

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 12th November 2021, has appointed me as Scrutinizer for conducting the postal ballot process through e-voting.

I submit my report as under:

1. The Company has on 19th November 2021 sent the postal ballot notice in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 23rd June 2021 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 12th November 2021. 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. The particulars of the e-voting have been entered in a register separately maintained for the purpose.
4. The remote e-voting commenced on Saturday, the 20th November 2021 (9:00 A.M.) and ended on Sunday, the 19th December 2021 (5:00 P.M.).
5. I ensured the closure of the remote e-voting process on 19th December 2021 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 under Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act, Regulations 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment of Sri S. Prasad, Independent Director for a term upto 15th February 2024.

	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	294	144359079	64.9962	
(b)	Less: Invalid postal ballot forms	-	-	-	
(c)	Net valid forms	294	144359079	64.9962	
(d)	With assent for the Resolution	277	134894407	60.7348	93.4437
(e)	With dissent for the Resolution	17	9464672	4.2614	6.5563

- ii. Special Resolution under Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment of Ms. Shobhana Ramachandhran, Independent Director for a term upto 15th February 2026.

	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	294	143855065	64.7693	
(b)	Less: Invalid postal ballot forms	-	-	-	
(c)	Net valid forms	294	143855065	64.7693	
(d)	With assent for the Resolution	276	134390391	60.5079	93.4207
(e)	With dissent for the Resolution	18	9464674	4.2614	6.5793

- iii. Special Resolution under Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

for re-appointment of Sri R. Venkatraman, Independent Director for a term upto 15th February 2027.

	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	296	144384279	65.0076	
(b)	Less: Invalid postal ballot forms	-	-	-	
(c)	Net valid forms	296	144384279	65.0076	
(d)	With assent for the Resolution	279	144345935	64.9903	99.9734
(e)	With dissent for the Resolution	17	38344	0.0173	0.0266

- iv. Ordinary Resolution under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 2(76) and Section 188 of the Companies Act, 2013, Rules framed thereunder, for sale of shares held in Sundaram Clayton Limited to T. V. Sundram Iyengar & Sons Private Limited

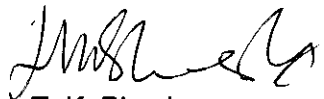
	Particulars	E-voting	No. of shares (Votes through E-voting)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	240	51979871	23.4034	
(b)	Less: Invalid postal ballot forms	-	-	-	
(c)	Net valid forms	240	51979871	23.4034	
(d)	With assent for the Resolution	215	51752346	23.3010	99.5623
(e)	With dissent for the Resolution	25	227525	0.1024	0.4377

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 through E-voting.

Thanking you,

Chennai
20.12.2021


T. K. Bhaskar
Scrutinizer