

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

**MINUTES OF THE PROCEEDINGS OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUNDARAM FINANCE HOLDINGS LIMITED HELD THROUGH VIDEO CONFERENCING, ON FRIDAY, THE 14<sup>TH</sup> JULY 2023 BETWEEN 10.00 A.M. AND 11.00 A.M.**

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**PRESENT:**

MEMBERS*	:	105
PROXIES	:	-
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\* includes Directors and Key Management Personnel who were present in person at a central location

<b>Chairman</b>	Sri Harsha Viji
<b>Directors</b>	" R. Venkatraman
	" S. Prasad
	Ms. Shobhana Ramachandhran
	Sri Srivats Ram
	" Ananth Ramanujam
	" Sriram Viji
<b>Chief Executive Officer</b>	" S. Ravi
<b>Chief Financial Officer</b>	" I.S. Suresh
<b>Secretary &amp; Compliance Officer</b>	" S. Kalyanaraman
<b>Statutory Auditor</b>	" K. Venkatakrisnan, Partner, R.G.N. Price & Co, Chartered Accountants, Chennai
<b>Secretarial Auditor</b>	" A. Kalyana Subramaniam
<b>Scrutinizer</b>	" T.K. Bhaskar, Partner, HSB Partners

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

The Chairman informed that Ms. Priyamvada Ramkumar, one of the Director could not attend the meeting due to unavoidable circumstances



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

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 31<sup>st</sup> March 2023, 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 Harsha Viji, Chairman:

- The Indian economy, appears to have moved on after its encounter with the pandemic, staging a recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Statistics place real domestic product (GDP) growth at 7% for FY 2023, which is higher than almost all major economies in the world. This growth was driven primarily by private consumption and investment.
- As the Global Economy was recovering from the pandemic induced output contraction, the Russia-Ukraine conflict which broke out in February 2022, triggered a swing in commodity prices and, thus, accelerating existing inflationary pressures. This resulted in India's inflation increasing to 6.7% during FY 2023 as compared to 5.5% in FY 2022.
- Your company generates a significant portion of its income from dividend flows from the portfolio companies that are engaged in the automotive sector.
- After facing the challenges like disruption caused by the pandemic, semi-conductor chip shortages, supply chain

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disruptions, the automotive sector witnessed growth across all segments during FY 2023.

- During FY 2023, the domestic automotive industry continued to witness multiple trends at play across segments such as increased consumer confidence and recovery in demand, electrification of powertrain, increasing digitalisation, supply chain recalibration and moderation in exports. Escalating geopolitical tensions and rising inflation during early FY 23 resulted in sharp commodity price increases and cast a shadow on the pace of global recovery. Nevertheless, the domestic automotive industry witnessed a healthy revival in demand, aided by a recovery in economic activity and increased mobility. Government focus on road and infrastructure development, increasing levels of disposable income, rapid urbanisation and a large, young and aspiring population continue to remain key drivers for medium-term automotive demand.
- Demand for passenger vehicles, commercial vehicles and tractors remained healthy while two-wheeler volume growth lagged and remained 25 percent below pre-Covid peak levels. Passenger vehicles posted record sales in FY 2023 with a 27 percent YoY growth and surpassed pre-pandemic peak levels despite lingering effects of supply chain constraints and semiconductor shortages. This growth in passenger vehicles was primarily driven by increased customer preference for UVs and a shift from compact cars to compact UVs.
- Despite rising interest rates during the year and the increased costs of vehicles owing to stricter emission norms and safety

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norms, the demand recovery continued for commercial vehicles with volumes rapidly approaching pre-pandemic peak levels. Rising truck utilization has been crucial for firm freight rates and improved demand for the truck segment. Demand grew at 27 percent growth in LCVs and 49 percent in MHCVs driven by increased activity in roads, construction, housing as well as rising e-com penetration and increased focus on last-mile connectivity. High frequency indicators such as E-way bills, GST collections, electricity consumption, manufacturing PMI and mobility indicators corroborated the strength underpinning the CV demand recovery. Tractor sales hit a new peak in FY2023 driven by normal monsoons, improved farm incomes and higher construction activity.

