

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 28th July 2014, 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 13th August 2014, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 8th August 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 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 (17:30 hrs) on 12th September 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 12th September 2014, were not considered.
6. Postal ballot forms returned undelivered aggregated to 767. 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:

1. Ordinary Resolution for Appointment of Mr P N Venkatachalam as Independent Director

	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	1149	245	18570781	43817132	62387913	56.15	
(b)	Less: Invalid postal ballot forms	17	0	71142	0	71142	0.06	
(c)	Net valid forms	1132	245	18499639	43817132	62316771	56.09	
(d)	With assent for the Resolution	1114	242	18488974	43816292	62305266	56.08	99.98
(e)	With dissent for the Resolution	18	3	10665	840	11505	0.01	0.02

2. Ordinary Resolution for Appointment of Mr S Prasad as Independent Director

	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	1149	245	18571307	43817132	62388439	56.15	
(b)	Less: Abstained from Voting	1	0	12600	0	12600	0.01	
(c)	Less: Invalid postal ballot forms	17	0	71142	0	71142	0.06	
(d)	Net valid forms	1131	245	18487565	43817132	62304697	56.08	
(e)	With assent for the Resolution	1118	240	18481760	43816144	62297904	56.07	99.99
(f)	With dissent for the Resolution	13	5	5805	988	6793	0.01	0.01

3. Ordinary Resolution for Appointment of Mr Aroon Raman as Independent Director


	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	1149	245	18571482	43817132	62388614	56.15	
(b)	Less: Abstained from Voting	1	0	537896	0	537896	0.48	
(c)	Less: Invalid postal ballot forms	17	0	71142	0	71142	0.06	
(d)	Net valid forms	1131	245	17962444	43817132	61779576	55.61	
(e)	With assent for the Resolution	1106	212	17244614	40989086	58233700	52.41	94.26
(f)	With dissent for the Resolution	25	33	717830	2828046	3545876	3.19	5.74

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
16.09.2014


T. K. Bhaskar
Scrutinizer