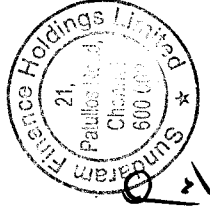


VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	NO OF VOTES 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
CATEGORY					(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING		80514870		70788675	87.9200	70788675	0	100.0000	0.0000	0.0000
	POLL				0	0.0000	0	0	0.0000	0.0000	0.0000
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>SUB TOTAL</b>			<b>80514870</b>		<b>70788675</b>	<b>87.9200</b>	<b>70788675</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING		14939554		13004763	87.0492	13004763	0	100.0000	0.0000	0.0000
	POLL				0	0.0000	0	0	0.0000	0.0000	0.0000
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>SUB TOTAL</b>			<b>14939554</b>		<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS*	E-VOTING		54688476		9600495	17.5549	9600283	212	99.9978	0.0022	0.0022
(Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	POLL				28968	0.0530	28599	369	98.7262	1.2738	1.2738
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>GRAND TOTAL</b>			<b>150142900</b>		<b>93422901</b>	<b>62.2227</b>	<b>93422320</b>	<b>581</b>	<b>99.9994</b>	<b>0.0006</b>	<b>0.0006</b>

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

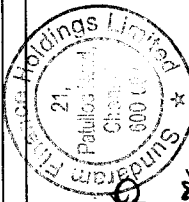
Resolution Required (Ordinary/Special)	Ordinary	Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
CATEGORY					(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING		80514870		70788675	87.9200	70788675	0	100.0000	0.0000	0.0000
	POLL				0	0.0000	0	0	0.0000	0.0000	0.0000
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>SUB TOTAL</b>			<b>80514870</b>		<b>70788675</b>	<b>87.9200</b>	<b>70788675</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING		14939554		13004763	87.0492	13004763	0	100.0000	0.0000	0.0000
	POLL				0	0.0000	0	0	0.0000	0.0000	0.0000
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>SUB TOTAL</b>			<b>14939554</b>		<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS*	E-VOTING		54688476		9600495	17.5549	9600283	212	99.9978	0.0022	0.0022
(Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	POLL				28968	0.0530	28599	369	98.7262	1.2738	1.2738
	POSTAL BALLOT				0	0.0000	0	0	0.0000	0.0000	0.0000
<b>GRAND TOTAL</b>			<b>150142900</b>		<b>93422901</b>	<b>62.2227</b>	<b>93422320</b>	<b>581</b>	<b>99.9994</b>	<b>0.0006</b>	<b>0.0006</b>

**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										
Whether Promoter/Promoter Group are interested in the agenda/Resolution?		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 FAVOUR	NO OF VOTES AGAINST	% OF VOTES FAVOUR ON VOTES POLLED	NO OF VOTES AGAINST	% OF VOTES FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED		
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100				
PROMOTER AND PROMOTER-GROUP	E-VOTING	80514870	69464827	86.2758	69464827	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				
	<b>SUB TOTAL</b>	<b>80514870</b>	<b>69464827</b>	<b>86.2758</b>	<b>69464827</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>			
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				
	<b>SUB TOTAL</b>	<b>14939554</b>	<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>			
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	54688476	9600435	17.5549	9600435	212	99.9978	0.0022				
	POLL		28988	0.0530	28988	369	98.7262	1.2738				
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000				
	<b>SUB TOTAL</b>	<b>54688476</b>	<b>9629463</b>	<b>17.6078</b>	<b>9629463</b>	<b>581</b>	<b>99.9940</b>	<b>0.0060</b>	<b>0.0060</b>			
<b>GRAND TOTAL</b>		<b>150142900</b>	<b>92099053</b>	<b>61.3409</b>	<b>92098472</b>	<b>581</b>	<b>99.9994</b>	<b>0.0006</b>				

