

SCRUTINIZER'S REPORT

Mr. Harsha Viji
Executive Vice Chairman
Sundaram Finance Limited
21 Patullos Road, Chennai 600 002

Dear Sir,

Re: Passing of Postal Ballot Resolutions through E-voting

The Board of Directors of the Company, at its meeting held on 11th August 2023, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

1. The Company has, on 21st August 2023, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 28th December 2022 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 11th August 2023. The said postal ballot notice contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The 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 e-voting by the Members have been entered in a register separately maintained for the purpose.
4. The e-voting commenced on Tuesday, the 22nd August 2023 (9:00 A.M.) and ended on Wednesday, the 20th September 2023 (5:00 P.M.).
5. I ensured the closure of the e-voting process on 20th September 2023 at 5:00 P.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents
6. A summary of votes received through e-voting is given below:

Special Resolution passed, for obtaining the approval of the Members through postal ballot for the appointment of Dr. Kshama Fernandes (holding DIN: 02539429) as an Independent Director of the company.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	527	69614756	62.6574%	
(b)	With assent for the Resolution	510	69594160	62.6388%	99.97%
(c)	With dissent for the Resolution	17	20596	0.0185%	0.03%
(d)	Abstained from Voting	0	0		

Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot for Reclassification of Mr. Pradeep Chakravarthy, Promoter, as Public.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	524	68261497	61.4394%	
(b)	With assent for the Resolution	511	68241349	61.4212%	99.97%
(c)	With dissent for the Resolution	13	20148	0.0181%	0.03%
(d)	Abstained from Voting	3	1353259	1.2180%	1.98%

7. I have handed over the related papers/registers and records for safe custody.
8. You may accordingly declare the result of the Postal Ballot conducted through E-voting.

Thanking you,

Chennai
21st September 2023


T. K. Bhaskar
Scrutinizer

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

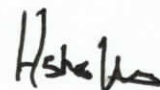
MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON THURSDAY, THE 21ST SEPTEMBER 2023 AT 5.00 P.M FOR DECLARATION OF RESULTS OF POSTAL BALLOT THROUGH E-VOTING.

PRESENT:

CHAIRMAN	Mr. Harsha Viji, Executive Vice Chairman
SCRUTINIZER	Mr. T.K. Bhaskar, H&B Partners
INVITEE:	Ms. Komala, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
CHIEF COMPLIANCE OFFICER AND COMPANY SECRETARY	Mr. P. N. Srikant

Mr. T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 20th September 2023 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs dated 28th December 2022. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:



Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

- a) Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Dr. Kshama Fernandes (holding DIN: 02539429) as an Independent Director of the company.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	527	69614756
E-Votes in favour of the Resolution	510	69594160
E-Votes against the Resolution	17	20596
% of E-Votes in favour	99.97%	

The Chairman then declared that the following Special Resolution, as set out in Item 1 of the Postal Ballot Notice dated 11th August 2023, was carried with the requisite majority:

RESOLVED that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, and pursuant to Reg. 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Kshama Fernandes (holding DIN:02539429), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 11th August 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Dr. Kshama Fernandes as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto 10th August 2028, not liable to retire by rotation.



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- b) Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for re-classification of Mr. Pradeep Chakravarthy, Promoter, as Public.

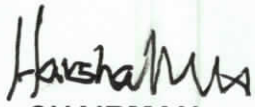
Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	524	68261497
E-Votes in favour of the Resolution	511	68241349
E-Votes against the Resolution	13	20148
% of E-Votes in favour		99.97%

The Chairman then declared that the following Ordinary Resolution, as set out in Item 2 of Postal Ballot Notice dated 11th August 2023, was carried with the requisite majority:

RESOLVED that pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for the re-classification of the status of Mr. Pradeep Chakravarthy, promoter, as public.

FURTHER RESOLVED that the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the stock exchange(s) and take all other steps in this regard.

Place: Chennai
Date: 21.09.2023


CHAIRMAN

VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	Not Applicable
Total number of shareholders on Record Date	41,718 shareholders as on 11th August 2023
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution

Resolution Required (Ordinary/Special)	Special- Appointment of Dr. Kshama Fernandes (holding DIN: 02539429) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 11th August 2023							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	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 -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoting	42763719	40935285	95.72	40935285	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	42763719	40935285	95.72	40935285	-	100.00	0.00
Public Institutions	Evoting	27537914	23541148	85.49	23523048	18,100	99.92	0.08
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	27537914	23541148	85.49	23523048	18,100	99.92	0.08
Public non-institutions*	Evoting	39796479	5138323	12.91	5135827	2,496	99.95	0.05
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	39796479	5138323	12.91	5135827	2,496	99.95	0.05
TOTAL		110098112	69614756	63.23	69594160	20,596	99.97	0.03

* excludes (a) 8,98,058 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 1,04,340 shares held by IEPF Authority, (c) 3,350 shares held in Sundaram Finance Limited Unclaimed Suspense Account - No Voting rights

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Resolution Required (Ordinary/Special)	Ordinary- Reclassification of Mr. Pradeep Chakravarthy, Promoter, as Public							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes							
Category	Mode of Voting	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 -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoting	42763719	39582101	92.56	39582101	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	42763719	39582101	92.56	39582101	-	100.00	0.00
Public Institutions	Evoting	27537914	23541148	85.49	23523048	18,100	99.92	0.08
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	27537914	23541148	85.49	23523048	18,100	99.92	0.08
Public non-institutions*	Evoting	39796479	5138248	12.91	5136200	2,048	99.96	0.04
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total	39796479	5138248	12.91	5136200	2,048	99.96	0.04
TOTAL		110098112	68261497	62.00	68241349	20,148	99.97	0.03

* excludes (a) 8,98,058 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 1,04,340 shares held by IEPF Authority, (c) 3,350 shares held in Sundaram Finance Limited Unclaimed Suspense Account - No Voting rights

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