



SEC:123:18-19/GN
February 28, 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: Reg. 44(3) 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 28th February 2019 in the prescribed format, together with the Scrutinizer's Report.

Thanking you,

Yours truly,
for Sundaram Finance Holdings Limited

P.N. Srikant
Secretary & Compliance Officer

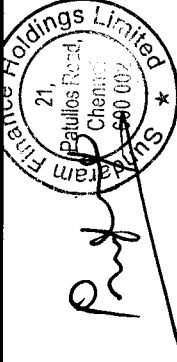
SUNDARAM FINANCE HOLDINGS LIMITED
VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	Not Applicable
Total number of shareholders on Record Date	26217 Shareholders as on 18th January 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

Resolution Required (Ordinary/Special)	Ordinary resolution under Reg. 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for obtaining the approval of the members through Postal Ballot to make investments in group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding `200 cr. during any financial year and individual investment(s) in any one such group company not exceeding `100 cr. during any financial year.									
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	(i) Sundaram Finance Limited, Promoter and (ii) Sri T. T. Srinivasaraghavan, Chairman, Sri Harsha Vijji, Director, Sri Srivats Ram, Director and their relatives, are interested in the 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	80579726	19462129	24.15	19462129	-	100.00	0.00		
	Poll		-	-	-	-	-	-		
	Postal Ballot		-	-	-	-	0.00	0.00		
	Total	80579726	19462129	24.15	19462129	-	100.00	0.00		
Public Institutions	E voting	15478684	12559739	81.14	12418561	141178	98.88	1.12		
	Poll		-	-	-	-	-	-		
	Postal Ballot		-	-	-	-	-	-		
	Total	15478684	12559739	81.14	12418561	141178	98.88	1.12		
Public non-institutions*	E voting	54057926	10120589	18.72	10100915	19674	99.81	0.19		
	Poll		-	-	-	-	-	-		
	Postal Ballot		2003767	3.71	2002931	836	99.96	0.04		
	Total	54057926	12124356	22.43	12103846	20510	99.83	0.17		
TOTAL		150116336	44146224	29.41	43984536	161688	99.63	0.37		

* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 26,564 shares held by IEPF Authority



SCRUTINIZER'S REPORT

Sri T.T. Srinivasaraghavan
Chairman
Sundaram Finance Holdings 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 21st 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 28th January 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 18th January 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 27th February 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 27th February 2018, were not considered.
6. Postal ballot forms returned undelivered aggregated to 684. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. 62 shareholders holding 6,09,56,497 shares, being related parties, abstained from voting on the resolution.
9. A summary of votes, for the following Ordinary Resolution, received through postal ballot and e-voting, is given below:

Ordinary Resolution under Reg. 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for obtaining the approval of the members through Postal Ballot to make investments in group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year.

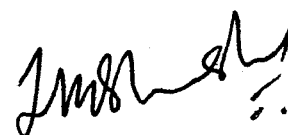
	Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a)	Total ballot forms received	415	379	2006179	42142457	44148636	29.41	
(b)	Less: Invalid postal ballot forms	5	-	2412	-	2412	-	
(c)	Net valid forms	410	379	2003767	42142457	44146224	29.41	
(d)	With assent for the Resolution	401	354	2002931	41981605	43984536	29.30	99.63
(e)	With dissent for the Resolution	9	25	836	160852	161688	0.11	0.37

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
28.02.2019



T. K. Bhaskar
Scrutinizer

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON THURSDAY, THE 28TH FEBRUARY 2019 AT 5.00 P.M FOR
DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.

PRESENT:

Chairman	Sri T.T. Srinivasaraghavan
Scrutinizer	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
Chief Executive Officer	Sri Paramesh Krishnaier
Secretary & Compliance Officer	Sri P.N. Srikant
Representative of RTA	Sri D. Narasimhan, Joint Manger

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 27th February 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:

Ordinary resolution under Reg. 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for obtaining the approval of the members through Postal Ballot to make investments in group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year.:



Sundaram Finance Holdings Limited
21, Patullos Road, Chennai - 600002

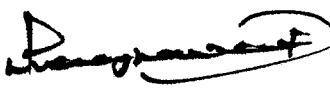
Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	415	379	2006179	42142457	44148636
Less: Invalid Votes	5	-	2412	-	2412
Total Number of Valid Votes	410	379	2003767	42142457	44146224
Votes in favour of the Resolution	401	354	2002931	41981605	43984536
Votes against the Resolution	9	25	836	160852	161688
% of Votes in favour					99.63
Related Parties Abstained from Voting	62		60956497		60956497

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 21st January 2019, was carried with the requisite majority:

“RESOLVED that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 188 of the Companies Act, 2013 and Rules framed thereunder, and the Core Investment Companies (Reserve Bank) Directions, 2016, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments from time to time in equity shares, preference shares, bonds, debentures or other permitted securities to be issued by subsidiaries, associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year”.

“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Place: Chennai
Date: 28-02-2019


CHAIRMAN