

Sundaram Finance Limited

<b>Date of AGM / EGM</b>	:	23rd July 2015
<b>Total Number of shareholders on Record Date</b>	:	20,083
<b>No. of shareholders present in the meeting either in person or through proxy</b>	:	2,071
Promoters and Promoter Group	:	14
Public	:	2,057
<b>No. of shareholders attended the meeting through Video Conferencing</b>	:	Not Applicable
Promoters and Promoter Group	:	
Public	:	
<b>(Agenda-wise)</b>		
<b>1</b>	<b>Details of the Agenda</b>	: Adoption of Accounts for the Financial Year 2014-15
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>2</b>	<b>Details of the Agenda</b>	: Declaration of Final Dividend for the Financial Year 2014-15
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>3</b>	<b>Details of the Agenda</b>	: Appointment of a Director in the place of Sri S Viji, who retires by rotation and being eligible, seeks re-appointment
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>4</b>	<b>Details of the Agenda</b>	: Appointment of a Director in the place of Sri S Ram, who retires by rotation and being eligible, seeks re-appointment
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>5</b>	<b>Details of the Agenda</b>	: Appointment of M/s. Brahmayya & Co. as Statutory Auditors of the Company.
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>6</b>	<b>Details of the Agenda</b>	: Re-appointment of Sri Harsha Viji as Director (Strategy & Planning)
	<b>Resolution required (Ordinary/Special)</b>	: Ordinary
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>7</b>	<b>Details of the Agenda</b>	: Amendments to Sundaram Finance Employee Stock Option Scheme - 2008 (SFESOS)
	<b>Resolution required (Ordinary/Special)</b>	: Special
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll
<b>8</b>	<b>Details of the Agenda</b>	: Extension of the amended SFESOS to the eligible employees of subsidiaries and associates.
	<b>Resolution required (Ordinary/Special)</b>	: Special
	<b>Mode of voting: (Show of hands / Poll / Postal Ballot / E-voting)</b>	: E-voting, Postal Ballot and Poll



**Sundaram Finance Limited**

**In case of Poll / Postal Ballot / Remote E-voting:**

**For Resolution No.1 - Adoption of Accounts for the Financial Year 2014-15**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100.00	0.00
Public - Institutional holders	17427395	8987748	51.57	8987748	0	100.00	0.00
Public-others	53497069	9619145	17.98	9619105	40	100.00	0.00
<b>Total</b>	<b>111103860</b>	<b>57925045</b>	<b>52.14</b>	<b>57925005</b>	<b>40</b>	<b>100.00</b>	<b>0.00</b>

**For Resolution No.2 - Declaration of Final Dividend for the Financial Year 2014-15**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100.00	0.00
Public - Institutional holders	17427395	8991748	51.60	8991748	0	100.00	0.00
Public-others	53497069	9619345	17.98	9619285	60	100.00	0.00
<b>Total</b>	<b>111103860</b>	<b>57929245</b>	<b>52.14</b>	<b>57929185</b>	<b>60</b>	<b>100.00</b>	<b>0.00</b>

**For Resolution No.3 - Appointment of a Director in the place of Sri S Vijl, who retires by rotation and being eligible, seeks re-appointment**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	34818604	86.66	34818604	0	100.00	0.00
Public - Institutional holders	17427395	8991748	51.60	8991748	0	100.00	0.00
Public-others	53497069	9618944	17.98	9618144	800	99.99	0.01
<b>Total</b>	<b>111103860</b>	<b>53429296</b>	<b>48.09</b>	<b>53428496</b>	<b>800</b>	<b>100.00</b>	<b>0.00</b>



**For Resolution No.4 - Appointment of a Director in the place of Sri S Ram, who retires by rotation and being eligible, seeks re-appointment**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	36187828	90.07	36187828	0	100.00	0.00
Public - Institutional holders	17427395	8991748	51.60	8957088	34660	99.61	0.39
Public-others	53497069	9618944	17.98	9618244	700	99.99	0.01
<b>Total</b>	<b>111103860</b>	<b>54798520</b>	<b>49.32</b>	<b>54763160</b>	<b>35360</b>	<b>99.94</b>	<b>0.06</b>

**For Resolution No.5 - Appointment of M/s. Brahmayya & Co. as Statutory Auditors of the Company.**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100.00	0.00
Public - Institutional holders	17427395	8991748	51.60	7218653	1773095	80.28	19.72
Public-others	53497069	9513332	17.78	9510437	2895	99.97	0.03
<b>Total</b>	<b>111103860</b>	<b>57823232</b>	<b>52.04</b>	<b>56047242</b>	<b>1775990</b>	<b>96.93</b>	<b>3.07</b>

**For Resolution No.6 - Re-appointment of Sri Harsha Viji as Director (Strategy & Planning)**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100.00	0.00
Public - Institutional holders	17427395	8974748	51.50	8974636	112	100.00	0.00
Public-others	53497069	6851339	12.81	6850179	1160	99.98	0.02
<b>Total</b>	<b>111103860</b>	<b>55144239</b>	<b>49.63</b>	<b>55142967</b>	<b>1272</b>	<b>100.00</b>	<b>0.00</b>



**For Resolution No.7 - Amendments to Sundaram Finance Employee Stock Option Scheme - 2008 (SFESOS)**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100.00	0.00
Public - Institutional holders	17427395	8991748	51.60	6254699	2737049	69.56	30.44
Public-others	53497069	9618964	17.98	9617234	1730	99.98	0.02
<b>Total</b>	<b>111103860</b>	<b>57928864</b>	<b>52.14</b>	<b>55190085</b>	<b>2738779</b>	<b>95.27</b>	<b>4.73</b>

**For Resolution No.8 - Extension of the amended SFESOS to the eligible employees of subsidiaries and associates.**

Promoter / Public	No. of Shares Held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	40179396	39318152	97.86	39318152	0	100	0.00
Public - Institutional holders	17427395	8991748	51.60	6254699	2737049	69.56	30.44
Public-others	53497069	9618944	17.98	9615214	3730	99.96	0.04
<b>Total</b>	<b>111103860</b>	<b>57928844</b>	<b>52.14</b>	<b>55188065</b>	<b>2740779</b>	<b>95.27</b>	<b>4.73</b>

