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 10th April 2025, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

1. The Company has on 11th April 2025, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No.09/2024 dated 19th September, 2024, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 04th April 2025. 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. Particulars of all the postal ballot e-voting by the Members have been entered in a register separately maintained for the purpose.

4. The e-voting commenced on Wednesday, the 16th April 2025 (9.00 A.M.) and ended on Thursday, the 15th May 2025 (5.00 P.M.).

5. I ensured the closure of the e-voting process on 15th May, 2025 (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:

Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for Material Related Party Transaction - Pledge of up to 98,91,754 equity shares of ₹10/- each held by the Company in Axles India Limited and pledge of up to 61,58,208 equity shares of ₹10/- each proposed to be acquired by the Company in Axles India Limited, aggregating to 1,60,49,962 equity shares of ₹10/-each held by the Company in Axles India Limited, with an aggregate value of ₹476.12 Crores, as security for the debt proposed to be raised by the Company's Wholly Owned Subsidiary M/s. Forge 2000 Private Limited, in accordance with the provisions of the pledge agreement proposed to be executed by the Company.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	681	35686647	16.068	-
(b)	With assent for the Resolution	663	35673213	16.062	99.962
(c)	With dissent for the Resolution	18	13434	0.006	0.038
(d)	Abstained from Voting	-	-	-	-

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 conducted through E-voting.

Thanking you,

Chennai
16th May 2025

T. K. Bhaskar
Scrutinizer

H. B PARTNERS Ph: 24355217/18 Chennai-600 018.

SUNDARAM FINANCE HOLDINGS LIMITED
21, PATULLOS ROAD, CHENNAI - 600002

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON THURSDAY, THE 16th MAY 2025 AT 12:30 P.M FOR DECLARATION OF RESULTS OF E-VOTING THROUGH POSTAL BALLOT.

PRESENT:

Chairman for the Proceedings	Sri S Ravi Chief Executive Officer
Scrutinizer	Sri T.K. Bhaskar, Partner, H&B Partners, Chennai
Secretary & Compliance Officer	Sri S Kalyanaraman
Representative of RTA	Mr R Nagaraj, Manager

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 15th May 2025 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs vide Circular No. No.09/2024 dated 19th September 2024. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:

Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for Material Related Party Transaction - Pledge of up to 98,91,754 equity shares of ₹10/- each held by the Company in Axles India Limited and pledge of up to 61,58,208 equity shares of ₹10/- each proposed to be acquired by the Company in Axles India Limited, aggregating to 1,60,49,962 equity shares of ₹10/-each held by the Company in Axles India Limited, with an aggregate value of ₹476.12 Crores, as security for the debt proposed to be raised by the Company's Wholly Owned Subsidiary M/s. Forge 2000 Private Limited, in accordance with the provisions of the pledge agreement proposed to be executed by the Company.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	681	35686647
E-Votes in favour of the Resolution	663	35673213
E-Votes against the Resolution	18	13434
% of E-Votes in favour		99.962

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 10th April 2025, was carried with the requisite majority:

RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013; Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules framed under the Companies Act, 2013; Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with any other applicable regulatory provisions, the consent of the Members be and is hereby accorded:

a) for the Board of the Company to undertake the material related party transaction arising from the proposed pledge of up to 1,60,49,962 equity shares ₹10/- each of Axles India Limited ("Pledged Shares") which includes the existing 98,91,754 equity shares of ₹10/- each held by the Company in Axles India Limited and 61,58,208 equity shares of ₹10/- each of Axles India Limited proposed to be acquired by the Company from DANA Global Products Inc., as security for the debt proposed to be raised by the Company's Wholly Owned Subsidiary Forge 2000 Private Limited ("Wholly Owned Subsidiary" / "Forge 2000"), which pledge will be in accordance with the provisions of the pledge agreement proposed to be executed by the Company;

b) for the execution of all pledge agreements, and any other transaction documents, documents, agreements, letters, deeds, instruments, which the Board may deem necessary to give effect to this resolution and/or to ensure compliance with and/or in connection with the terms and conditions of the aforementioned documents; and

c) to undertake all actions as may be required to perform all obligations under, ensure compliance with and/or in connection with the terms and conditions of all documents entered into in connection with the creation of pledge over the Pledged Shares.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect of the Pledge Shares and finalizing and executing necessary documents, agreements, deeds and such other documents, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on to it by or under this resolution to any Director(s) or Chief Executive Officer or Chief Financial Officer or Secretary & Compliance officer or any other Officer(s)/Authorised Representative(s) of the Company as it may consider appropriate in order to give effect to this resolution and such persons be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT in case of invocation of the pledge and consequent sale, transfer, alienation, dilution, conversion, appropriation, exchange and/or disposal of the Pledged Shares, neither the members nor the Board of Directors of the Company shall be required to provide any further consent in relation to such invocation.

Place: Chennai
Date: 16.05.2025

CHAIRMAN OF THE MEETING

General information about company	
Scrip code	000000
NSE Symbol	SUNDARMHLD
MSEI Symbol	
ISIN	INE202Z01029
Name of the company	NDARAM FINANCE HOLDINGS LIMI
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-05-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Sri T K Bhaskar
Firms Name	H&B PARTNERS
Qualification	Advocate
Membership Number	
Date of Board Meeting in which appointed	10-04-2025
Date of Issuance of Report to the company	16-05-2025

Voting results	
Record date	04-04-2025
Total number of shareholders on record date	41074
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**1**
Disclosure of notes on voting results	Add Notes

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for Material Related Party Transaction - Pledge of up to 98,91,754 equity shares of Rs.10/- each held by the Company in Axles India Limited and pledge of up to 61,58,208 equity shares of Rs.10/- each				
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	122084045	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	122084045	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	13781874	11483785	83.3253	11483785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13781874	11483785	83.3253	11483785	0	100.0000	0.0000
Public- Non Institutions *	E-Voting	84782909	24202862	28.5469	24189428	13434	99.9445	0.0555
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	84782909	24202862	28.5469	24189428	13434	99.9445	0.0555
Total		220648828	35686647	16.1735	35673213	13434	99.9624	0.0376
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

* excludes shares which do not have voting rights (a) 14,12,022 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 26,564 shares held by IEPF Authority, (c) 16,446 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.