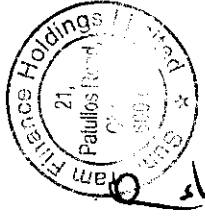


VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	15th July 2019
Total number of shareholders on Record	25752 Shareholders as on 8th July 2019
Date	
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	4
Public:	915
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0



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

RESOLUTION 1 - ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2018-19

Resolution Required (Ordinary/Special)	Ordinary							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
PROMOTER AND PROMOTER GROUP	E-VOTING	80735096	70788675	87.6802	70788675	0	(6)=(42)*100	(7)=(52)*100
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	80735096	70788675	87.6802	70788675	0	100.0000	0.0000
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	54468250	9600495	17.6259	9600283	212	99.9978	0.0022
	POLL		28968	0.0532	28599	369	98.7262	1.2738
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	54468250	9629463	17.6790	9628882	581	99.9940	0.0060
GRAND TOTAL		150142900	93422901	62.2227	93422320	581	99.9994	0.0006

RESOLUTION 2 - DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2018-19

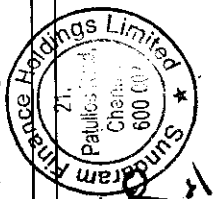
Resolution Required (Ordinary/Special)	Ordinary							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
PROMOTER AND PROMOTER-GROUP	E-VOTING	80735096	70788675	87.6802	70788675	(5)	(6)=(42)*100	(7)=(52)*100
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	80735096	70788675	87.6802	70788675	0	100.0000	0.0000
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	54468250	9600495	17.6259	9600283	212	99.9978	0.0022
	POLL		28968	0.0532	28599	369	98.7262	1.2738
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	SUB TOTAL	54468250	9629463	17.6790	9628882	581	99.9940	0.0060
GRAND TOTAL		150142900	93422901	62.2227	93422320	581	99.9994	0.0006

RESOLUTION 3 - APPOINT OF A DIRECTOR IN THE PLACE OF SRI T.T. SRINIVASARAGHAVAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required (Ordinary/Special)									
Ordinary									
Yes, Sri T.T. Srinivasaraghavan, Chairman, and his relatives, are interested in the Resolution.									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 80735096	(2) 69464827	(3)=(2/1)*100 86.0404	(4) 69464827	(5) 0	(6)=(4/2)*100 100.0000	(7)=(5/2)*100 0.0000	
	POLL		0	0.0000	0	0	0.0000	0.0000	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000	
	SUB TOTAL	80735096	69464827	86.0404	69464827	0	100.0000	0.0000	
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0.0000	
	POLL		0	0.0000	0	0	0.0000	0.0000	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000	
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000	
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	54468250	9600495	17.6259	9600495	212	99.9978	0.0022	
	POLL		28968	0.0532	28599	369	98.7262	1.2738	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000	
	SUB TOTAL	54468250	9629463	17.6790	9628882	581	99.9940	0.0060	
GRAND TOTAL		150142900	92099053	61.3409	92098472	581	99.9994	0.0006	

RESOLUTION 4 - RE-CLASSIFICATION OF 'PERSON BELONGING TO THE PROMOTER GROUP' AS PUBLIC

Resolution Required (Ordinary/Special)									
Ordinary									
Yes, Sri Barath Rengarajan and his relatives are interested in the resolution									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 80735096	(2) 70320416	(3)=(2/1)*100 87.1002	(4) 70320416	(5) 0	(6)=(4/2)*100 100.0000	(7)=(5/2)*100 0	
	POLL		0	0.0000	0	0	0.0000	0	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0	
	SUB TOTAL	80735096	70320416	87.1002	70320416	0	100.0000	0	
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0	
	POLL		0	0.0000	0	0	0.0000	0	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0	
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	100.0000	0	
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	54468250	9599951	17.6249	9599499	452	99.9953	0.0047	
	POLL		28968	0.0532	28599	369	98.7262	1.2738	
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0	
	SUB TOTAL	54468250	9628919	17.6780	9628098	821	99.9915	0.0085	
GRAND TOTAL		150142900	92054098	61.9104	92053277	821	99.9991	0.0008	

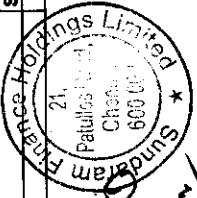


RESOLUTION 5 - APPOINTMENT OF SRI SRIVATS RAM AS A DIRECTOR

Resolution Required (Ordinary/Special)	Ordinary									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes. Sri Srivats Ram, Director, and his relatives, are interested in the Resolution.									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED		
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 80735096	(2) 70788675	(3)=(2/1)*100 87.6802	(4) 70788675	(5) 0	(6)=(4/2)*100 100.0000	(7)=(5/2)*100 0.0000		
	POLL			0.0000	0	0	0.0000	0.0000		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	80735096	70788675	87.6802	70788675	0	100.0000	0.0000		
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0.0000		
	POLL		0	0.0000	0	0	0.0000	0.0000		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	80.3500	0.0000		
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public?')	E-VOTING	54468250	9600495	17.6259	9600043	452	99.9953	0.0047		
	POLL		28968	0.0532	28599	369	98.7262	1.2738		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	54468250	9629463	17.6790	9628642	821	99.9915	0.0085		
GRAND TOTAL		150142900	93422901	62.2227	93422080	821	99.9991	0.0009		

