



SEC:43:18-19/GN
July 19, 2018

The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

Sub: Details regarding the voting results – AGM held on 18th July 2018

Ref: Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As required under the above regulation, we are submitting the details of the E-voting and polling results for the Resolutions passed at the 24th Annual General Meeting of the Company held on 18th July 2018 in the prescribed format, together with the Scrutinizer's Report.

Thanking you,

Yours truly,
for Sundaram Finance Holdings Limited

P.N. Srikant
Secretary & Compliance Officer

VOTING RESULTS UNDER REGULATION 4 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	18th July 2018
Total number of shareholders on Record	26125 Shareholders as on 11th July 2018
Date	
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	4
Public:	1113
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

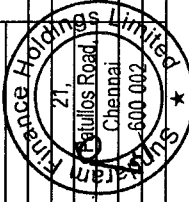
Agenda-wise disclosure (to be disclosed separately for each agenda item)

RESOLUTION 1 - ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2017 - 18

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 VOTE POLLED
PROMOTER AND PROMOTER GROUP	E-VOTING	80852046	80016307	98.966335	80016307	0	100.00000	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		80852046	80016307	98.96634	80016307	0	100.00000	0
PUBLIC-INSTITUTIONS	E-VOTING	16309320	13483822	82.67556	13483822	0	100.00000	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		16309320	13483822	82.67556	13483822	0	100.00000	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	53942494	11712307	21.71258	11712295	12	99.99990	0.00010
	POLL		48562	0.09003	48562	0	100.00000	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		53942494	11760869	21.80261	11760857	12	99.99990	0.00010
GRAND TOTAL		151103860	105260998	69.66136	105260986	12	99.99999	0.00001

RESOLUTION 2 - DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2017 - 18

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 VOTE POLLED
PROMOTER AND PROMOTER~GROUP	E-VOTING	80852046	80016307	98.96634	80016307	0	100.00000	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		80852046	80016307	98.96634	80016307	0	100.00000	0
PUBLIC-INSTITUTIONS	E-VOTING	16309320	13483822	82.67556	13483822	0	100.00000	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		16309320	13483822	82.67556	13483822	0	100.00000	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	53942494	11712307	21.71258	11712295	12	99.99990	0.00010
	POLL		48562	0.09003	48562	0	100.00000	0
	POSTAL BALLOT		0	0	0	0	0	0
SUB TOTAL		53942494	11760869	21.80261	11760857	12	99.99990	0.00010
GRAND TOTAL		151103860	105260998	69.66136	105260986	12	99.99999	0.00001

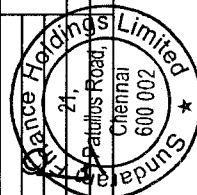


RESOLUTION 3 - APPOINT OF A DIRECTOR IN THE PLACE OF SRI HARSHA VIJI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE SEEKS RE-APPOINTMENT

Resolution Required (Ordinary/Special)										
Whether Promoter/Promoter Group are interested in the agenda/Resolution?										
Ordinary										
(i) Sundaram Finance Limited, Promoter and (ii) Sri S. Viji, Chairman and Sri Harsha Viji, Director, and their 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		
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100		
PROMOTER AND PROMOTER~GROUP	E-VOTING	80852046	29603195	36.61403	29603195	0	100.00000	0	0	0
	POLL		0	0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0
SUB TOTAL		80852046	29603195	36.61403	29603195	0	100.00000	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	16309320	13483822	82.87556	13483822	0	100.00000	0	0	0
	POLL		0	0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0
SUB TOTAL		16309320	13483822	82.87556	13483822	0	100.00000	0	0	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	53942494	11712307	21.71258	11712307	12	99.99990	0.00010		
	POLL		48562	0.09003	48242	320	99.34105	0		
	POSTAL BALLOT		0	0	0	0	0	0		
SUB TOTAL		53942494	11760869	21.80261	11760837	332	99.99718	0.00282		
GRAND TOTAL		151103860	54847886	36.29814	54847554	332	99.99939	0.00061		

RESOLUTION 4 - RATIFICATION OF APPOINTMENT OF MIS R.G.N. PRICE & CO AS THE STATUTORY AUDITORS OF THE COMPANY

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		
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100		
PROMOTER AND PROMOTER~GROUP	E-VOTING	80852046	80016307	98.96634	80016307	0	100.00000	0	0	0
	POLL		0	0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0
SUB TOTAL		80852046	80016307	98.96634	80016307	0	100.00000	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	16309320	13483822	82.87556	13019531	464291	96.55668	0	0	0
	POLL		0	0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0	0
SUB TOTAL		16309320	13483822	82.87556	13019531	464291	96.55668	0	0	0
PUBLIC-NON INSTITUTIONS*	E-VOTING	53942494	11712307	21.71258	11712307	12	99.99990	0.00010		
	POLL		48562	0.09003	48243	319	99.34311	0		
	POSTAL BALLOT		0	0	0	0	0	0		
SUB TOTAL		53942494	11760869	21.80261	11760838	331	99.99719	0.00281		
GRAND TOTAL		151103860	105260998	69.66136	104796376	464822	99.55860	0.44140		

