

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED
OFFICE ON THURSDAY, THE 21ST MARCH 2019 AT 5.00 P.M FOR
DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.**

PRESENT:

Chairman	Sri S. Viji
Scrutinizer	Sri T.K. Bhaskar
INVITEES:	Sri T T Srinivasaraghavan, Managing Director
	Sri D Narasimhan, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
Secretary & Compliance Officer	Sri P Viswanathan

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 20th March 2019 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:

1. 'Special Resolution under 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 for private placement of debentures upto ₹12,000 cr. during the period 1st April 2019 to 31st March 2020.:



Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	486	1249630	65523481	66773111
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	486	1246864	65523481	66770345
Votes in favour of the Resolution	400	467	1238690	65444150	66682840
Votes against the Resolution	12	19	8174	79331	87505
% of Votes in favour					99.87

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

"RESOLVED that pursuant to the provisions of Sections 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 Debentures including but not limited to Subordinated Debentures, on a private placement basis, in one or more tranches, during the period from 1st April 2019 to 31st March 2020 for a sum not exceeding ₹12,000 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 Non-convertible Debentures are to be issued 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

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

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."

2. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri P N Venkatachalam, Independent Director for a term upto 31st March 2024;

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	486	1249630	65523481	66773111
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	486	1246864	65523481	66770345
Votes in favour of the Resolution	404	472	1239450	65494959	66734409
Votes against the Resolution	8	14	7414	28522	35936
% of Votes in favour					99.95

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri P N Venkatachalam (DIN - 00499442), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.



Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

3. Special Resolution under Sections 149,152 of the Companies Act, 2013,
for re-appointment of Sri S Prasad, Independent Director for a term upto
31st March 2024;

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	484	1249630	65140581	66390211
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	486	1246864	65140581	66387445
Votes in favour of the Resolution	405	458	1239750	64931647	66171397
Votes against the Resolution	7	26	7114	208934	216048
% of Votes in favour					99.67

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri S Prasad (DIN - 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.

4. Special Resolution under Sections 149,152 of the Companies Act, 2013,
for re-appointment of Ms Shobhana Ramachandhran, Independent
Director for a term upto 31st March 2024;



Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	486	1249630	65523481	66773111
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	486	1246864	65523481	66770345
Votes in favour of the Resolution	403	471	1239640	65492933	66732573
Votes against the Resolution	9	15	7224	30548	37772
% of Votes in favour					99.94

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Shobhana Ramachandhran (DIN - 00273837), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.

5. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Mahalingam, Independent Director for a term upto 25th May 2024;

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	486	1249630	65523481	66773111
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	486	1246864	65523481	66770345
Votes in favour of the Resolution	406	471	1239825	65492933	66732758
Votes against the Resolution	6	15	7039	30548	37587
% of Votes in favour					99.94

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

RESOLVED that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri S Mahalingam (DIN - 00121727), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 25th May 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to May 25, 2024, not liable to retire by rotation

6. Ordinary Resolution under Sections 196, 197, 203 and Schedule V of the Companies Act, 2013, for re-appointment of Sri A N Raju, Director (Operations) for a term upto 31st May 2024;

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	425	485	1249630	65490953	66740583
Less: Invalid Votes	13	-	2766	-	2766
Total Number of Valid Votes	412	485	1246864	65490953	66737817
Votes in favour of the Resolution	402	472	1238600	65471617	66710217
Votes against the Resolution	10	13	8264	19336	27600
% of Votes in favour					99.96

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 31st January 2019, was carried with the requisite majority:

RESOLVED that in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Act, the Company hereby accords its approval and consent to the re-appointment of Sri A N Raju (DIN - 00036201) as Director (Operations), for a period of 5 (five) years with effect from 01.04. 2019 and for the

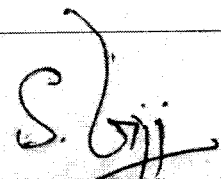
Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

payment of remuneration to him for his services as Director (Operations), as set out hereunder:

SALARY	₹.5,00,000/- per month in the scale of ₹5,00,000/- to ₹8,00,000/- . Annual increase will be effective 1 st April every year and the quantum will be decided by the Board of Directors / Nomination, Compensation and Remuneration Committee.
COMMISSION	Subject to a ceiling of 1% on the net profits of the Company the quantum whereof to be determined by the Board of Directors / Nomination, Compensation and Remuneration Committee.
PERQUISITES	As detailed in the annexure to the Explanatory Statement, the annual value of which will be limited to a ceiling of 150% of annual salary.
MINIMUM REMUNERATION	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

Place: Chennai

Date: 21/03/2019


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 31st January 2019, 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 18th February 2019, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 8th February 2019. 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 20th March 2019, 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 20th March 2019, were not considered.
6. Postal ballot forms returned undelivered aggregated to 660. 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 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 for private placement of debentures upto ₹12,000 cr. during the period 1st April 2019 to 31st March 2020.**

