

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 1st November 2018, 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 November 2018, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 26th October 2018. 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 5th December 2018 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 December 2018, were not considered.
6. Postal ballot forms returned undelivered aggregated to 748. 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 under Section 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing (including foreign currency loans), from ₹21,000 cr. to ₹30,000 cr. (excluding exchange fluctuations in respect of foreign currency loans**


	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	357	394	928575	59998436	60927011	55.35	
(b)	Less: Invalid postal ballot forms	5	0	239	0	239	0.00	
(c)	Net valid forms	352	394	928336	59998436	60926772	55.35	
(d)	With assent for the Resolution	348	382	924836	59934437	60859273	55.29	99.89
(e)	With dissent for the Resolution	4	12	3500	63999	67499	0.06	0.11

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
6.12.2018


T. K. Bhaskar
Scrutinizer