- The outlook for 2023-24 is of continued recovery in vehicle sales, primarily led by gradual easing of supply-side constraints, easing inflationary pressures viz., on industrial commodities. Domestic industry growth is estimated at mid-to high single digit levels in the incoming year across various automotive segments. The moderation in growth rates stem from a high base of the previous year as well as the lagged impact of rate hikes and vehicle price increases on demand. Export prospects could remain weak due to forex restrictions in certain key markets, curtailing export volumes viz., for 2-wheelers. Expected economic growth of 6 percent, increased budget allocation towards infrastructure spending and improving truck operator profitability should support demand growth in CVs. Passenger vehicle segment, despite challenges of long delivery times, is expected to sustain growth rates viz., in the UV segment, with a slew of launches expected from various players.



- As part of the strategy to consolidate its holdings in the portfolio companies, your Company made portfolio investments to the tune of Rs 22.03 Cr to increase its shareholding in India Motor Parts & Accessories Limited, Wheels India Limited, and Transenergy Private Limited.
- Further, during the financial year 2022-23, your Company disinvested a part of its stake in Sundaram Clayton Limited by 2.25% for a consideration of Rs 235 Cr.
- The Company has various investments in associates which were valued at Cost (Number of associates increased in FY 23 to 11 from 7 in FY 20). As Cost method of valuation may not fully disclose the intrinsic value of those investments, the Company has changed its accounting policy for valuation of its investments in associates from Deemed Cost basis to Fair Value Through Other Comprehensive Income (FVTOCI) basis during the current year.
- The Company believes that this change to FVTOCI will provide more reliable and relevant information to the users of financial statements about its value of investments on an on-going basis.
- The increase in Fair Value on account of change in accounting policy is ₹2059.12 cr and the Net impact in Other Comprehensive Income is ₹1677.48 cr
- Consolidated profit for the year ended 31st March 2023 went up 47.83% to ₹237.55 crores, as compared to ₹160.69 crores registered in the corresponding period of the last financial year.



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

- Standalone profit after tax for the year was ₹94.75 cr, an increase of 102% as compared to last year's revenue of ₹46.91 cr. Main reason being, dividend received from portfolio companies increased by 138% to ₹ 97.44 cr, as compared to ₹ 40.90 Cr during last year.
- Brakes India Private Limited earned a revenue of ₹6,685.51 cr. for the year ended 31st March, 2023 as against ₹5,161.46 cr. earned during the previous financial year. The profit after tax for the year was ₹465.63 cr. as against ₹322.88 cr. in the previous year.
- Turbo Energy Private Limited earned a revenue of ₹2,443.41 for the year ended 31st March, 2023 as against ₹1,734.34 cr. earned during the previous financial year. The profit after tax for the year was ₹ 228.20 cr. as against ₹164.90 cr. in the previous year.
- Axles India Limited earned a revenue of ₹745.93 cr for the year ended 31st March, 2023 as against ₹572.37 cr. earned during the previous financial year. The profit after tax for the year was ₹ 52.64 cr. as against ₹33.83 cr. in the previous year.
- Wheels India Limited earned a revenue of ₹4,355.56 cr for the year ended 31st March, 2023 as against ₹3,701.07 cr. earned during the previous financial year. The profit after tax for the year was ₹ 65.17 cr. as against ₹79.79 cr. in the previous year.
- Dunes Oman LLC (FZC) earned a revenue for the year stood at ₹293.18 cr. as against ₹231.05 cr. in the previous year, while the profit after tax for the year was ₹ 30.36 cr. as against ₹25.52 cr. in the previous year.

