

## SCRUTINIZER'S REPORT

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

Dear Sir,

**Re: Passing of Resolutions through Postal Ballot and E-voting**

The Board of Directors of the Company at its meeting held on 21st January 2019, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 28th January 2019; along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 18th January 2019. The said postal ballot forms contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 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 forms received from the Members and e-voting have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (17:00 hrs) on 27th February 2019 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. Postal ballot forms, received after 27th February 2018, were not considered.
6. Postal ballot forms returned undelivered aggregated to 684. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. 62 shareholders holding 6,09,56,497 shares, being related parties, abstained from voting on the resolution.
9. A summary of votes, for the following Ordinary Resolution, received through postal ballot and e-voting, is given below:

**Ordinary Resolution under Reg. 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for obtaining the approval of the members through Postal Ballot to make investments in group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year.**

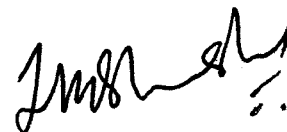
	Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	415	379	2006179	42142457	44148636	29.41	
(b)	Less: Invalid postal ballot forms	5	-	2412	-	2412	-	
(c)	Net valid forms	410	379	2003767	42142457	44146224	29.41	
(d)	With assent for the Resolution	401	354	2002931	41981605	43984536	29.30	99.63
(e)	With dissent for the Resolution	9	25	836	160852	161688	0.11	0.37

9. I am handing over the postal ballot forms and other related papers/registers and records for safe custody.

You may accordingly declare the result of the Postal Ballot and E-voting.

Thanking you,

Chennai  
28.02.2019



T. K. Bhaskar  
Scrutinizer