RESOLUTION 6 - PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO SR R. VENKATRAMAN, INDEPENDENT DIRECTOR

Resolution Required (Ordinary/Special)	Special									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No									
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED		
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 80735096	(2) 70788675	(3)=(2/1)*100 87.6802	(4) 70788675	(5) 0	(6)=(4/2)*100 100.0000	(7)=(5/2)*100 0.0000		
	POLL			0.0000	0	0	0.0000	0.0000		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	80735096	70788675	87.6802	70788675	0	100.0000	0.0000		
PUBLIC-INSTITUTIONS	E-VOTING	14939554	13004763	87.0492	13004763	0	100.0000	0.0000		
	POLL		0	0.0000	0	0	0.0000	0.0000		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000		
PUBLIC-NON INSTITUTIONS* (Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public?')	E-VOTING	54468250	9600495	17.6259	9600039	456	99.9953	0.0047		
	POLL		28968	0.0532	28599	369	98.7262	0.0127		
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000		
	SUB TOTAL	54468250	9629463	17.6790	9628638	825	99.9914	0.0086		
GRAND TOTAL		150142900	93422901	62.2226	93422076	825	99.9991	0.0009		



**Report of Scrutinizer for the Resolutions Passed at the 25th Annual General Meeting of
Sundaram Finance Holdings Limited**

To
Sri T.T. Srinivasaraghavan
Chairman
Sundaram Finance Holdings Limited
21 Patullos Road
Chennai 600 002

25th Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited held on Monday, the 15th July 2019 at 10.00 A.M. Kasturi Srinivasan Building (Mini Hall - The Music Academy), New No.168, Old No.306, TTK Road, Chennai 600 014

I, T K Bhaskar, appointed as Scrutinizer for the purpose of conducting the remote e-voting and poll taken on the below mentioned resolutions in a fair and transparent manner at the 25th Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited, held on Monday, the 15th July 2019 at 10.00 A.M, submit my report as under:

1. The Company had engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities, enabling the members to cast their votes electronically in a secure manner.
2. The remote e-voting commenced on Wednesday, the 10th July 2019 (9:00 A.M.) and ended on Sunday, the 14th July 2019 (5:00 P.M.).
3. I ensured the closure of the e-voting process on 14th July 2019 at 5:00 P.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents.
4. At the time fixed for the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. Thereafter, the e-voting results were downloaded and forwarded to the Registrar and Share Transfer Agents.
8. The results of the remote e-voting and poll are as under:



ORDINARY BUSINESS**1) ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2018-19.**

	E-voting	Poll	Total
Number of valid votes received	9,33,93,933	28,968	9,34,22,901
Votes in favour of the Resolution	9,33,93,721	28,599	9,34,22,320
Votes against the Resolution	212	369	581
Votes in favour as a percentage of total number of valid votes cast			99.9994%

2) ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2018-19.

	E-voting	Poll	Total
Number of valid votes received	9,33,93,933	28,968	9,34,22,901
Votes in favour of the Resolution	9,33,93,721	28,599	9,34,22,320
Votes against the Resolution	212	369	581
Votes in favour as a percentage of total number of valid votes cast			99.9994%

3) ORDINARY RESOLUTION FOR APPOINTMENT OF A DIRECTOR IN THE PLACE OF SRI T.T. SRINIVASARAGHAVAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT.

	E-voting	Poll	Total
Number of valid votes received	9,20,70,085	28,968	9,20,99,053
Votes in favour of the Resolution	9,20,69,873	28,599	9,20,98,472
Votes against the Resolution	212	369	581
Votes in favour as a percentage of total number of valid votes cast			99.9994%

SPECIAL BUSINESS**4) ORDINARY RESOLUTION FOR RE-CLASSIFICATION OF 'PERSON BELONGING TO THE PROMOTER GROUP' AS PUBLIC**

	E-voting	Poll	Total
Number of valid votes received	9,29,25,130	28,968	9,29,54,098
Votes in favour of the Resolution	9,29,24,678	28,599	9,29,53,277
Votes against the Resolution	452	369	821
Votes in favour as a percentage of total number of valid votes cast			99.9991%

24

5) ORDINARY RESOLUTION FOR APPOINTMENT OF SRI SRIVATS RAM AS A DIRECTOR

	E-voting	Poll	Total
Number of valid votes received	9,33,93,933	28,968	9,34,22,901
Votes in favour of the Resolution	9,33,93,481	28,599	9,34,22,080
Votes against the Resolution	452	369	821
Votes in favour as a percentage of total number of valid votes cast			99.9991%

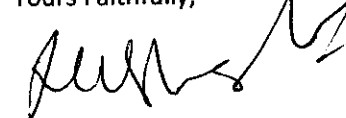
6) SPECIAL RESOLUTION FOR PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO SR R. VENKATRAMAN, INDEPENDENT DIRECTOR

	E-voting	Poll	Total
Number of valid votes received	9,33,93,933	28,968	9,34,22,901
Votes in favour of the Resolution	9,33,93,477	28,599	9,34,22,076
Votes against the Resolution	456	369	825
Votes in favour as a percentage of total number of valid votes cast			99.9991%

- 7) The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorised by the Board for safe keeping.

Thanking you,
Place: Chennai
Dated: 15.07.2019

Yours Faithfully,



T. K. Bhaskar
Scrutinizer