



SEC:41:18-19/SK
July 18, 2018

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 (E), Mumbai 400 051

Dear Sir,

Sub: Proceedings of AGM – 24th AGM held on 18th July 2018

Ref: Reg. 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose a copy of the proceedings of our 24th Annual General Meeting held on 18th July 2018.

Thanking you,

Yours truly,
for Sundaram Finance Holdings Limited

P N Srikant
Secretary & Compliance Officer

SUNDARAM FINANCE HOLDINGS LIMITED
21, PATULLOS ROAD, CHENNAI – 600 002

MINUTES OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUNDARAM FINANCE HOLDINGS LIMITED HELD AT KASTURI SRINIVASAN BUILDING (MINI HALL – THE MUSIC ACADEMY), NEW NO.168, OLD NO.306, T.T.K. ROAD, CHENNAI 600014, ON WEDNESDAY, THE 18TH JULY 2018 BETWEEN 10.00 A.M. AND 11.00 A.M.

PRESENT:

| | | |
|---------|---|------------------------------|
| MEMBERS | : | 1,092 |
| PROXIES | : | 10 (representing 25 members) |
| | | ----- |
| | | 1,102 |
| | | ----- |

| | |
|---|---------------------------|
| Chairman | Sri S. Viji |
| Directors | Sri R. Venkatraman |
| | Ms Shobhana Ramachandhran |
| | Sri S. Prasad |
| | “ T.T. Srinivasaraghavan |
| | “ Harsha Viji |
| Chief Executive Officer | “ Paramesh Krishnaier |
| Chief Financial Officer | “ T. Kailasapathy |
| Secretary & Compliance Officer | “ P.N. Srikant |
| Statutory Auditor | “ K. Venkatakrishnan |

Sri S. Viji occupied the Chair and called the meeting to order.

With the permission of the members, notice of the meeting was taken as read.

The Secretary informed the shareholders that the Auditors' Report on the accounts for the year ended 31st March 2018, being an unqualified one (clean report), was not required to be read out at the Annual General



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Meeting as per the provisions of Section 145 of the Companies Act, 2013.

The following are the highlights of the speech delivered by Sri S. Viji, Chairman:

- Pursuant to the Order of NCLT dated 12th January 2018, non-financial services businesses and investments of Sundaram Finance Limited (SFL) were demerged into the Company. As a result, all the shareholders of SFL were allotted shares of face value of Rs.5/- in the Company on a 1:1 basis and the equity shares of the Company were listed on the NSE on 26th March 2018.
- India has emerged as one of the fastest growing major economies in the world as per the IMF.
- India's GDP is estimated to have grown by 6.6% in 2017-18 and most estimates suggest that the Indian economy is likely to grow at 7.3% in 2018-19.
- Retail inflation, measured by changes in the consumer price index (CPI), which averaged to 3.6% during 2017-18, has risen steadily and stood at 4.9% in May 2018. The wholesale price index (WPI) based inflation, which averaged 2.9% for 2017-18, increased to 4.4% in May 2018.
- Growth in the automotive sector was muted during early 2017-18, primarily due to three major developments - demonetisation, changeover to the BS IV emission norms and implementation of GST. The industry settled down during the second quarter of the financial year and a normal monsoon, coupled with the

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Government's focus on infrastructure, and improved rural sentiments led to a strong comeback for the automotive sector. The growth momentum is expected to continue in 2018-19.

- As per a recent report by CRISIL, the components industry is expected to grow at 12-14% over a high base during the current year, driven by demand from domestic manufacturers across vehicle segments.
- Auto component makers are estimated to have incurred higher capital expenditures in FY 2018 and this is expected to continue on account of the government's decision to implement BS-VI norms from 1st April 2020.
- The Company's revenue, after considering the effects of the demerger, was ₹74.38 cr., which included a revenue of ₹57.00 cr. from investments and ₹13.50 cr. from business operations.
- The profit after tax for the year was ₹54.43 cr. and the company's net worth stood at ₹325.83 cr. as on 31.03.2018. The consolidated profit after tax and net worth for the year stood at ₹124.44 cr. and ₹833.59 cr. respectively.
- Pursuant to the demerger, the Company holds investments in 17 portfolio companies as at 31.03.2018 and the total cost of these investments is ₹118.89 cr. The underlying net worth of these investments as at 31.03.2018 was ₹932.61 cr.
- The revenue earned from the shared services business during the year was ₹13.50 cr.



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- Sundaram Business Services Limited earned a total revenue of ₹30.05 cr. and reported a profit after tax of ₹6.56 cr. (PY ₹1.22 cr.).
- Sundaram BPO India Limited earned a total revenue of ₹8.65 cr. and reported a loss after tax of ₹1.60 cr. (PY ₹0.42 cr.).
- Directors recommended a dividend of ₹1.50 per share (30% on the face value of ₹5/- per share) for the financial year ended 31st March 2018, on the paid-up capital of ₹75.55 cr. The total pay-out, including dividend tax of ₹4.66 cr., would amount to ₹27.33 cr.
- The accounts for the financial year 2018-19 will be drawn up in accordance with the Indian Accounting Standards (IND AS), notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015.

After delivering his speech, Chairman informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facilities to the shareholders.

Chairman advised the shareholders that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well.

The queries raised by the members were replied to by the Chairman, Sri T.T. Srinivasaraghavan and Sri Harsha Viji, Directors.



