





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 RESOLUTIONS FOR INCREASING THE AUTHORISED SHARE CAPITAL AND AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	2,370	175	2,545
Votes in favour of the Resolution	3,29,85,877	9,92,847	3,39,78,724
Votes against the Resolution	5,211	26	5,237
Number of invalid postal ballot forms received	61	Nil	61
% of votes in favour			99.98

The Chairman then declared that the following Special Resolutions, as set out in the Postal Ballot Notice dated 26<sup>th</sup> October 2012, was carried with the requisite majority:

- i) **"RESOLVED** that the Authorised Capital of the Company be Increased from Rs.100,00,00,000/- (Rupees one hundred crore only) to Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) by the creation of further 15 crore equity shares of Rs.10/- each.
- ii) **RESOLVED** that the Memorandum of Association of the Company be amended in the following manner namely: Clause V of the Memorandum shall be deleted and the following substituted therefor: 'The Share Capital of the Company is Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) divided into 25 crore equity shares of Rs.10/- each.

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iii) **RESOLVED** that the Articles of Association of the Company be amended in the following manner namely: Clause (i) of Article 3 shall be deleted and the following substituted therefor: 'The Share Capital of the Company is Rs.250,00,00,000/- (Rupees two hundred and fifty crore only) divided into 25 crore equity shares of Rs.10/- each.'

2. **ORDINARY RESOLUTION TO CAPITALISE GENERAL RESERVE IN ORDER TO ISSUE BONUS SHARES:**

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	2,370	176	2,546
Votes in favour of the Resolution	3,29,91,767	9,94,354	3,39,86,121
Votes against the Resolution	21	119	140
Number of invalid postal ballot forms received	61	Nil	61
% of votes in favour			99.99

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 26<sup>th</sup> October 2012, was carried with the requisite majority:

**"RESOLVED** that

i) subject to such consents and approvals as may be required, a sum of Rs.55,55,19,300/- from General Reserve of the Company, be capitalised and the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a

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Committee thereof) be and are hereby authorised to apply the amount so capitalised to issue out of the unissued capital of the Company 5,55,51,930 equity shares of the face value of Rs. 10/- each, credited as fully paid-up and allot **one** such fully paid equity share for **every** existing equity share to those members of the Company whose names stand on the Register of Members on a date to be decided by the Board and that the new equity shares so issued shall be treated for all purposes as an increase in the nominal amount of the capital in the company held by each such member and not as income;

ii) the said 5,55,51,930 equity shares shall be issued in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing 5,55,51,930 equity shares of the Company and shall rank for any dividend or other payment in respect of the date of allotment for every financial year beginning from 1<sup>st</sup> April, 2012 but not earlier;

iii) the issue and allotment of the new equity shares in favour of non-resident shareholders of the company shall be subject to the provisions of the Foreign Exchange Management Act, 1999;

iv) no letters of allotment shall be issued, but (a) the new equity shares will be credited to the demat accounts of the allottees, in the case of electronic holdings; and (b) share certificates in respect of the new equity shares shall be issued and despatched to the allottees within the period prescribed, in the case of physical holdings;

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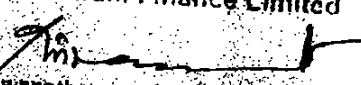


- v) for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto, if any, as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

Date: 04.12.2012

  
CHAIRMAN

**Certified True Copy  
For Sundaram Finance Limited**

  
P. V. Srinathan  
Secretary & Compliance Officer

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**SUNDARAM FINANCE**

Enduring values. New age thinking.

SEC:0368:12/PAL  
December 04, 2012

The Manager - Listing  
National Stock Exchange of India Limited  
Capital Market - Listing  
Exchange Plaza, 5th Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051

Dear Sir,

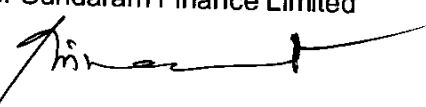
Re: Clause 16 of the Listing Agreement

**Sub: Intimation of Record Date for the purpose of issue of bonus shares**

We wish to inform you that the "Bonus Issue 2012 Committee" have fixed 14<sup>th</sup> December 2012 (Friday) as Record Date for issue of bonus shares in the proportion of 1 (one) equity share for every 1 (one) equity share held. The bonus shares will be issued to those shareholders whose names stand on the Register of Members of the Company as on the Record Date.

Thanking you,

Yours truly,  
for Sundaram Finance Limited

  
P. Viswanathan  
Secretary & Compliance Officer

CC: National Stock Exchange of India Ltd ✓  
8th Floor, Arihant Nitco Park  
No 90, Dr Radhakrishnan Salai  
Mylapore, Chennai 600 004  
The Corporate Relationship  
Dept. of Corporate Services  
Bombay Stock Exchange Ltd.  
Floor 25, P J Towers  
Dalal Street  
Mumbai 400 001

**Sundaram Finance Limited**



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SEC:0367:12/PAL  
December 04, 2012

The Manager - Listing  
National Stock Exchange of India Limited  
Capital Market - Listing  
Exchange Plaza, 5th Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051

Dear Sir,

**Sub: Altered Memorandum and Articles of Association**

**Ref: Clause 33 of the Listing Agreement**

Pursuant to the above clause, we enclose six copies (one of which is certified) of the altered Memorandum and Articles of Association consequent to increase in the Authorised Share Capital from Rs.100 cr. to Rs.250 cr.

Thanking you,

Yours truly,  
for Sundaram Finance Limited

  
P Viswanathan  
Secretary & Compliance Officer  
End:

CC: National Stock Exchange of India Ltd  
8th Floor, Arthant Nitco Park  
No 90, Dr Radhakrishnan Salai  
Mylapore, Chennai 600 004

✓ The Corporate Relationship  
Dept. of Corporate Services  
Bombay Stock Exchange Ltd.  
Floor 25, P J Towers  
Dalal Street  
Mumbai 400 001

**Sundaram Finance Limited**