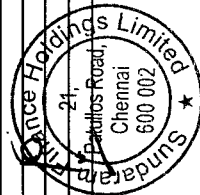


RESOLUTION 5 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS

Resolution Required (Ordinary/Special)									
Ordinary									
(i) Sundaram Finance Limited, Promoter and (ii) Sri S. Viji, Chairman, Sri T.T. Srinivasaraghavan, Director and Sri Harsha Viji, Director, and their 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 VOTE POLLED	
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	80852046	24047931	$(3) = (2/1) * 100$	24047931	(5)	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	80852046	24047931	0	24047931	0	100.00000	0	0
PUBLIC-INSTITUTIONS	E-VOTING POLL	16309320	13246822	$(3) = (2/1) * 100$	12728036	518786	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	16309320	13246822	0	12728036	518786	80.35000	3.91631	0
PUBLIC-NON INSTITUTIONS*	E-VOTING POLL	53942494	11538482	$(3) = (2/1) * 100$	11538230	252	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		48562	0.09003	48112	450	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	SUB TOTAL	53942494	11587044	0	11586342	702	99.99394	0.00806	1.06274
GRAND TOTAL		151103860	48881797		48362309	519488	98.93726		

RESOLUTION 6 - APPROVAL OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS

Resolution Required (Ordinary/Special)									
Ordinary									
Sri S. Viji, Chairman, Sri T.T. Srinivasaraghavan, Director and Sri Harsha Viji, Director 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 VOTE POLLED	
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	80852046	75595271	$(3) = (2/1) * 100$	75595271	(5)	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	80852046	75595271	0	75595271	0	100.00000	0	0
PUBLIC-INSTITUTIONS	E-VOTING POLL	16309320	13483822	$(3) = (2/1) * 100$	13483822	0	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	SUB TOTAL	16309320	13483822	0	13483822	0	100.00000	0	0
PUBLIC-NON INSTITUTIONS*	E-VOTING POLL	53942494	11674507	$(3) = (2/1) * 100$	11674251	256	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	POSTAL BALLOT		48562	0.09003	22412	26150	$(6) = (4/2) * 100$	$(7) = (5/2) * 100$	0
	SUB TOTAL	53942494	11723069	0	11696663	26406	99.77475	0.22525	0.02620
GRAND TOTAL		151103860	100802162		100775756	26406	99.97380		



**Report of Scrutinizer for the Resolutions Passed at the 24th Annual General Meeting of
Sundaram Finance Holdings Limited**

To
Sri S Viji
Chairman
Sundaram Finance Holdings Limited
21 Patullos Road
Chennai 600 002

24th Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited held on Wednesday, the 18th July 2018 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 24th Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited, held on Wednesday, the 18th July 2018 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 Friday, the 13th July 2018 (9:00 A.M.) and ended on Tuesday, the 17th July 2018 (5:00 P.M.).
3. I ensured the closure of the e-voting process on 17th July 2018 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 2017-18.

	E-voting	Poll	Total
Number of valid votes received	10,52,12,436	48,562	10,52,60,998
Votes in favour of the Resolution	10,52,12,424	48,562	10,52,60,986
Votes against the Resolution	12	-	12
Votes in favour as a percentage of total number of valid votes cast			99.99999%

2) ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2017-18.

	E-voting	Poll	Total
Number of valid votes received	10,52,12,436	48,562	10,52,60,998
Votes in favour of the Resolution	10,52,12,424	48,562	10,52,60,986
Votes against the Resolution	12	-	12
Votes in favour as a percentage of total number of valid votes cast			99.99999%

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

	E-voting	Poll	Total
Number of valid votes received	5,47,99,324	48,562	5,48,47,886
Votes in favour of the Resolution	5,47,99,312	48,242	5,48,47,554
Votes against the Resolution	12	320	332
Votes in favour as a percentage of total number of valid votes cast			99.99939%

JW

4) ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S R.G.N. PRICE & CO, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

	E-voting	Poll	Total
Number of valid votes received	10,52,12,436	48,562	10,52,60,998
Votes in favour of the Resolution	10,47,48,133	48,243	10,47,96,376
Votes against the Resolution	4,64,303	319	4,64,622
Votes in favour as a percentage of total number of valid votes cast			99.55860%

SPECIAL BUSINESS

5) ORDINARY RESOLUTION FOR APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS

	E-voting	Poll	Total
Number of valid votes received	4,88,33,235	48,562	4,88,81,797
Votes in favour of the Resolution	4,83,14,197	48,112	4,83,62,309
Votes against the Resolution	5,19,038	450	5,19,488
Votes in favour as a percentage of total number of valid votes cast			98.93726%

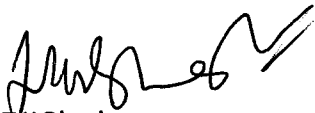
6) ORDINARY RESOLUTION FOR APPROVAL OF PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS

	E-voting	Poll	Total
Number of valid votes received	10,07,53,600	48,562	10,08,02,162
Votes in favour of the Resolution	10,07,53,344	22,412	10,07,75,756
Votes against the Resolution	256	26,150	26,406
Votes in favour as a percentage of total number of valid votes cast			99.97380%

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: 18.07.2018

Yours Faithfully,


TK Bhaskar
Scrutinizer