



SUNDARAM FINANCE
Enduring values. New age thinking.



SEC:436:14/CS
30, March 2015

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: Announcement of voting results

We enclose minutes of the proceedings held on 30th March 2015 relating to declaration of the result on the postal ballot and e-voting, for your information.

Thanking you,

Yours truly,
for Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer

CC: The Corporate Relationship
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

Sundaram Finance Limited



**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON MONDAY, THE 30TH MARCH 2015 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 27th March 2015 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.

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

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1. **SPECIAL RESOLUTION AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE INVESTMENTS UPTO RS.2000 CR., FROM TIME TO TIME (I.E. IN EXCESS OF THE LIMITS PRESCRIBED UNDER THE SAID SECTION):**

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1,265	177	1,442
Votes in favour of the Resolution	4,46,58,254	99,75,144	5,46,33,398
Votes against the Resolution	6,095	14,71,997	14,78,092
Number of invalid postal ballot forms received	22	-	22
% of votes in favour			97.37

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 18th February 2015, was carried with the requisite majority:

"RESOLVED that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments in the securities of bodies corporate, from time to time, for such amounts, such that the aggregate of investments made, do not exceed Rs 2000 cr., notwithstanding that the aggregate of the investments made, loans and guarantees given and security provided may exceed the limits prescribed under the said Section."

Chairman's
Initials



2. SPECIAL RESOLUTION FOR PRIVATE PLACEMENT OF DEBENTURES UPTO RS.7500 CR. DURING THE PERIOD 1ST APRIL 2015 TO 31ST MARCH 2016:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1,265	177	1,442
Votes in favour of the Resolution	4,46,57,079	1,13,73,297	5,60,30,376
Votes against the Resolution	7,270	73,844	81,114
Number of invalid postal ballot forms received	22	-	22
% of votes in favour			99.86

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 18th February 2015, 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

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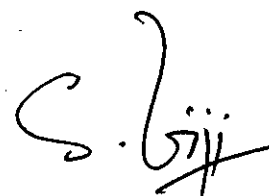


Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds and / or other debt securities, etc. on a private placement basis, in one or more tranches, during the period from 1st April 2015 to 31st March 2016 for a sum not exceeding Rs.7,500 cr., within the overall borrowing limits of the Company.

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: 30.03.2015


CHAIRMAN

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