logistics Solutions Limited and Sundaram BPO India Limited and Sundaram Finance Holdings Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved."

"FURTHER RESOLVED that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Composite Scheme of Arrangement and Amalgamation and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Composite Scheme of Arrangement and Amalgamation."

M. Damodaran





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Details of Valid Votes:

Particulars	No of Un Secured Creditors	Rupees (Lakhs)	% Value
Voted For the Resolution	107	286995.64	100
Voted Against the Resolution	0	0	0
TOTAL	107	286995.64	100

Thanking You,  
Yours faithfully,

For M.Damodaran & Associates

M. Damodaran

Place: Chennai

Date: 23-Oct-2017