

SCRUTINIZER'S REPORT

Sri S Ravi
Chief Executive Officer
Sundaram Finance Holdings 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 02nd February 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 07th February 2023, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No.11/2022 dated 28th December, 2022, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 03rd February 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 Saturday, the 11th February 2023 (9:00 A.M.) and ended on Sunday, the 12th March 2023 (5:00 P.M.).
5. I ensured the closure of the e-voting process on 12th March 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:

- (i) Special Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Ms Priyamvada Ramkumar holding (DIN: 07878808), as Independent Non- Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April 2023.

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	322	138583495	62.396	
(b)	With assent for the Resolution	312	138578637	62.394	99.996
(c)	With dissent for the Resolution	10	4858	0.002	0.004
(d)	Abstained from Voting	-	-	-	-


- (ii) Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Sri Sriram Viji holding (DIN: 03630636), as a Non Independent Non-Executive Director of the Company, liable to retire by rotation, with effect from 01st April 2023

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	309	128400405	57.811	
(b)	With assent for the Resolution	297	128392085	57.807	99.994
(c)	With dissent for the Resolution	12	8320	0.004	0.006
(d)	Abstained from Voting	13	10183090	4.585	7.931

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
13th March 2023


T. K. Bhaskar
Scrutinizer

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

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON
MONDAY, THE 13TH MARCH 2023 AT 5.00 P.M FOR DECLARATION OF
RESULTS OF E-VOTING THROUGH POSTAL BALLOT.

PRESENT:

Chairman for the Proceedings	Sri S Ravi, CEO
Scrutinizer	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
Secretary & Compliance Officer	Sri S Kalyanaraman
Representative of RTA	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 12th March 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 circular no.11/2022 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:

1. Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Ms Priyamvada Ramkumar holding (DIN: 07878808), as Independent Non- Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April 2023.



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

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	322	138583495
E-Votes in favour of the Resolution	312	138578637
E-Votes against the Resolution	10	4858
% of E-Votes in favour		99.996

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 02nd February 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, and rules made there under read with Schedule IV of the Companies Act, 2013, Regulation 16 (1) (b) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Ms. Priyamvada Ramkumar (DIN: 07878808) be and is hereby appointed as Independent Non-Executive Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 01st April 2023.

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 considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

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

2. Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Sri Sriram Viji holding (DIN: 03630636), as a Non Independent Non-Executive Director of the Company, liable to retire by rotation, with effect from 01st April 2023.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	309	128400405
E-Votes in favour of the Resolution	297	128392085
E-Votes against the Resolution	12	8320
% of E-Votes in favour		99.994

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 02nd February 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, and Rules made thereunder and read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Sri Sriram Viji (DIN: 03630636), be and is hereby appointed as a Non Independent Non-executive Director, liable to retire by rotation, with effect from 01st April, 2023.

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 considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

Place: Chennai

Date: 13.03.2023


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	32731 Shareholders as on 03rd February 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 1								
Resolution Required (Ordinary/Special)	Special Resolution - To appoint Ms Priyamvada Ramkumar holding (DIN: 07878808), as Independent Non- Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April 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		118991521	96.37	118991521	-	100.000	0.00
	Poll	123471229	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total	123471229	118991521	96.37	118991521	-	100.000	0.00
Public Institutions	Evoting		10960301	85.40	10960301	0	100.000	0.00
	Poll	12834620	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total	12834620	10960301	85.40	10960301	0	100.000	0.00
Public non-institutions*	Evoting		8631673	10.23	8626815	4858	99.944	0.056
	Poll	84342779	-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total	84342779	8631673	10.23	8626815	4858	99.944	0.056
TOTAL		220648628	138583495	62.81	138578637	4858	99.996	0.004

* excludes shares which do not have voting rights (a) 14,12,022 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 26,564 shares held by IEPF Authority, (c) 16,646 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.

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Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 2								
Resolution Required (Ordinary/Special)	Ordinary Resolution - To appoint Sri Sriram Vijji holding (DIN: 03630636), as a Non Independent Non-Executive Director of the Company, liable to retire by rotation, with effect from 01st April 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	123471229	108808431	88.12	108808431	-	100.000	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		123471229	108808431	88.12	108808431	-	100.000
Public Institutions	Evoting	12834620	10960301	85.40	10960301	0	100.000	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		12834620	10960301	85.40	10960301	0	100.000
Public non-institutions*	Evoting	84342779	8631673	10.23	8623353	8320	99.904	0.096
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		84342779	8631673	10.23	8623353	8320	99.904
TOTAL		220648628	128400405	58.19	128392085	8320	99.994	0.006

* excludes shares which do not have voting rights (a) 14,12,022 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 26,564 shares held by IEPF Authority, (c) 16,646 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.

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