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

- India Motor Parts and Accessories Limited earned a revenue of ₹ 737.97 cr., as against ₹643.07 cr. in the previous year. The profit after tax for the year stood at ₹73.67 cr. as against ₹56.81 cr., for the corresponding period in the previous year.
- Sundaram Dynacast Private Limited earned a revenue of ₹150.19 cr. for the year ended 31st March 2023 as against ₹116.72 cr. in the previous year. The profit after tax for the year ended 31st March 2023 was ₹17.88 cr. as against ₹ 13.71 cr. in the previous year.
- The revenue earned from the shared services business during the year 2022-23 was ₹13.62 cr.
- Sundaram Business Services Limited, your Company's wholly owned subsidiary, earned a total revenue of ₹46.15 cr. and reported a profit after tax of ₹15.01cr. (PY ₹7.80 cr.).
- A portion of the profits earned on dis-investment of our stake in some portfolio companies is being distributed to the shareholders as Special Dividends.
- In February 2023 your company paid ₹1.50/- per share (30% on the face value of ₹ 5/-) and is pleased to recommend one more special dividend of ₹1.00/- per share (20% on the face value of ₹ 5/-) , subject to approval of the shareholders at the AGM. With, this the total Special Dividend works out to ₹2.50/- per share (50% on the face value of ₹ 5/-), for the financial year 2022-23, as against a Special Dividend of ₹ 1.75/ – per share (35%) paid during the previous financial year.

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

- In addition to the special dividends, Your Company is pleased to recommend a Final Dividend of ₹1.50/- per share (30% on the face value of ₹5/-), subject to the approval of the Shareholders at the AGM, as against ₹1.00/- per share (20% on the face value of ₹5/-) paid during the previous financial year.
- The total dividend for the year 2022-23 works out to ₹4.00/- per share (80% on the face value of ₹5/-) on the paid-up capital of ₹111.05 crs, as against ₹2.75/- per share (55% on the face value of ₹5/-) paid during the previous financial year.

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 the facility of remote e-voting and e-voting at the meeting 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 at the meeting, were replied to, by Sri Harsha Viji Chairman and Sri Suresh I S Chief Financial Officer.

Chairman announced that those members who had not exercised their votes through remote e-voting could do so through e-voting upto the conclusion of the meeting.

Chairman announced that the final results of the voting (after consolidating the result of remote e-voting and e-voting at the time of the meeting) would

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be announced to the Stock Exchange and on the website of the Company within two working days of the conclusion of the AGM.

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

**1. ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2022-23 –  
ORDINARY RESOLUTION**

Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316031
Votes against the Resolution	77
Votes in favour as a percentage of total number of valid votes cast	99.9999

**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2023 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.

**2. DECLARATION OF FINAL AND SPECIAL DIVIDEND – ORDINARY  
RESOLUTION**

Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316031
Votes against the Resolution	77
Votes in favour as a percentage of total number of valid votes cast	99.9999

**RESOLVED** that a final 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 financial year ended 31st March 2023 on the paid-up capital of ₹111.05 cr. and that the dividend amount of ₹33.31cr.

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representing the said final dividend of ₹1.50/- per share (30% on the face value of ₹5/-) be paid out of the profits for the year 2022-23.

**FURTHER RESOLVED** that a special dividend of ₹1.00/- per share (20% on the face value of ₹5/-) as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2023 on the paid-up capital of ₹111.05 cr., making with special dividend of ₹1.50/- per share (30% on the face value of ₹5/-) paid on 27<sup>th</sup> February 2023, a total special dividend of ₹2.50 per share (50% on the face value of ₹5/-) for the year 2022-23 and that the total special dividend of ₹2.50 per share (50% on the face value of ₹5/-) be paid out of the Retained Earnings - Profit and Loss Account for the year ended 31<sup>st</sup> March 2023.

**FURTHER RESOLVED** that the final dividend of ₹1.50/- per share, together with the special dividend of ₹1.00/- per share, be paid to the shareholders, whose names stand on the Register of Members of the Company on 03<sup>rd</sup> July, 2023.

