



**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON TUESDAY, THE 4TH DECEMBER 2012 AT 16:00 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 3rd December 2012 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 the Listing Agreement. He also stated that the postal ballot has been conducted in compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

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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 RESOLUTIONS FOR INCREASING THE AUTHORISED SHARE CAPITAL AND AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	2,370	175	2,545
Votes in favour of the Resolution	3,29,85,877	9,92,847	3,39,78,724
Votes against the Resolution	5,211	26	5,237
Number of invalid postal ballot forms received	61	Nil	61
% of votes in favour			99.98

The Chairman then declared that the following Special Resolutions, as set out in the Postal Ballot Notice dated 26th October 2012, was carried with the requisite majority:

- i) **"RESOLVED** that the Authorised Capital of the Company be increased from Rs.100,00,00,000/- (Rupees one hundred crore only) to Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) by the creation of further 15 crore equity shares of Rs.10/- each.
- ii) **RESOLVED** that the Memorandum of Association of the Company be amended in the following manner namely: Clause V of the Memorandum shall be deleted and the following substituted therefor: 'The Share Capital of the Company is Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) divided into 25 crore equity shares of Rs.10/- each.

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- iii) **RESOLVED** that the Articles of Association of the Company be amended in the following manner namely: Clause (i) of Article 3 shall be deleted and the following substituted therefor: 'The Share Capital of the Company is Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) divided into 25 crore equity shares of Rs.10/- each.'

2. ORDINARY RESOLUTION TO CAPITALISE GENERAL RESERVE IN ORDER TO ISSUE BONUS SHARES:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	2,370	176	2,546
Votes in favour of the Resolution	3,29,91,767	9,94,354	3,39,86,121
Votes against the Resolution	21	119	140
Number of invalid postal ballot forms received	61	Nil	61
% of votes in favour			99.99

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 26th October 2012, was carried with the requisite majority:

"RESOLVED that

- i) subject to such consents and approvals as may be required, a sum of Rs.55,55,19,300/- from General Reserve of the Company, be capitalised and the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a

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Committee thereof) be and are hereby authorised to apply the amount so capitalised to issue out of the unissued capital of the Company 5,55,51,930 equity shares of the face value of Rs. 10/- each, credited as fully paid-up and allot **one** such fully paid equity share for **every** existing equity share to those members of the Company whose names stand on the Register of Members on a date to be decided by the Board and that the new equity shares so issued shall be treated for all purposes as an increase in the nominal amount of the capital in the company held by each such member and not as income;

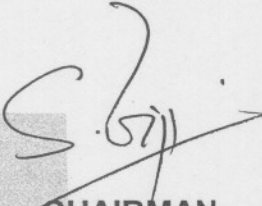
- ii) the said 5,55,51,930 equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing 5,55,51,930 equity shares of the company from the date of the allotment and shall rank for any dividend in full that may be declared subsequent to the date of allotment for every financial year beginning from 1st April, 2012 but not earlier;
- iii) the issue and allotment of the new equity shares in favour of non-resident shareholders of the company shall be subject to the provisions of the Foreign Exchange Management Act, 1999;
- iv) no letters of allotment shall be issued, but (a) the new equity shares will be credited to the demat accounts of the allottees, in the case of electronic holdings; and (b) share certificates in respect of the new equity shares shall be issued and despatched to the allottees within the period prescribed, in the case of physical holdings;

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- v) for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto, if any, as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

Date: 04.12.2012


CHAIRMAN

**Certified True Copy
For Sundaram Finance Limited**


P. Viswanathan
Secretary & Compliance Officer

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CHAIRMAN

Date: 04.12.2011