

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

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON MONDAY, THE 17TH AUGUST 2020 AT 12.00 NOON FOR
DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT.

PRESENT:

Chairman	Sri T.T. Srinivasaraghavan
Scrutinizer	Sri T.K. Bhaskar, Partner, HSB Partners, Chennai
Chief Executive Officer	Sri S. Ravi
Secretary & Compliance Officer	Sri P.N. Srikant
Representative of RTA	Sri D. Narasimhan, Manger

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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Ministry of Corporate Affairs Circular dated 15th June 2020. 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:

Ordinary resolution under Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, for obtaining the approval of the members through Postal Ballot for increasing the Authorised Share Capital of the Company from ₹80.00 cr. to ₹160.00 cr. and effecting consequential amendment in the Memorandum of Association.



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Particulars	E-voting	
	Number of Shareholders	Number of Shares
Total Number of Votes	464	101920124
Less: Invalid Votes	-	-
Total Number of Valid Votes	464	101920124
Votes in favour of the Resolution	444	101873349
Votes against the Resolution	20	46775
% of Votes in favour	99.9541	
Related Parties Abstained from Voting	-	-

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 16th July 2020, was carried with the requisite majority:

RESOLVED that pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹80,00,00,000/- (Rupees Eighty Crores Only) consisting of 16,00,00,000 Equity Shares of ₹5/- (Rupees Five Only) each to ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores Only) consisting of 32,00,00,000 Equity Shares of ₹5/- (Rupees Five Only) each.

FURTHER RESOLVED that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause 5:

"The Authorised Share Capital of the Company is ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores Only) consisting of 32,00,00,000 Equity shares of ₹5/- (Rupees Five Only) each with power to the Company to increase and reduce the capital. The shares forming the capital, original, increased and reduced, of the company may be sub-divided consolidated or divided into such classes with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be



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determined by the Articles of Association and regulations of the Company for the time being in force or otherwise.”

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 Registrar of Companies and other statutory authorities, and take all other steps in this regard.

Place: Chennai
Date: 17-08-2020


CHAIRMAN