

## SCRUTINIZER'S REPORT

Sri Harsha Viji  
Chairman  
Sundaram Finance Holdings Limited  
21 Patullos Road, Chennai 600 002

Dear Sir,

**Re: Passing of Postal Ballot Resolution through E-voting**

The Board of Directors of the Company at its meeting held on 03rd August 2022, 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 9th August 2022, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 05th May 2022, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 05th August 2022. 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 Saturday, the 13th August 2022 (9:00 A.M.) and ended on Sunday, the 11th September 2022 (5:00 P.M.).
5. I ensured the closure of the e-voting process on 11th September 2022 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:

Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Sri Ananth Ramanujam(holding DIN: 00061970) as a Non-Executive Non-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	340	128027402	57.64	100.00
(b)	With assent for the Resolution	324	128012138	57.63	99.99
(c)	With dissent for the Resolution	16	15264	0.01	0.01
(d)	Abstained from Voting	-	-	-	-

7. I am handing 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  
12th September 2022

  
T. K. Bhaskar  
Scrutinizer

**SUNDARAM FINANCE HOLDINGS LIMITED**  
**21, PATULLOS ROAD, CHENNAI - 600002**

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON  
MONDAY, THE 12<sup>TH</sup> SEPTEMBER 2022 AT 5.00 P.M FOR  
DECLARATION OF RESULTS OF E-VOTING THROUGH POSTAL  
BALLOT.

**PRESENT:**

<b>Chairman</b>	Sri Harsha Viji
<b>Scrutinizer</b>	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
<b>Secretary &amp; Compliance Officer</b>	Sri S Kalyanaraman
<b>Representative of RTA</b>	Mrs. R. Komalavalli, Senior Manager

Sri 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 11<sup>th</sup> September 2022 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 05<sup>th</sup> May 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:

Ordinary Resolution passed for obtaining the approval of the Members through postal ballot to appoint Sri Ananth Ramanujam (holding DIN: 00061970) as Non-Executive Non-Independent Director of the company.



A handwritten signature in black ink, appearing to read 'Harsha Viji', located at the bottom right of the page.

**SUNDARAM FINANCE HOLDINGS LIMITED**  
**21, PATULLOS ROAD, CHENNAI - 600002**

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	340	128027402
E-Votes in favour of the Resolution	324	128012138
E-Votes against the Resolution	16	15264
% of E-Votes in favour		99.99

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 03<sup>rd</sup> August 2022, was carried with the requisite majority:

**“RESOLVED** that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Reg. 17(IC) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Ananth Ramanujam (holding DIN:00061970) be and is hereby appointed as a Non-Executive Non-Independent Director of the company, liable to retire by rotation”

Place: Chennai  
Date: 12.09.2022

  
CHAIRMAN



**SUNDARAM FINANCE HOLDINGS LIMITED**  
**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	32632 Shareholders as on 05th August 2022							
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							
<b>Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1</b>								
Resolution Required (Ordinary/Special)	Ordinary Resolution, pursuant to section 149,152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Reg.17(1C) of the SEBI (LODR) Regulations,2015, for obtaining the approval of the Members through postal ballot to appoint Sri Ananth Ramanujam (holding DIN: 00061970) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation							
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	Evoing		106722384	86.44	106722384	-	100.00	0.00
	Poll	123466029	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	<b>Total</b>	<b>123466029</b>	<b>106722384</b>	<b>86.44</b>	<b>106722384</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Evoing		10942313	85.09	10940891	1422	99.99	0.01
	Poll	12859753	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	<b>Total</b>	<b>12859753</b>	<b>10942313</b>	<b>85.09</b>	<b>10940891</b>	<b>1422</b>	<b>99.99</b>	<b>0.01</b>
Public non-institutions	Evoing		10362705	12.08	10348863	13842	99.87	0.13
	Poll	85778078	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	<b>Total</b>	<b>85778078</b>	<b>10362705</b>	<b>12.08</b>	<b>10348863</b>	<b>13842</b>	<b>99.87</b>	<b>0.13</b>
<b>TOTAL</b>		<b>222103860</b>	<b>128027402</b>	<b>57.64</b>	<b>128012138</b>	<b>15264</b>	<b>99.99</b>	<b>0.01</b>

