

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON FRIDAY, THE 11TH MARCH 2016 AT 4.30 P.M FOR DECLARATION OF
RESULTS OF VOTING BY POSTAL BALLOT.

PRESENT:

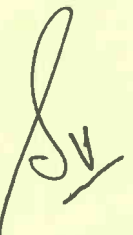
Sri S. Viji : Chairman
Sri T.K. Bhaskar : Scrutinizer
Sri P Viswanathan : Secretary & Compliance Officer

INVITEE:

Sri A N Raju : Director (Operations)
Sri P N Srikant : Deputy Secretary
Sri D Narasimhan : Representative of Registrar and
Share Transfer Agents - 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 (17:00 hrs) on 9th March 2016 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:



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Special Resolution through postal ballot for private placement of debentures under Section 42 of the Companies Act, 2013 upto a sum of Rs. 7500 cr. during the period from 1st April 2016 to 31st March 2017.:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1128	228	1356
Votes in favour of the Resolution	30223649	31088086	61311735
Votes against the Resolution	6695	61194	67889
Number of invalid postal ballot forms received	16	-	16
% of votes in favour			99.89

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 29th January 2016, was carried with the requisite majority:

“RESOLVED that pursuant to the provisions of Section 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 and subject to such other Regulations / Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible



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Debentures including but not limited to Subordinated Debentures, bonds and / or other debt securities, on a private placement basis, in one or more tranches, during the period from 1st April 2016 to 31st March 2017 for a sum not exceeding ₹7500 cr., within the overall borrowing limits of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time, as to interest rate, tenor, repayment, security or otherwise and listing, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

Date: 11.03.2016
Place: Chennai



CHAIRMAN