

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE
ON THURSDAY, THE 28TH FEBRUARY 2019 AT 5.00 P.M 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 Paramesh Krishnaier
Secretary & Compliance Officer	Sri P.N. Srikant
Representative of RTA	Sri D. Narasimhan, Joint Manger

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17:00 hrs) on 27th February 2019 and submitted his report relating to the results on the voting by Postal Ballot to the Chairman. He added that the Company had extended the facility of e-voting to its members as required under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. He also stated that the postal ballot 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 Reg. 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for obtaining the approval of the members through Postal Ballot to make investments in group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year.:



Sundaram Finance Holdings Limited
21, Patullos Road, Chennai - 600002


Particulars	Number of Shareholders		Number of Shares		
	Postal Ballot	E-voting	Postal Ballot	E-voting	Total
Total Number of Votes	415	379	2006179	42142457	44148636
Less: Invalid Votes	5	-	2412	-	2412
Total Number of Valid Votes	410	379	2003767	42142457	44146224
Votes in favour of the Resolution	401	354	2002931	41981605	43984536
Votes against the Resolution	9	25	836	160852	161688
% of Votes in favour					99.63
Related Parties Abstained from Voting	62		60956497		60956497

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 21st January 2019, 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 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 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, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year”.

“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.”

Place: Chennai
Date: 28-02-2019


CHAIRMAN