



MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON TUESDAY, THE 16TH SEPTEMBER 2014 AT 16:30 HOURS FOR
DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT

PRESENT:

Chairman	:	Sri S. Viji
Managing Director	:	Sri T T Srinivasaraghavan
Scrutinizer	:	Sri T.K. Bhaskar
Secretary & Compliance Officer	:	Sri P Viswanathan
By Invitation	:	Sri M Ramaswamy, Chief Financial Officer
		Sri D Narasimhan, Assistant Manager 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 (17:30 hrs) on 12th September 2014 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 Listing Agreement. 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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1. ORDINARY RESOLUTION FOR APPOINTMENT OF SRI P N VENKATACHALAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1132	245	1377
Votes in favour of the Resolution	18488974	43816292	62305266
Votes against the Resolution	10665	840	11505
Number of invalid postal ballot forms received	17	-	17
% of votes in favour			99.98

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 28th July 2014, was carried with the requisite majority:

RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, Sri P N Venkatachalam (holding DIN: 00499442), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri P N Venkatachalam as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.

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**2. ORDINARY RESOLUTION FOR APPOINTMENT OF SRI S PRASAD AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1131	245	1376
Votes in favour of the Resolution	18481760	43816144	62297904
Votes against the Resolution	5805	988	6793
Number of invalid postal ballot forms received	17	-	17
Abstained from voting	1	-	1
% of votes in favour			99.99

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 28th July 2014, was carried with the requisite majority:

RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, Sri S Prasad (holding DIN: 00063667), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri S Prasad as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.

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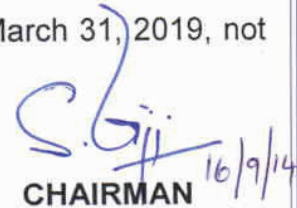
3. ORDINARY RESOLUTION FOR APPOINTMENT OF SRI AROON RAMAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	1131	245	1376
Votes in favour of the Resolution	17244614	40989086	58233700
Votes against the Resolution	717830	2828046	3545876
Number of invalid postal ballot forms received	17	-	17
Abstained from voting	1	-	1
% of votes in favour			94.26

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 28th July 2014, was carried with the requisite majority:

RESOLVED that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement, Sri Aroon Raman (holding DIN: 00201205), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri Aroon Raman as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.

Date: 16.09.2014


CHAIRMAN 16/9/14

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Announcement

The Company is pleased to announce that Sri S Viji, Chairman, declared that the Ordinary Resolutions, as circulated in the Postal Ballot Notice dated 28.07.2014, were carried with requisite majority.

Ordinary Resolution for appointment of Sri P N Venkatachalam:

6,23,05,266 votes (including 4,38,16,292 votes electronically) were cast in favour of the resolution (99.98%) and 11,505 votes (including 840 votes electronically) against (0.02%). 17 Postal Ballot Forms were invalid.

Ordinary Resolution for appointment of Sri S Prasad:

6,22,97,904 votes (including 4,38,16,144 votes electronically) were cast in favour of the resolution (99.99%) and 6,793 votes (including 988 votes electronically) against (0.01%). 17 Postal Ballot Forms were invalid. 1 interested Member abstained.

Ordinary Resolution for appointment of Sri Aroon Raman:

5,82,33,700 votes (including 4,09,89,086 votes electronically) were cast in favour of the resolution (94.26%) and 35,45,876 votes (including 28,28,046 votes electronically) against (5.74%). 17 Postal Ballot Forms were invalid. 1 interested Member abstained.

Chennai
16.09.2014



For Sundaram Finance Limited
P Viswanathan
Secretary & Compliance Officer

Sundaram Finance Limited

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