

SCRUTINIZER'S REPORT

Sri S Viji
Chairman
Sundaram Finance Limited
21 Patullos Road
Chennai 600 002

Dear Sir,

Re: Passing of Resolutions at AGM - through evoting/Postal Ballot

The Board of Directors of the Company at its meeting held on 29th May 2015, has appointed me as Scrutinizer for conducting the evoting/postal ballot voting process for their 62nd AGM

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 22nd June 2015, alongwith postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 12th June 2015. 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 (5.00 P.M) on 22nd July 2015 the last date for receipt of the forms and the E-votes casted upto (5.00 P.M) on 22nd July 2015 , were considered for my scrutiny.
5. Postal ballot forms, received after 22nd July 2015, were not considered.
6. Postal ballot forms returned undelivered aggregated to 956. 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:

(i) Ordinary Resolution for adoption of accounts for the financial year 2014-15.

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666431	14310922	57977353	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63,447	
(c)	Net valid forms	942	157	43602984	14310922	57913906	
(d)	With assent for the Resolution	942	156	43602984	14306922	57909906	100.00
(e)	With dissent for the Resolution	-	-	-	-	-	0.00
(f)	Abstained from Voting	-	1	-	4000	4000	

(ii) Ordinary Resolution for Declaration of Final Dividend for the Financial Year 2014-15.

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666631	14310922	57977553	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63,447	
(c)	Net valid forms	942	157	43603184	14310922	57914106	
(d)	With assent for the Resolution	941	157	43603164	14310922	57914086	99.99
(e)	With dissent for the Resolution	1	-	20	-	20	0.01
(f)	Abstained from Voting	-	-	-	-	-	



(iii) **Ordinary Resolution for Appointment of a director in the place of Sri S Vijl, who retires by rotation and being eligible, seeks re-appointment**

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666230	14310922	57977152	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63447	
(c)	Net valid forms	942	157	43602783	14310922	57913705	
(d)	With assent for the Resolution	926	157	39102475	14310922	53413397	100.00
(e)	With dissent for the Resolution	5	-	760	-	760	0.00
(f)	Abstained from Voting	11	-	4499548	-	4499548	

(iv) **Ordinary Resolution for Appointment of a director in the place of Sri S Ram, who retires by rotation and being eligible, seeks re-appointment.**

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666230	14310922	57977152	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63447	
(c)	Net valid forms	942	157	43602783	14310922	57913705	
(d)	With assent for the Resolution	931	156	40471799	14276262	54748061	99.94
(e)	With dissent for the Resolution	3	1	660	34660	35320	0.06
(f)	Abstained from Voting	8	-	3130324	-	3130324	

(v) **Ordinary Resolution for Appointment of M/s. Brahmavya & Co. as the statutory auditors of the Company.**

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666331	14310922	57977253	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63447	
(c)	Net valid forms	942	157	43602884	14310922	57913806	
(d)	With assent for the Resolution	932	137	42632196	13399947	56032143	96.93
(e)	With dissent for the Resolution	10	19	970688	805262	1775950	3.07
(f)	Abstained from Voting	-	1	-	105713	105713	

(vi) **Ordinary Resolution for Re-appointment of Sri Harsha Vijl as Director (Strategy & Planning)**

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666225	14310922	57977147	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63447	
(c)	Net valid forms	942	157	43602778	14310922	57913700	
(d)	With assent for the Resolution	928	153	40834298	14293570	55127868	100.00
(e)	With dissent for the Resolution	6	2	880	352	1232	0.00
(f)	Abstained from Voting	8	2	2767600	17000	2784600	

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(vii) Special Resolution for Amendments to Sundaram Finance Employee Stock Option Scheme - 2008 (SFESOS)

	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 shares (Votes) received
(a)	Total ballot forms received	964	157	43666250	14310922	57977172	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63447	
(c)	Net valid forms	942	157	43602803	14310922	57913725	
(d)	With assent for the Resolution	927	122	42648290	12526706	55174996	95.27
(e)	With dissent for the Resolution	15	35	954513	1784216	2738729	4.73
(f)	Abstained from Voting	-	-	-	-	-	

(viii) Special Resolution for Extension of the amended SFESOS to the eligible employees of subsidiaries and associates.

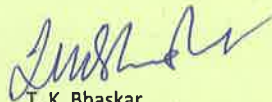
	Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total shares (Votes) received
(a)	Total ballot forms received	964	157	43666230	14310922	57977152	
(b)	Less: Invalid postal ballot forms	22	-	63447	-	63,447	
(c)	Net valid forms	942	157	43602783	14310922	57913705	
(d)	With assent for the Resolution	924	120	42647837	12525139	55172976	95.27
(e)	With dissent for the Resolution	18	37	954946	1785783	2740729	4.73
(f)	Abstained from Voting	-	-	-	-	-	

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
24th July 2015


T. K. Bhaskar
Scrutinizer

