

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 29th January 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 12th February 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 2nd February 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 15th March 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 15th March 2018, were not considered.
6. Postal ballot forms returned undelivered aggregated to 896. 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 through postal ballot for private placement of debentures under Section 42 of the Companies Act, 2013 upto a sum of ₹10000 cr. during the period from 1st April 2018 to 31st March 2019


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	541	388	4191400	58057787	62249187	56.55	
(b) Less: Invalid postal ballot forms	8	0	15200	0	15200	0.01	
(c) Net valid forms	533	388	4176200	58057787	62233987	56.54	
(d) With assent for the Resolution	524	369	4174736	57968012	62142748	56.46	99.85
(e) With dissent for the Resolution	9	19	1464	89775	91239	0.08	0.15

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
16.03.2018


T. K. Bhaskar
Scrutinizer