

Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED
OFFICE ON THURSDAY, THE 6TH DECEMBER 2018 AT 5.00 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

INVITEES:

Sri T T Srinivasaraghavan : Managing Director
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 5th December 2018 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:

Special Resolution under Section 180(1)(c), of the Companies Act, 2013, for obtaining the approval of the Members through postal ballot to raise the present limit of borrowing (including foreign

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currency loans), from ₹21,000 cr. to ₹30,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):

Number of Shareholders

Total number of forms received (PBF) / Voted Electronically (VE)	Postal Ballot	E-Voting
Total PBF / VE	357	394
Less: Invalid	5	-
Net valid	352	394
With "assent" for the Resolution	348	382
With "dissent" for the Resolution	4	12

Shares and Voting %

Total Number of votes	Postal Ballot	E-voting	Total
Number of Valid Votes received	928336	59998436	60926772
Votes in favour of the Resolution	924836	59934437	60859273
Votes against the Resolution	3500	63999	67499
Invalid Votes	239	-	239
% of votes in favour			99.89

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 1st November 2018, was carried with the requisite majority:

“RESOLVED that pursuant to Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing moneys, including foreign currency loans, for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided however, that the aggregate of the amounts so borrowed and to



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be borrowed and outstanding at any time (excluding exchange fluctuations in respect of foreign currency loans), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹30,000 cr. (Rupees thirty thousand crores only)."

Place: Chennai

Date: 6-12-2018



CHAIRMAN