

VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	Not Applicable
Total number of shareholders on Record Date	27449 Shareholders as on 14th February 2020
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1

Resolution Required (Ordinary/Special)	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 currency loans) from ₹30,000 cr. to ₹40,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter group	Evoting		39356956	98.52	39356956	-	100.00	0.00
	Poll	39946719						
	Postal Ballot		0	0.00	0	-	0.00	0.00
	Total		39946719	39356956	98.52	39356956	-	100.00
Public Institutions	Evoting		17597785	82.50	17536111	61674	99.65	0.35
	Poll	21331038						
	Postal Ballot							
	Total		21331038	17597785	82.50	17536111	61674	99.65
Public non-institutions*	Evoting		9941243	20.36	9922831	18412	99.81	0.19
	Poll	48817015						
	Postal Ballot		1078000	2.21	1076058	1942	99.82	0.18
	Total		48817015	11019243	22.57	10998889	20354	99.82
TOTAL		110094772	67973984	61.74	67891956	82028	99.88	0.12

* excludes 9,41,710 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 42,413 shares held by IEPF Authority and 24,965 shares held in Sundaram Finance Limited Unclaimed Suspense Account - No Voting rights



SCRUTINIZER'S REPORT

Sri T T Srinivasaraghavan
Managing Director
Sundaram Finance Limited
21 Patullos Road, Chennai 600 002

Dear Sir,

Re: Passing of Resolutions through Postal Ballot and E-voting

The Board of Directors of the Company at its meeting held on 10th February 2020, has appointed me as Scrutinizer for conducting the postal ballot and e-voting process.

I submit my report as under:

1. The Company has completed the despatch of postal ballot forms on 20th February 2020, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 14th February 2020. The said postal ballot forms contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
3. Particulars of all the postal ballot forms received from the Members and e-voting have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (17:00 hrs) on 22nd March 2020, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. Postal ballot forms, received after 22nd March 2020, were not considered.
6. Postal ballot forms returned undelivered aggregated to 694. These forms have been kept separately.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of votes received through postal ballot and e-voting is given below:
 1. **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 currency loans) from ₹30,000 cr. to ₹40,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):.**

Particulars	No. of postal ballot forms	E-voting	No. of shares (Votes through Postal Ballot)	No. of shares (Votes through E-voting)	Total No. of shares (Votes)	% of total paid-up equity capital	% of total shares (Votes) received
(a) Total ballot forms received	324	476	1209108	66927756	68136864	61.89	
(b) Less: Invalid postal ballot forms	11	-	162880	-	162880	0.15	
(c) Net valid forms	313	476	1046228	66927756	67973984	61.74	
(d) With assent for the Resolution	309	457	1044286	66847670	67891956	61.67	99.88
(e) With dissent for the Resolution	4	19	1942	80086	82028	0.07	0.12

2. I am handing over the postal ballot forms and other related papers/registers and records for safe custody.

You may accordingly declare the result of the Postal Ballot and E-voting.

Thanking you,

Chennai
23.03.2020


T. K. Bhaskar
Scrutinizer

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON MONDAY, THE 23RD MARCH 2020 AT 5.00 P.M FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.

PRESENT:

Chairman	Sri T T Srinivasaraghavan
Scrutinizer	Sri T.K. Bhaskar
INVITEE:	Sri D Narasimhan, Representative of Registrar and Share Transfer Agents – Cameo Corporate Services Ltd. Chennai
Secretary & Compliance Officer	Sri P Viswanathan

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 22nd March 2020 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:

1. 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 currency loans) from ₹30,000 cr. to ₹40,000 cr. (excluding exchange fluctuations in respect of foreign currency loans):.



Sundaram Finance Limited
21, Patullos Road, Chennai - 600002

Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	324	476	1209108	66927756	68136864
Less: Invalid Votes	11	-	162880	-	162880
Total Number of Valid Votes	313	476	1046228	66927756	67973984
Votes in favour of the Resolution	309	457	1044286	66847670	67891956
Votes against the Resolution	4	19	1942	80086	82028
% of Votes in favour					99.88

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 10th February 2020, 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 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 ₹40,000 cr. (Rupees Forty thousand crores only).”

Place: Chennai
Date: 23.03.2020


CHAIRMAN