

SEC:040:19-20/GN

July 15, 2019

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 – 25th AGM held on 15th July 2019

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 25th Annual General Meeting held on 15th July 2019.

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 25TH 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 MONDAY, THE 15TH JULY 2019 BETWEEN 10.00 A.M. AND 11.15 A.M.

PRESENT:

MEMBERS	:	900
PROXIES	:	11 (representing 19 members)

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Chairman	Sri T.T. Srinivasaraghavan
Directors	Sri R. Venkatraman
	Sri S. Prasad
	Ms Shobhana Ramachandhran
	Sri Srivats Ram
	" Harsha Viji
Chief Executive Officer	" Paramesh Krishnaier
Chief Financial Officer	" V. Vaasen
Secretary & Compliance Officer	" P.N. Srikant
Statutory Auditor	" K. Venkatakishnan

Sri T.T. Srinivasaraghavan 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 2019, being an unqualified one



(clean report), was not required to be read out at the Annual General Meeting as per the provisions of Section 145 of the Companies Act, 2013.

The following are the highlights of the speech delivered by Sri T.T. Srinivasaraghavan, Chairman:

- Pursuant to the Order of the National Company Law Tribunal dated 22nd April 2019, the amalgamation of Sundaram BPO India Limited (SBIL) with Sundaram Business Services Limited (SBSL), both wholly owned subsidiaries of the Company, was completed during the year.
- 2018-19 was a difficult year for most of the world's major economies and India was no exception. Capital markets remained volatile even though the NIFTY registered a growth of 14% during the year. Overall bank credit is reported to have grown at 12.3% in FY19, but industrial credit grew by only 7% and small and medium enterprises even lower.
- The NBFC sector and the wider financial markets witnessed considerable turbulence, with the default of AAA rated IL&FS in August 2018. This was followed by a few more downgrades of NBFCs and Housing finance companies, as a result of which, liquidity for the NBFC sector, particularly the smaller players, was severely constricted, which in turn affected the flow of credit to the MSME sector.
- The automotive industry was one of the hardest hit, with revised axle load norms, increasing fuel prices, withdrawal of several NBFCs from the market, and a plethora of other factors affecting sales. Vehicle

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sales growth has been feeble for nearly nine months now, virtually across the board.

- Looking ahead, most economic indicators seem to indicate a slowing growth momentum.
- Sales of Medium and Heavy Commercial vehicles and Passenger cars/SUVs have fallen sharply in Q1 2019-20, by 16 and 18 % respectively. Most economic commentaries seem to point to a challenging year ahead for the economy in general and the automotive sector in particular.
- The auto sector will have to transition to stricter Bharat Stage 6 (BS VI) emission norms from 1st April 2020. The resultant increase in the prices of vehicles is expected to drive some pre-buying, though there are divergent views on the subject. This, coupled with the Government's increased investments in infrastructure as well as a favourable monsoon could partially mitigate the problem of falling sales, which would be a boon for our portfolio companies, given their overwhelming dependence on the automotive sector.
- The Company's revenue for the financial year 2018-19 was ₹120.71 cr. (PY ₹75.59 cr.), which included a revenue of ₹81.99 cr. from investments and ₹36.76 cr. from business operations.
- The profit after tax for the year was ₹84.93 cr. (PY ₹54.40 cr.) and the company's net worth stood at ₹1769.93 cr. as on 31.03.2019. The consolidated profit after tax and net worth for the year stood at ₹137.46 cr. and ₹2365.62 cr. respectively.



- The revenue earned from the shared services business during the year was ₹22.74 cr.
- Sundaram Business Services Limited earned a total revenue of ₹42.25 cr. and reported a profit after tax of ₹3.59 cr. (PY ₹6.56 cr.). The figures relating to SBSL for the current financial year were not strictly comparable with those of the previous years, since the accounts of SBSL for the financial year ended 31st March 2019 had been prepared after giving effect to the Scheme of Amalgamation.
- The Board of Directors recommended a dividend of ₹1.75 per share (35% on the face value of ₹5/- per share) for the financial year ended 31st March 2019, on the paid-up capital of ₹75.55 cr. The total pay-out, including dividend tax of ₹5.44 cr., would amount to ₹31.88 cr.

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 and Sri Harsha Viji, Director and Chief Financial Officer.

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	9,34,22,901
Votes in favour of the Resolution	9,34,22,320
Votes against the Resolution	581
Votes in favour	99.9994%

“RESOLVED that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2019 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	9,34,22,901
Votes in favour of the Resolution	9,34,22,320
Votes against the Resolution	581
Votes in favour	99.9994%

“RESOLVED that a dividend of ₹1.75 per share (35% on the face value of ₹5/-), as recommended by the Directors, be and is hereby declared for



the year ended 31st March 2019 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 1st July 2019 and that the dividend amount of ₹26.44 cr. representing the said dividend of ₹1.75 per share (35% on the face value of ₹5/-) be paid out of the profits for the year 2018-19.”

**3. RE-ELECTION OF SRI T.T. SRINIVASARAGHAVAN DIRECTOR
 – ORDINARY RESOLUTION**

	Total (E-voting and Poll)
Number of valid votes received	9,20,99,053
Votes in favour of the Resolution	9,20,98,472
Votes against the Resolution	581
Votes in favour	99.9994%

“**RESOLVED** that Sri T.T. Srinivasaraghavan (holding DIN: 00018247), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

**4. RE-CLASSIFICATION OF ‘PERSON BELONGING TO THE
 PROMOTER GROUP’ AS PUBLIC – ORDINARY RESOLUTION**

	Total (E-voting and Poll)
Number of valid votes received	9,29,54,098
Votes in favour of the Resolution	9,29,53,277
Votes against the Resolution	821
Votes in favour	99.9991%

“**RESOLVED** that pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for the re-classification of the status of Sri

Barath Rengarajan, person belonging to the promoter group, as public.”

“**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 necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the stock exchange(s) and take all other steps in this regard.”

5. APPOINTMENT OF SRI SRIVATS RAM AS A DIRECTOR – ORDINARY RESOLUTION

	Total (Postal Ballot, E-voting and Poll)
Number of valid votes received	9,34,22,901
Votes in favour of the Resolution	9,34,22,080
Votes against the Resolution	821
Votes in favour	99.9991%

“**RESOLVED** that Sri Srivats Ram (holding DIN: 00063415) be and is hereby appointed as a Director of the Company, liable for retirement by rotation.”

6. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO SR R. VENKATRAMAN, INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

	Total (Postal Ballot, E-voting and Poll)
Number of valid votes received	9,34,22,901
Votes in favour of the Resolution	9,34,22,076
Votes against the Resolution	825
Votes in favour	99.9991%

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“RESOLVED that pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 197 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for payment of remuneration in the form of commission of ₹5.00 lakhs to Sri R. Venkatraman, Independent Director, for the financial year 2018-19.

“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 necessary, proper or expedient for the purpose of giving effect to this resolution.”

With a vote of thanks, the meeting concluded.

Place: Chennai
Date: 15-07-2019


CHAIRMAN