	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	425	486	1249630	65523481	66773111	60.66	
(b)	Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c)	Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d)	With assent for the Resolution	400	467	1238690	65444150	66682840	60.57	99.87
(e)	With dissent for the Resolution	12	19	8174	79331	87505	0.08	0.13

2. **Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri P N Venkatachalam, Independent Director for a term upto 31st March 2024.**

	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	425	486	1249630	65523481	66773111	60.66	
(b)	Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c)	Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d)	With assent for the Resolution	404	472	1239450	65494959	66734409	60.62	99.95
(e)	With dissent for the Resolution	8	14	7414	28522	35936	0.03	0.05

2nd

3. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Prasad, Independent Director for a term upto 31st March 2024

	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	425	484	1249630	65140581	66390211	60.31	
(b)	Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c)	Net valid forms	412	484	1246864	65140581	66387445	60.31	
(d)	With assent for the Resolution	405	458	1239750	64931647	66171397	60.11	99.67
(e)	With dissent for the Resolution	7	26	7114	208934	216048	0.20	0.33

4. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Ms Shobhana Ramachandran, Independent Director for a term upto 31st March 2024

	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	425	486	1249630	65523481	66773111	60.66	
(b)	Less: Invalid postal ballot forms	13	-	2766	0	2766	0.00	
(c)	Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d)	With assent for the Resolution	403	471	1239640	65492933	66732573	60.62	99.94
(e)	With dissent for the Resolution	9	15	7224	30548	37772	0.03	0.06

5. Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Mahalingam, Independent Director for a term upto 25th May 2024

	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	425	486	1249630	65523481	66773111	60.66	
(b)	Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c)	Net valid forms	412	486	1246864	65523481	66770345	60.65	
(d)	With assent for the Resolution	406	471	1239825	65492933	66732758	60.62	99.94
(e)	With dissent for the Resolution	6	15	7039	30548	37587	0.03	0.06

6. Ordinary Resolution under Sections 196,197,203 and Schedule V of the Companies Act, 2013, for re-appointment of Sri A N Raju, Director (Operations) for a term upto 31st May 2024

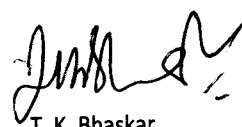
	Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	425	485	1249630	65490953	66740583	60.63	
(b)	Less: Invalid postal ballot forms	13	-	2766	-	2766	0.00	
(c)	Net valid forms	412	485	1246864	65490953	66737817	60.62	
(d)	With assent for the Resolution	402	472	1238600	65471617	66710217	60.60	99.96
(e)	With dissent for the Resolution	10	13	8264	19336	27600	0.03	0.04

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
21.03.2019


T. K. Bhaskar
Scrutinizer



SUNDARAM FINANCE
Enduring values. New age thinking.

SEC:337:18-19/SS

March 22, 2019

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 21st March 2019 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

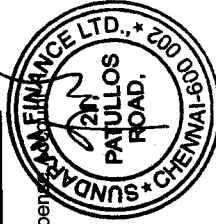
VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	Not Applicable
Total number of shareholders on Record Date	25768 Shareholders as on 8th February 2019
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

Special Resolution under 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 for private placement of debentures upto ₹12,000 cr. during the period 1st April 2019 to 31st March 2020.										
Resolution Required (Ordinary/Special)	2019 to 31st March 2020.									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No	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										
		E voting	40491757	39903608	98.55	39903608	-	100.00	0.00	
		Poll								
		Postal Ballot		0	0.00	0	-	0.00	0.00	
		Total	40491757	39903608	98.55	39903608	-	100.00	0.00	
Public Institutions										
		E voting	20536931	14476623	70.49	14415731	60892	99.58	0.42	
		Poll								
		Postal Ballot								
		Total	20536931	14476623	70.49	14415731	60892	99.58	0.42	
Public non-institutions*										
		E voting	49055929	11143250	22.72	11124811	18439	99.83	0.17	
		Poll								
		Postal Ballot		1246864	2.54	1238690	8174	99.34	0.66	
		Total	49055929	12390114	25.26	12363501	26613	99.79	0.21	
TOTAL			110084617	66770345	60.65	66682840	87505	99.87	0.13	

* 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



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 2

Resolution Required (Ordinary/Special)		Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri P N Venkatachalam, Independent Director for a term upto 31st March 2024.							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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		E voting	40491757	39903608	98.55	39903608	-	100.00	0.00
		Poll		0	0.00	0	-	0.00	0.00
		Postal Ballot	40491757	39903608	98.55	39903608	-	100.00	0.00
		Total							
Public Institutions		E voting	20536931	14476623	70.49	14467437	9186	99.94	0.06
		Poll							
		Postal Ballot	20536931	14476623	70.49	14467437	9186	99.94	0.06
		Total							
Public non-institutions*		E voting	49055929	11143250	22.72	11123914	19336	99.83	0.17
		Poll							
		Postal Ballot	49055929	1246864	2.54	1239450	7414	99.41	0.59
		Total							
			110084617	66770345	60.65	66734409	35936	99.95	0.05
TOTAL									

