

SUNDARAM FINANCE HOLDINGS LIMITED
21, PATULLOS ROAD, CHENNAI - 600002

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON
MONDAY, THE 13TH MARCH 2023 AT 5.00 P.M FOR DECLARATION OF
RESULTS OF E-VOTING THROUGH POSTAL BALLOT.

PRESENT:

Chairman for the Proceedings	Sri S Ravi, CEO
Scrutinizer	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
Secretary & Compliance Officer	Sri S Kalyanaraman
Representative of RTA	Mrs. R. Komalavalli, Senior Manager

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 12th March 2023 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs circular no.11/2022 dated 28th December 2022. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:

1. Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Ms Priyamvada Ramkumar holding (DIN: 07878808), as Independent Non- Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April 2023.



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Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	322	138583495
E-Votes in favour of the Resolution	312	138578637
E-Votes against the Resolution	10	4858
% of E-Votes in favour		99.996

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 02nd February 2023, was carried with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV of the Companies Act, 2013, Regulation 16 (1) (b) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Ms. Priyamvada Ramkumar (DIN: 07878808) be and is hereby appointed as Independent Non-Executive Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 01st April 2023.

FURTHER RESOLVED THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

(Signature)



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2. Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot to appoint Sri Sriram Viji holding (DIN: 03630636), as a Non Independent Non-Executive Director of the Company, liable to retire by rotation, with effect from 01st April 2023.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	309	128400405
E-Votes in favour of the Resolution	297	128392085
E-Votes against the Resolution	12	8320
% of E-Votes in favour		99.994

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 02nd February 2023, was carried with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder and read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Sri Sriram Viji (DIN: 03630636), be and is hereby appointed as a Non Independent Non-executive Director, liable to retire by rotation, with effect from 01st April, 2023.

FURTHER RESOLVED THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

Place: Chennai

Date: 13.03.2023


CHAIRMAN