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Chairman announced that those members who had not exercised their votes through remote e-voting could do so through the physical ballot paper in Form MGT 12 which was available in the Hall with the volunteers.

After conclusion of Poll, Chairman announced that the final results of the voting (after consolidating the result of remote e-voting, postal ballot and poll) would be announced to the Stock Exchange and on the website of the Company within 48 hours of the conclusion of the AGM.

The final results of the voting and the resolutions passed are as under:

1. ADOPTION OF ACCOUNTS – ORDINARY RESOLUTION

| | Total (E-voting and Poll) |
|-----------------------------------|--------------------------------------|
| Number of valid votes received | 10,52,60,998 |
| Votes in favour of the Resolution | 10,52,60,986 |
| Votes against the Resolution | 12 |
| Votes in favour | 99.99999% |

“**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2018 and the Board’s and Auditors’ Reports thereon, be and are hereby approved and adopted”

2. DECLARATION OF DIVIDEND – ORDINARY RESOLUTION

| | Total (E-voting and Poll) |
|-----------------------------------|--------------------------------------|
| Number of valid votes received | 10,52,60,998 |
| Votes in favour of the Resolution | 10,52,60,986 |
| Votes against the Resolution | 12 |
| Votes in favour | 99.99999% |



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“**RESOLVED** that a dividend of ₹1.50 per share (30% on the face value of ₹5/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2018 on the paid-up capital of ₹75.55 cr. and the same be paid to shareholders whose names stand on the Register of Members of the Company on 5th July 2018 and that the dividend amount of ₹22.67 cr. representing the said dividend of ₹1.50 per share (30% on the face value of ₹5/-) be paid out of the profits for the year 2017-18.”

**3. RE-ELECTION OF SRI HARSHA VIJI AS DIRECTOR –
ORDINARY RESOLUTION**

| | Total (E-voting and Poll) |
|-----------------------------------|--------------------------------------|
| Number of valid votes received | 5,48,47,886 |
| Votes in favour of the Resolution | 5,48,47,554 |
| Votes against the Resolution | 332 |
| Votes in favour | 99.99939% |

“**RESOLVED** that Sri Harsha Viji (holding DIN: 00602484), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

**4. RATIFICATION OF APPOINTMENT OF STATUTORY
AUDITORS OF THE COMPANY– ORDINARY RESOLUTION**

| | Total (E-voting and Poll) |
|-----------------------------------|--------------------------------------|
| Number of valid votes received | 10,52,60,998 |
| Votes in favour of the Resolution | 10,47,96,376 |
| Votes against the Resolution | 4,64,622 |
| Votes in favour | 99.55860% |

“**RESOLVED** that pursuant to the amendments to Section 139(1) of the Companies Act, 2013 and Rule 3(7) of the Companies (Audit and



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Auditors) Rules, 2014, the appointment of M/s. R.G.N. Price & Co, Chartered Accountants, Chennai (Regn. No. 002785S), made at the 23rd Annual General Meeting as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting, be and is hereby ratified with effect from the conclusion of the 24th Annual General Meeting until the conclusion of the 28th Annual General Meeting.”

“**FURTHER RESOLVED** that the remuneration payable to M/s. R.G.N. Price & Co, Chartered Accountants, Chennai, towards statutory audit, tax audit and certification, apart from GST and reimbursement of travelling and other out-of- pocket expenses incurred by them, may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, for the period commencing from the conclusion of the 24th Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company.”

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS – ORDINARY RESOLUTION

| | Total (Postal Ballot, E-voting and Poll) |
|-----------------------------------|---|
| Number of valid votes received | 4,88,81,797 |
| Votes in favour of the Resolution | 4,83,62,309 |
| Votes against the Resolution | 5,19,488 |
| Votes in favour | 98.93726% |

“**RESOLVED** that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 188 of the Companies Act, 2013 and Rules framed



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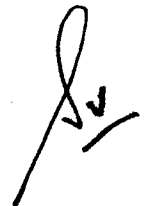
thereunder, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, subject to the limits specified therein, in respect of services to be rendered and/or space to be let out, as well as services to be availed, if any, by the Company, every year, commencing from the financial year 2018-19:

| Sl. No | Name of the Related Party | Limit Per Financial Year (₹ in cr.) |
|--------|--|-------------------------------------|
| 1. | Sundaram Finance Limited | 20 |
| 2. | Royal Sundaram General Insurance Co. Limited | 15 |

“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

6. APPROVAL OF PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS

| | Total (Postal Ballot, E-voting and Poll) |
|-----------------------------------|---|
| Number of valid votes received | 10,08,02,162 |
| Votes in favour of the Resolution | 10,07,75,756 |
| Votes against the Resolution | 26,406 |
| Votes in favour | 99.97380% |



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“RESOLVED that pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 197 and other applicable provisions of the Companies Act, 2013, the Company be and is hereby authorised to pay remuneration by way of commission to the Non-Executive Directors upto 1% of the net profits of the Company, commencing from the financial year 2018-19.

FURTHER RESOLVED that the Board of Directors may, at its discretion, decide the quantum of remuneration by way of commission within the above limit and distribute the same amongst the eligible Directors in such proportion and in such manner, as may be decided, from time to time.”

With a vote of thanks, the meeting concluded.

Place: Chennai

Date: 18-07-2018



CHAIRMAN