

Sundaram Finance Limited  
21, Patullos Road, Chennai - 600002

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON  
FRIDAY, THE 22<sup>nd</sup> MARCH 2024 AT 5.00 P.M FOR DECLARATION OF  
RESULTS OF POSTAL BALLOT THROUGH E-VOTING.

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**PRESENT:**

<b>CHAIRMAN</b>	Mr. Rajiv C. Lochan
<b>SCRUTINIZER</b>	Mr. T.K. Bhaskar, H&B Partners
<b>INVITEE:</b>	Mr. Nagaraj, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
<b>CCO &amp; COMPANY SECRETARY</b>	Mr. P. N. Srikant

Mr. T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 21<sup>st</sup> March 2024 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 25<sup>th</sup> September 2023. 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:

1. Ordinary Resolution – Re-classification of Mr. Jaideep Chakravarthy, Promoter, as Public.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	472	64737385
E-Votes in favour of the Resolution	450	60952068
E-Votes against the Resolution	22	3785317
% of E-Votes in favour		94.15%

The Chairman then declared that the following Ordinary Resolution, as set out in Item 1 of the Postal Ballot Notice dated 16<sup>th</sup> February 2024, was carried with the requisite majority:

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“**RESOLVED** that pursuant to Reg. 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. Jaideep 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.”

2. Special Resolution - Appointment of Mr. R. Venkatraman (holding DIN: 07119686) as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 5<sup>th</sup> February 2024.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	475	66090573
E-Votes in favour of the Resolution	370	51664593
E-Votes against the Resolution	105	14425980
% of E-Votes in favour		78.17%

The Chairman then declared that the following Special Resolution, as set out in Item 2 of Postal Ballot Notice dated 16<sup>th</sup> February 2024, was carried with the requisite majority:

“**RESOLVED** that pursuant to (a) 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, (b) Reg. 16(1)(b), 17(1C), 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (c) Master Direction – Reserve Bank of India (NBFC – Scale Based Regulation) Directions, 2023 and all other applicable regulatory provisions, Mr. R. Venkatraman (holding DIN: 07119686), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 5<sup>th</sup> February 2024, and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing Mr. R. Venkatraman’s candidature for

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appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years up to 4<sup>th</sup> February 2029, not liable to retire by rotation.”

3. Special Resolution – Re-appointment of Mr. R. Raghuttama Rao (holding DIN: 00146230) as an Independent Director of the Company to hold office for a further term of five (5) consecutive years with effect from 1<sup>st</sup> April 2024.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	475	66090573
E-Votes in favour of the Resolution	451	62305202
E-Votes against the Resolution	24	3785371
% of E-Votes in favour		94.27%

The Chairman then declared that the following Special Resolution, as set out in Item 3 of Postal Ballot Notice dated 16<sup>th</sup> February 2024, was carried with the requisite majority:

“**RESOLVED** that, pursuant to (a) 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, (b) Reg. 16(1)(b), 17(1C), 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (c) Master Direction – Reserve Bank of India (NBFC – Scale Based Regulation) Directions, 2023 and all other applicable regulatory provisions, Mr. R. Raghuttama Rao (holding DIN - 00146230), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31<sup>st</sup> March 2024, and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing the re-appointment of Mr. R. Raghuttama Rao as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director for a further term of five (5) consecutive years up to 31<sup>st</sup> March 2029, not liable to retire by rotation.”

Place: Chennai  
Date: 22.03.2024

  
CHAIRMAN