

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED
OFFICE ON THURSDAY, THE 6TH DECEMBER 2018 AT 5.00 P.M FOR
DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.**

PRESENT:

Sri S. Viji	:	Chairman
Sri T.K. Bhaskar	:	Scrutinizer
Sri P Viswanathan	:	Secretary & Compliance Officer

INVITEES:

Sri T T Srinivasaraghavan	:	Managing Director
Sri D Narasimhan	:	Representative of Registrar and Share Transfer Agents - 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 (17:00 hrs) on 5th December 2018 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 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:

Special Resolution under Section 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing (including foreign

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currency loans), from ₹21,000 cr. to ₹30,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):

Number of Shareholders

Total number of forms received (PBF) / Voted Electronically (VE)	Postal Ballot	E-Voting
Total PBF / VE	357	394
Less: Invalid	5	-
Net valid	352	394
With "assent" for the Resolution	348	382
With "dissent" for the Resolution	4	12

Shares and Voting %

Total Number of votes	Postal Ballot	E-voting	Total
Number of Valid Votes received	928336	59998436	60926772
Votes in favour of the Resolution	924836	59934437	60859273
Votes against the Resolution	3500	63999	67499
Invalid Votes	239	-	239
% of votes in favour			99.89

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 1st November 2018, 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, including foreign currency loans, 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

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be borrowed and outstanding at any time (excluding exchange fluctuations in respect of foreign currency loans), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹30,000 cr. (Rupees thirty thousand crores only)."

Place: Chennai

Date: 6-12-2018



CHAIRMAN

SCRUTINIZER'S REPORT

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

Dear Sir,

Re: Passing of Resolutions through Postal Ballot and E-voting

The Board of Directors of the Company at its meeting held on 1st November 2018, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 5th November 2018, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 26th October 2018. The said postal ballot forms contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 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 forms received from the Members and e-voting have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (17:00 hrs) on 5th December 2018 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. Postal ballot forms, received after 5th December 2018, were not considered.
6. Postal ballot forms returned undelivered aggregated to 748. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of votes received through postal ballot and e-voting is given below:
 1. **Special Resolution under Section 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing (including foreign currency loans), from ₹21,000 cr. to ₹30,000 cr. (excluding exchange fluctuations in respect of foreign currency loans**

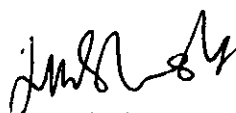
	Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	357	394	928575	59998436	60927011	55.35	
(b)	Less: Invalid postal ballot forms	5	0	239	0	239	0.00	
(c)	Net valid forms	352	394	928336	59998436	60926772	55.35	
(d)	With assent for the Resolution	348	382	924836	59934437	60859273	55.29	99.89
(e)	With dissent for the Resolution	4	12	3500	63999	67499	0.06	0.11

9. I am handing over the postal ballot forms and other related papers/registers and records for safe custody.

You may accordingly declare the result of the Postal Ballot and E-voting.

Thanking you,

Chennai
6.12.2018


T. K. Bhaskar
Scrutinizer



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:231:18-19/SS

December 6, 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

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

As required under the above regulation, we are submitting the details regarding postal ballot and e-voting results declared on 6th December 2018 in the prescribed format.

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

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

Date of the AGM/EGM	Not Applicable
Total number of shareholders on Record Date	26372 Shareholders as on 26th October 2018
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1

Resolution Required (Ordinary/Special)	Special Resolution under Section 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing (including foreign currency loans), from ₹21,000 cr. to ₹30,000 cr. (excluding exchange fluctuations in respect of foreign currency loans)							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter group	Evoting	40492151	39848188	98.41	39848188	-	100.00	0.00
	Poll							
	Postal Ballot		0	0.00	0	-	0.00	0.00
	Total		40492151	39848188	98.41	39848188	-	100.00
Public Institutions	Evoting	19997305	14277936	71.40	14214273	63663	99.55	0.45
	Poll							
	Postal Ballot							
	Total		19997305	14277936	71.40	14214273	63663	99.55
Public non-Institutions*	Evoting	49595161	5872312	11.84	5871976	336	99.99	0.01
	Poll							
	Postal Ballot		928336	1.87	924836	3500	99.62	0.38
	Total		49595161	6800648	13.71	6796812	3836	99.94
TOTAL		110084617	60926772	55.35	60859273	67499	99.89	0.11

* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense