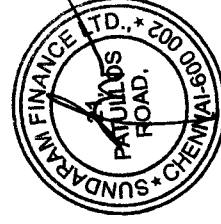
* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 33,318 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 3

Resolution Required (Ordinary/Special)		Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Prasad, Independent Director for a term upto 31st March 2024								
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Category	No	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			39903608	98.55	39903608	-	100.00	0.00
		Poll		40491757		0.00		0		0.00
		Postal Ballot			39903608	98.55	39903608	-	100.00	0.00
		Total		40491757	39903608	98.55	39903608	-	100.00	0.00
Public Institutions		Evoting			14106323	68.69	13916725	189598	98.66	1.34
		Poll		20536931						
		Postal Ballot								
		Total		20536931	14106323	68.69	13916725	189598	98.66	1.34
Public non-institutions*		Evoting			11130650	22.69	11111314	19336	99.83	0.17
		Poll		49055929						
		Postal Ballot			1246864	2.54	1239750	7114	99.43	0.57
		Total		49055929	12377514	25.23	12351064	26450	99.79	0.21
TOTAL				110084617	66387445	60.31	66171397	216048	99.67	0.33

* 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 Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 4

Resolution Required (Ordinary/Special)		Special Resolution under Sections 149, 152 of the Companies Act, 2013, for re-appointment of Ms Shobhana Ramachandran, Independent Director for a term upto 31st March 2024							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	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		E voting	40491757	39903608	98.55	39903608	-	100.00	0.00
		Poll							
		Postal Ballot		0	0.00		0	0.00	0.00
		Total	40491757	39903608	98.55	39903608	-	100.00	0.00
Public Institutions		E voting		14476623	70.49	14465411	11212	99.92	0.08
		Poll	20536931						
		Postal Ballot							
		Total	20536931	14476623	70.49	14465411	11212	99.92	0.08
Public non-institutions*		E voting		11143250	22.72	11123914	19336	99.83	0.17
		Poll	49055929						
		Postal Ballot		1246864	2.54	1239640	7224	99.42	0.58
		Total	49055929	12390114	25.26	12363554	26560	99.79	0.21
TOTAL			110084617	66770345	60.65	66732573	37772	99.94	0.06

* 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 Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 5

Resolution Required (Ordinary/Special)	Special Resolution under Sections 149,152 of the Companies Act, 2013, for re-appointment of Sri S Mahalingam, Independent Director for a term upto 25th May 2024									
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		39903608	98.55	39903608	-	100.00	0.00		
	Poll	40491757								
	Postal Ballot		0	0.00		0	0.00	0.00		
	Total		40491757	39903608	98.55	39903608	-	100.00	0.00	
Public Institutions	Evoting		14476623	70.49	14465411	11212	99.92	0.08		
	Poll	20536931								
	Postal Ballot									
	Total		20536931	14476623	70.49	14465411	11212	99.92	0.08	
Public non-institutions*	Evoting		11143250	22.72	11123914	19336	99.83	0.17		
	Poll	49055929								
	Postal Ballot		1246864	2.54	1239825	7039	99.44	0.56		
	Total		49055929	12390114	25.26	12363739	26375	99.79	0.21	
TOTAL		110084617	66770345	60.65	66732758	37587	99.94	0.06		

* 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 Account



Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 6

Resolution Required (Ordinary/Special)		Ordinary Resolution under Sections 196,197,203 and Schedule V of the Companies Act, 2013, for re-appointment of Sri A N Raju, Director (Operations) for a term upto 31st May 2024								
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Category	No	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			E voting		39903608	98.55	39903608	-	100.00	0.00
			Poll	40491757						
			Postal Ballot		0	0.00	0	-	0.00	0.00
			Total	40491757	39903608	98.55	39903608	-	100.00	0.00
Public Institutions			E voting		14476623	70.49	14476623	0	100.00	0.00
			Poll	20536931						
			Postal Ballot							
			Total	20536931	14476623	70.49	14476623	0	100.00	0.00
Public non-institutions*			E voting		11110722	22.65	11091386	19336	99.83	0.17
			Poll	49055929						
			Postal Ballot		1246864	2.54	1238600	8264	99.34	0.66
			Total	49055929	12357586	25.19	12329986	27600	99.78	0.22
TOTAL				110084617	66737817	60.62	66710217	27600	99.96	0.04

* 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 Account

