



SUNDARAM FINANCE

Enduring values. New age thinking.

NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the approval of the Members of the Company is being sought for the following business through Postal Ballot (including e-voting):

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

"Special Resolutions under Sections 149, 152 and other applicable provisions of the Companies Act, 2013, for reappointment of Sri P N Venkatachalam, Sri S Prasad, Ms Shobhana Ramachandran, and Sri S Mahalingam, Independent Directors for a further term of five(5) years."

"Ordinary Resolution under Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, for reappointment of Sri AN Raju, Director (Operations) for a term upto 31st March 2024."

The Company has, on **18th February 2019**, sent by e-mail / despatched physical copies of the Postal Ballot Notice along with the Postal Ballot Form and a self-addressed pre-paid business reply envelope through courier to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) **as at the close of business hours on Friday, the 8th February 2019**.

The voting (including e-voting) commences on **Tuesday, the 19th February 2019 (9:00 A.M. - IST) and ends on Wednesday, the 20th March 2019 (5:00 P.M. - IST)**.

Postal ballot forms received from a member beyond the said date will not be valid and voting whether by post or electronic means shall not be allowed beyond the said date.

The Members who have not received the Postal Ballot Forms may apply to the Company at its Registered Office at 21, Patullos Road, Chennai 600 002 and obtain a duplicate copy thereof.

The Board of Directors of the Company has appointed Sri T K Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Company has offered e-voting facility, through CDSL, as an alternate, to enable the Members to cast their votes electronically instead of despatching Postal Ballot Form.

The Postal Ballot Notice is available on the website of the Company. The same is also available on the website of CDSL at www.evotingindia.com till **Wednesday, the 20th March 2019**.

Any query / grievance in relation to voting by Postal Ballot Form / e-voting can be addressed to Sri P Viswanathan, Secretary & Compliance Officer, Sundaram Finance Limited, 21, Patullos Road, Chennai 600 002. Phone: +91 044 2888 1207; Fax: +91 044 28558180; Email id: investorservices@sundaramfinance.in.

Any query / grievance in relation to voting by electronic means can also be addressed to helpdesk.evoting@cdslindia.com; Phone: 18002095533.

Further details are available on the National Stock Exchange website (www.nseindia.com) and on the Company's website (www.sundaramfinance.in).

Chennai
19th February 2019

For Sundaram Finance Limited
P Viswanathan
Secretary & Compliance Officer

Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Regd. Office: 21, Patullos Road, Chennai 600 002

Tel: 044 2852 1181, Fax: 044 2858 6641

www.sundaramfinance.in

Email: investorservices@sundaramfinance.in

BUSINESS LINE DATED 19th February 2019