

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 / E-voting

The Board of Directors of the Company at its meeting held on 26th May 2014, has appointed me as Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 5th June 2014, alongwith postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 30th May 2014. The said postal ballot forms contained the procedure for e-voting by members as required under the Listing Agreement.
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 / electronic ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. All the postal / electronic ballot forms received upto the close of working hours (17:30 hrs) on 5th July 2014 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 5th July 2014, were not considered.
6. Postal ballot forms returned undelivered aggregated to 969. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of the postal / electronic ballot forms received is given below:

Special Resolution under Section 180(1)(c) of the Companies Act, 2013, for according consent to borrow in excess of the aggregate of paid-up share capital and free reserves

	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	1309	151	52291535	8465910	60757445	54.69	
(b)	Less: Invalid postal ballot forms	12	-	71423	-	71423	0.06	
(c)	Net valid forms	1297	151	52220112	8465910	60686022	54.62	
(d)	With assent for the Resolution	1267	144	52196440	8406353	60602793	54.55	99.86
(e)	With dissent for the Resolution	30	7	23672	59557	83229	0.07	0.14

Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 for private placement of debentures.


	Particulars	No. of postal ballot forms	No. of electronic ballot forms	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	1309	151	52291535	8465910	60757445	54.69	
(b)	Less: Invalid postal ballot forms	13	1	71743	6	71749	0.06	
(c)	Net valid forms	1296	150	52219792	8465904	60685696	54.62	
(d)	With assent for the Resolution	1271	143	52196025	8406068	60602093	54.55	99.86
(e)	With dissent for the Resolution	25	7	23767	59836	83603	0.08	0.14

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 voting by Postal Ballot.

Thanking you,

Chennai
7th July 2014


T. K. Bhaskar
Scrutinizer