

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

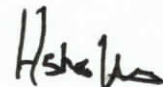
MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON THURSDAY, THE 21ST SEPTEMBER 2023 AT 5.00 P.M FOR DECLARATION OF RESULTS OF POSTAL BALLOT THROUGH E-VOTING.

PRESENT:

CHAIRMAN	Mr. Harsha Viji, Executive Vice Chairman
SCRUTINIZER	Mr. T.K. Bhaskar, H&B Partners
INVITEE:	Ms. Komala, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
CHIEF COMPLIANCE OFFICER AND COMPANY SECRETARY	Mr. P. N. Srikant

Mr. T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 20th September 2023 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs dated 28th December 2022. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:



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- a) Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Dr. Kshama Fernandes (holding DIN: 02539429) as an Independent Director of the company.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	527	69614756
E-Votes in favour of the Resolution	510	69594160
E-Votes against the Resolution	17	20596
% of E-Votes in favour		99.97%

The Chairman then declared that the following Special Resolution, as set out in Item 1 of the Postal Ballot Notice dated 11th August 2023, was carried with the requisite majority:

RESOLVED that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, and pursuant to Reg. 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Kshama Fernandes (holding DIN:02539429), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 11th August 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Dr. Kshama Fernandes as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto 10th August 2028, not liable to retire by rotation.

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- b) Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for re-classification of Mr. Pradeep Chakravarthy, Promoter, as Public.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	524	68261497
E-Votes in favour of the Resolution	511	68241349
E-Votes against the Resolution	13	20148
% of E-Votes in favour		99.97%

The Chairman then declared that the following Ordinary Resolution, as set out in Item 2 of Postal Ballot Notice dated 11th August 2023, was carried with the requisite majority:

RESOLVED that pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for the re-classification of the status of Mr. Pradeep Chakravarthy, promoter, as public.

FURTHER RESOLVED that the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally 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, execute applications / other documents to be submitted to the stock exchange(s) and take all other steps in this regard.

Place: Chennai
Date: 21.09.2023


CHAIRMAN