**3. RE-ELECTION OF SRI HARSHA VIJI ( DIN 00602484) THE RETIRING DIRECTOR – ORDINARY RESOLUTION**

Particulars	Total
Number of valid votes received	218
Votes in favour of the Resolution	123790322
Votes against the Resolution	3244
Votes in favour as a percentage of total number of valid votes cast	99.9974

**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. RE- APPOINTMENT OF SRI S RAVI AS A MANAGER UNDER THE COMPANIES ACT, 2013 – ORDINARY RESOLUTION**

Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316028
Votes against the Resolution	80
Votes in favour as a percentage of total number of valid votes cast	99.9999

“**RESOLVED** that, in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Act, the Company hereby accords its approval and consent to the appointment of Sri S. Ravi, as Manager under the Companies Act, 2013, to be designated as Chief Executive Officer, for a period of one (1) year with effect from 19th May 2023 and for the payment of remuneration to him for his services as Manager, as set out hereunder:”

<b>BASIC SALARY</b>	₹2,66,276/- per month.
<b>HOUSE RENT ALLOWANCE</b>	Subject to a ceiling of 60% of Basic Salary in accordance with the Rules of the Company.
<b>COMMISSION / MERIT BONUS</b>	As may be determined by the Nomination and Remuneration Committee/Board of Directors.
<b>PERQUISITES</b>	As detailed in Annexure, the annual value of which will be limited to a ceiling of 100% of Basic Salary.
<b>MINIMUM REMUNERATION</b>	Where in any financial year, during the currency of tenure of the Manager, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, merit bonus and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

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**5. MATERIAL RELATED PARTY TRANSACTIONS – ORDINARY RESOLUTION**

Particulars	Total
Number of valid votes received	123
Votes in favour of the Resolution	14433367
Votes against the Resolution	204769
Votes in favour as a percentage of total number of valid votes cast	98.6011

A. **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 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 Sundaram Finance Limited, subject to the limit of ₹20 cr., 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, from the conclusion of this meeting till the conclusion of the 30<sup>th</sup> Annual General Meeting to be held during the year 2024.

**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.

B. **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 thereunder, and the Core Investment Companies (Reserve Bank) Directions, 2016, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make



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

investments from time to time in equity shares, preference shares, bonds, debentures or other permitted securities to be issued by subsidiaries, associates and other group companies, and also acquisitions from one or more of the existing shareholders in those companies and dis-investments of shares held by the Company to associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. and individual investment(s) in any one such group company not exceeding ₹100 cr., from the conclusion of this meeting till the conclusion of the 30th Annual General Meeting to be held during the year 2024.

**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.

With a vote of thanks, the meeting concluded.

Place: Chennai  
Date: 14.07.2023

  
**CHAIRMAN**

**Report of Scrutinizer for the Resolutions Passed at the 29<sup>th</sup> Annual General Meeting of  
Sundaram Finance Holdings Limited**

To  
Sri Harsha Viji  
Chairman  
Sundaram Finance Holdings Limited  
21 Patullos Road  
Chennai 600 002

**29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited held on Friday, the 14<sup>th</sup> July 2023 at 10:00 A.M. IST through Video Conferencing.**

I, T K Bhaskar, appointed as Scrutinizer for the purpose of conducting the remote e-voting and e-voting at the meeting on the below mentioned resolutions in a fair and transparent manner at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sundaram Finance Holdings Limited, held on Friday, the 14<sup>th</sup> July 2023 at 10:00 A.M IST through Video Conferencing, submit my report as under:

1. The Company had engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities, enabling the members to cast their votes electronically in a secure manner.
2. The remote e-voting commenced on Sunday, the 09<sup>th</sup> July 2023 (9:00 A.M.) and ended on Thursday, the 13<sup>th</sup> July 2023 (5:00 P.M.).
3. I ensured the closure of the remote e-voting process on 13<sup>th</sup> July 2023 at 5:00 P.M and e-voting at the meeting on 14<sup>th</sup> July 2023 at 11.00 A.M. Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents.
4. The results of the e-voting process are as under:

**ORDINARY BUSINESS**

**1) ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2022-23.**

Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316031
Votes against the Resolution	77
Votes in favour as a percentage of total number of valid votes cast	99.9999

**2) ORDINARY RESOLUTION FOR DECLARATION OF FINAL & SPECIAL DIVIDEND FOR THE FINANCIAL YEAR 2022-23.**

Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316031
Votes against the Resolution	77
Votes in favour as a percentage of total number of valid votes cast	99.9999