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

Resolution Required (Ordinary/Special)		Ordinary										
Whether Promoter/Promoter Group are interested in the agenda/Resolution?		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 FAVOUR	NO OF VOTES AGAINST	% OF VOTES FAVOUR ON VOTES POLLED	NO OF VOTES AGAINST	% OF VOTES FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED		
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100				
PROMOTER AND PROMOTER-GROUP	E-VOTING	80514870	70320416	87.3384	70320416	0	100.0000	0				
	POLL		0	0.0000	0	0	0.0000	0				
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0				
	<b>SUB TOTAL</b>	<b>80514870</b>	<b>70320416</b>	<b>87.3384</b>	<b>70320416</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>			
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				
	<b>SUB TOTAL</b>	<b>14939554</b>	<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>			
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	54688476	9599951	17.5539	9599951	452	99.9953	0.0047				
	POLL		28988	0.0530	28988	369	98.7262	1.2738				
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000				
	<b>SUB TOTAL</b>	<b>54688476</b>	<b>9629919</b>	<b>17.6089</b>	<b>9629919</b>	<b>821</b>	<b>99.9915</b>	<b>0.0085</b>	<b>0.0085</b>			
<b>GRAND TOTAL</b>		<b>150142900</b>	<b>92954098</b>	<b>61.9104</b>	<b>92953277</b>	<b>821</b>	<b>99.9991</b>	<b>0.0008</b>				

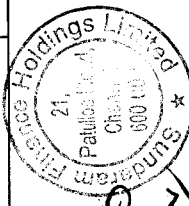


**RESOLUTION 5 - APPOINTMENT OF SRI SRIVATS RAM AS A DIRECTOR**

Resolution Required (Ordinary/Special)	Ordinary	Yes. Sri Srivats Ram, Director, and his relatives, are interested in the Resolution.						
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes. Sri Srivats Ram, Director, and his relatives, are interested in the Resolution.	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
CATEGORY	MODE OF VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	80514870	70788675	87.9200	70788675	0	100.0000	0.0000
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>SUB TOTAL</b>		<b>80514870</b>	<b>70788675</b>	<b>87.9200</b>	<b>70788675</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING POLL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>SUB TOTAL</b>		<b>14939554</b>	<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS*	E-VOTING	54688476	9600495	17.5549	9600043	452	80.3500	0.0047
(Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	POLL	28968	28968	0.0530	28599	369	98.7262	1.2738
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>GRAND TOTAL</b>		<b>150142900</b>	<b>93422901</b>	<b>62.2227</b>	<b>93422080</b>	<b>821</b>	<b>99.9915</b>	<b>0.0085</b>

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

Resolution Required (Ordinary/Special)	Special	No						
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No	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
CATEGORY	MODE OF VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	80514870	70788675	87.9200	70788675	0	100.0000	0.0000
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>SUB TOTAL</b>		<b>80514870</b>	<b>70788675</b>	<b>87.9200</b>	<b>70788675</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING POLL	14939554	13004763	87.0492	13004763	0	100.0000	0.0000
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>SUB TOTAL</b>		<b>14939554</b>	<b>13004763</b>	<b>87.0492</b>	<b>13004763</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS*	E-VOTING	54688476	9600495	17.5549	9600039	456	99.9953	0.0000
(Excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	POLL	28968	28968	0.0530	28599	369	98.7262	0.0127
	POSTAL BALLOT	0	0	0.0000	0	0	0.0000	0.0000
<b>GRAND TOTAL</b>		<b>150142900</b>	<b>93422901</b>	<b>62.2226</b>	<b>93422076</b>	<b>825</b>	<b>99.9991</b>	<b>0.0000</b>



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

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

**25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited held on Monday, the 15<sup>th</sup> 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 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited, held on Monday, the 15<sup>th</sup> 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 10<sup>th</sup> July 2019 (9:00 A.M.) and ended on Sunday, the 14<sup>th</sup> July 2019 (5:00 P.M.).
3. I ensured the closure of the e-voting process on 14<sup>th</sup> 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.**

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9994%</b>

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

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9994%</b>

**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.**

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9994%</b>

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

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9991%</b>

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

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9991%</b>

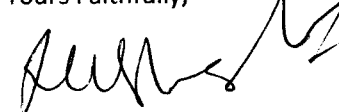
6) **SPECIAL RESOLUTION FOR PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO SR R. VENKATRAMAN, INDEPENDENT DIRECTOR**

	<b>E-voting</b>	<b>Poll</b>	<b>Total</b>
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			<b>99.9991%</b>

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