



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:0128:14/CS

July 7, 2014

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 (East), Mumbai 400 051

Dear Sir,

We enclose minutes of the proceedings held on 7th July 2014 relating to declaration of the result on the postal ballot and e-voting, for your information.

Thanking you,

Yours truly,
for Sundaram Finance Ltd

P. Viswanathan
Secretary & Compliance Officer
Encl:

Sundaram Finance Limited



**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON MONDAY, THE 7th JULY 2014 AT 16:30 HOURS FOR DECLARATION
OF RESULTS OF VOTING BY POSTAL BALLOT**

PRESENT:

Chairman	:	Sri S. Viji
Managing Director	:	Sri T T Srinivasaraghavan
Scrutinizer	:	Sri T.K. Bhaskar
Secretary & Compliance Officer	:	Sri P Viswanathan
By Invitation	:	Sri M Ramaswamy, Chief Financial Officer
		Sri D Narasimhan, Assistant Manager Cameo Corporate Services Ltd. Chennai

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17:30 hrs) on 5th July 2014 and submitted his report relating to the results on the voting by Postal Ballot to the Chairman. He added that the company had extended the facility of e-voting to its members as required under Companies Act, 2013 and the Listing Agreement. He also stated that the postal ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Chairman's
Initials



The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the voting by Postal Ballot as under:

1. SPECIAL RESOLUTION FOR BORROWING IN EXCESS OF THE AGGREGATE OF PAID-UP SHARE CAPITAL AND FREE RESERVES

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1,297	151	1,448
Votes in favour of the Resolution	5,21,96,440	84,06,353	6,06,02,793
Votes against the Resolution	23,672	59,557	83,229
Number of invalid postal ballot forms received	12	-	12
% of votes in favour			99.86

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 26th May 2014, was carried with the requisite majority:

“RESOLVED that pursuant to Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing moneys for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided however, that the aggregate of the amounts so borrowed and to be borrowed and outstandings at any time (apart from temporary loans obtained from the Company’s bankers in the ordinary course

Chairman’s
Initials



of business) shall not exceed Rs.15000 cr. (Rupees fifteen thousand crore only)."

2. SPECIAL RESOLUTION FOR PRIVATE PLACEMENT OF DEBENTURES:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1,296	151	1,447
Votes in favour of the Resolution	5,21,96,025	84,06,068	6,06,02,093
Votes against the Resolution	23,767	59,836	83,603
Number of invalid postal ballot forms received	13	1	14
% of votes in favour			99.86

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 26th May 2014, was carried with the requisite majority:

"RESOLVED that pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and subject to such other Regulations / Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible

Chairman's
Initials



Debentures including but not limited to Subordinated Debentures, bonds and / or other debt securities, etc. on a private placement basis, in one or more tranches, during the period ending 31st July 2015 for a sum not exceeding Rs.5,500 cr., within the overall borrowing limits of the Company, including those issued from 1st April 2014.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time, as to interest rate, tenor, repayment, security or otherwise and listing, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

Date: 07.07.2014

CHAIRMAN

Chairman's
Initials