**3) ORDINARY RESOLUTION FOR RE-ELECTION OF THE RETIRING DIRECTOR SRI HARSHA VIJI (DIN:00602484)**

Particulars	Total
Number of valid votes received	218
Votes in favour of the Resolution	123790322
Votes against the Resolution	3244
Votes in favour as a percentage of total number of valid votes cast	99.9974

**SPECIAL BUSINESS**

**4) ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SRI S RAVI, AS MANAGER UNDER THE COMPANIES ACT 2013, TO BE DESIGNATED AS CHIEF EXECUTIVE OFFICER, FOR A PERIOD OF ONE (1) YEAR WITH EFFECT FROM 19<sup>TH</sup> MAY 2023**

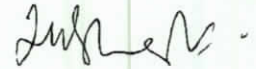
Particulars	Total
Number of valid votes received	230
Votes in favour of the Resolution	135316028
Votes against the Resolution	80
Votes in favour as a percentage of total number of valid votes cast	99.9999

**5) ORDINARY RESOLUTION FOR APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS**

Particulars	Total
Number of valid votes received	123
Votes in favour of the Resolution	14433367
Votes against the Resolution	204769
Votes in favour as a percentage of total number of valid votes cast	98.6011

Place: Chennai  
Dated: 14.07.2023

Thanking you,  
Yours Faithfully,



T. K. Bhaskar  
Scrutinizer



**VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of the AGM/EGM	14th July 2023
Total number of shareholders on Record Date	32100 Shareholders as on 7th July 2023
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	18
Public:	87

Agenda-wise disclosure (to be disclosed separately for each agenda item)

**RESOLUTION 1 - ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR 2022-23.**

Resolution Required (Ordinary/Special)	Ordinary							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	123471229	115843604	93.8223	115843604	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>123471229</b>	<b>115843604</b>	<b>93.8223</b>	<b>115843604</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	12794634	10958540	85.6495	10958540	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>12794634</b>	<b>10958540</b>	<b>85.6495</b>	<b>10958540</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-NON INSTITUTIONS* <small>(Excludes 14,12,022 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')</small>	E-VOTING	84425975	8497672	10.0652	8497595	77	99.9991	0.0009
	VENUE VOTING		16292	0.0193	16292	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>84425975</b>	<b>8513964</b>	<b>10.0845</b>	<b>8513887</b>	<b>77</b>	<b>99.9991</b>
<b>GRAND TOTAL</b>		<b>220691838</b>	<b>135316108</b>	<b>61.3145</b>	<b>135316031</b>	<b>77</b>	<b>99.9999</b>	<b>0.0001</b>



RESOLUTION 2 - DECLARATION OF FINAL & SPECIAL DIVIDEND FOR THE FINANCIAL YEAR 2022-23.

Resolution Required (Ordinary/Special)	Ordinary							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	123471229	115843604	93.8223	115843604	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>123471229</b>	<b>115843604</b>	<b>93.8223</b>	<b>115843604</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	12794634	10958540	85.6495	10958540	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>12794634</b>	<b>10958540</b>	<b>85.6495</b>	<b>10958540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS* (Excludes 14,12,022 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	84425975	8497672	10.0652	8497595	77	99.9991	0.0009
	VENUE VOTING		16292	0.0193	16292	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>84425975</b>	<b>8513964</b>	<b>10.0845</b>	<b>8513887</b>	<b>77</b>	<b>99.9991</b>	<b>0.0009</b>
<b>GRAND TOTAL</b>		<b>220691838</b>	<b>135316108</b>	<b>61.3145</b>	<b>135316031</b>	<b>77</b>	<b>99.9999</b>	<b>0.0001</b>

RESOLUTION 3 - RE-ELECTION OF THE RETIRING DIRECTOR SRI HARSHA VIJI (DIN:00602484)

