

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

MINUTES OF THE PROCEEDINGS OF THE MEETING HELD AT THE REGISTERED OFFICE ON MONDAY, THE 20TH DECEMBER 2021 AT 5.00 P.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.

PRESENT:

Chairman	Sri S. Ravi, Chief Executive Officer
Scrutinizer	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
Secretary & Compliance Officer	Sri P.N. Srikant
Representative of RTA	Mrs. R. Komalavalli, Senior Manager

Sri T.K. Bhaskar, Scrutinizer, stated that the Company had extended the facility of e-voting to its members for the resolution to be passed through postal ballot, in compliance with the Ministry of Corporate Affairs Circular dated 23rd June 2021. He also stated that the postal ballot through e-voting 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 Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act, Regulations 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment of Sri S. Prasad, Independent Director for a term upto 15th February 2024:

Particulars	E-voting	
	Number of Shareholders	Number of Shares
Total Number of Votes	294	144359079
Less: Invalid Votes	-	-
Total Number of Valid Votes	294	144359079
Votes in favour of the Resolution	277	134894407
Votes against the Resolution	17	9464672
% of Votes in favour		93.4437
Related Parties Abstained from Voting	3	47140

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The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 12th November 2021, was carried with the requisite majority:

RESOLVED that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulations 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulatory provisions, Sri S. Prasad (DIN - 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 15th February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 2 (two) consecutive years up to 15th February 2024, not liable to retire by rotation, notwithstanding that he would be attaining the age of seventy five years during the continuity of his term.

2. Special Resolution under Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment of Ms. Shobhana Ramachandhran, Independent Director for a term upto 15th February 2026:

Particulars	E-voting	
	Number of Shareholders	Number of Shares
Total Number of Votes	294	143855065
Less: Invalid Votes	-	-
Total Number of Valid Votes	294	143855065
Votes in favour of the Resolution	276	134390391
Votes against the Resolution	18	9464674
% of Votes in favour		93.4207
Related Parties Abstained from Voting	2	529214

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 12th November 2021, was carried with the requisite majority:

RESOLVED that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable regulatory provisions, Ms. Shobhana Ramachandhran (DIN - 00273837), Independent Director, whose first

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term of office as Independent Director of the Company is coming to a close on 15th February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 4 (four) consecutive years up to 15th February 2026, not liable to retire by rotation.

3. Special Resolution under Sections 149,152 of the Companies Act, 2013, read with the Rules framed thereunder, Schedule IV to the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for re-appointment of Sri R. Venkatraman, Independent Director for a term upto 15th February 2027:

Particulars	E-voting	
	Number of Shareholders	Number of Shares
Total Number of Votes	296	144384279
Less: Invalid Votes	-	-
Total Number of Valid Votes	296	144384279
Votes in favour of the Resolution	279	144345935
Votes against the Resolution	17	38344
% of Votes in favour	99.9734	
Related Parties Abstained from Voting	1	587

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 12th November 2021, was carried with the requisite majority:

RESOLVED that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable regulatory provisions, Sri R. Venkatraman (DIN - 07119686), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 15th February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 15th February 2027, not liable to retire by rotation.

4. Ordinary Resolution under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 2(76) and Section 188 of the Companies Act, 2013, Rules framed thereunder, for sale of shares held in Sundaram Clayton Limited to T. V. Sundram Iyengar & Sons Private Limited:



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Particulars	E-voting	
	Number of Shareholders	Number of Shares
Total Number of Votes	240	51979871
Less: Invalid Votes	-	-
Total Number of Valid Votes	240	51979871
Votes in favour of the Resolution	215	51752346
Votes against the Resolution	25	227525
% of Votes in favour		99.5623
Related Parties Abstained from Voting	61	93033739

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 12th November 2021, was carried with the requisite majority:

RESOLVED that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 2(76) and Section 188 of the Companies Act, 2013, Rules framed thereunder and other applicable regulatory provisions, the consent of the Company be and is hereby accorded for the material related party transaction arising out of the proposed sale of at least 0.80% but not exceeding 1.50% stake (i.e., at least 1,61,857 equity shares but not exceeding 3,03,482 equity shares of ₹5/- each) held by the Company in the share capital of Sundaram Clayton Limited, to T.V. Sundram Iyengar & Sons Private Limited, Madurai, in the form of an inter-se transfer through the block deal window mechanism of the stock exchange(s) or any other mechanism that may be permitted under the regulatory framework, at the applicable price on the date of execution of the transaction.

Place: Chennai

Date: 20-12-2021



CHAIRMAN