Resolution Required (Ordinary/Special)	Ordinary							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes. Sri Harsha Vijji, Director, and his relatives, are interested in the Resolution.							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	123471229	104321062	84.4902	104321062	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>123471229</b>	<b>104321062</b>	<b>84.4902</b>	<b>104321062</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	12794634	10958540	85.6495	10958540	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>12794634</b>	<b>10958540</b>	<b>85.6495</b>	<b>10958540</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
PUBLIC-NON INSTITUTIONS* (Excludes 14,12,022 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	84425975	8497672	10.0652	8494428	3244	99.9618	0.0382
	VENUE VOTING		16292	0.0193	16292	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL_BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>	<b>84425975</b>	<b>8513964</b>	<b>10.0845</b>	<b>8510720</b>	<b>3244</b>	<b>99.9619</b>	<b>0.0381</b>
<b>GRAND TOTAL</b>		<b>220691838</b>	<b>123793566</b>	<b>56.0934</b>	<b>123790322</b>	<b>3244</b>	<b>99.9974</b>	<b>0.0026</b>



**RESOLUTION 4 - RE-APPOINTMENT OF SRI S RAVI, AS MANAGER UNDER THE COMPANIES ACT 2013, TO BE DESIGNATED AS CHIEF EXECUTIVE OFFICER, FOR A PERIOD OF ONE (1) YEAR WITH EFFECT FROM 19TH MAY 2023**

<b>Resolution Required (Ordinary/Special)</b>	Ordinary							
<b>Whether Promoter/Promoter Group are interested in the agenda/Resolution?</b>	No							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	123471229	115843604	93.8223	115843604	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>123471229</b>	<b>115843604</b>	<b>93.8223</b>	<b>115843604</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	12794634	10958540	85.6495	10958540	0	100.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>12794634</b>	<b>10958540</b>	<b>85.6495</b>	<b>10958540</b>	<b>0</b>	<b>100.0000</b>
PUBLIC-NON INSTITUTIONS* (Excludes 14,12,022 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	84425975	8497672	10.0652	8497592	80	99.9991	0.0009
	VENUE VOTING		16292	0.0193	16292	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>84425975</b>	<b>8513964</b>	<b>10.0845</b>	<b>8513884</b>	<b>80</b>	<b>99.9991</b>
<b>GRAND TOTAL</b>		<b>220691838</b>	<b>135316108</b>	<b>61.3145</b>	<b>135316028</b>	<b>80</b>	<b>99.9999</b>	<b>0.0001</b>

**RESOLUTION 5 - MATERIAL RELATED PARTY TRANSACTIONS**

<b>Resolution Required (Ordinary/Special)</b>	Ordinary							
<b>Whether Promoter/Promoter Group are interested in the agenda/Resolution?</b>	Yes							
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	123471229	0	0.0000	0	0	0.0000	0.0000
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>123471229</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
PUBLIC-INSTITUTIONS	E-VOTING	12794634	10958540	85.6495	10754245	204295	98.1357	1.8643
	VENUE VOTING		0	0.0000	0	0	0.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>12794634</b>	<b>10958540</b>	<b>85.6495</b>	<b>10754245</b>	<b>204295</b>	<b>98.1357</b>
PUBLIC-NON INSTITUTIONS* (Excludes 14,12,022 shares held by Sundaram Finance Employees Welfare Trust, which is categorised as 'Non-Promoter Non-Public')	E-VOTING	84425975	3663304	4.3391	3662830	474	99.9871	0.0129
	VENUE VOTING		16292	0.0193	16292	0	100.0000	0.0000
	POLL		0	0.0000	0	0	0.0000	0.0000
	POSTAL BALLOT		0	0.0000	0	0	0.0000	0.0000
	<b>SUB TOTAL</b>		<b>84425975</b>	<b>3679596</b>	<b>4.3584</b>	<b>3679122</b>	<b>474</b>	<b>99.9871</b>
<b>GRAND TOTAL</b>		<b>220691838</b>	<b>14638136</b>	<b>6.6328</b>	<b>14433367</b>	<b>204769</b>	<b>98.6011</b>	<b>1.3989</b>

