

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

<b>Date of the AGM/EGM</b>	Not Applicable
<b>Total number of shareholders on Record Date</b>	26217 Shareholders as on 18th January 2019
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

**Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1**

<b>Resolution Required (Ordinary/Special)</b>	<b>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.</b>									
<b>Whether Promoter/Promoter Group are interested in the agenda/Resolution?</b>	<b>(i) Sundaram Finance Limited, Promoter and (ii) Sri T. T. Srinivasaraghavan, Chairman, Sri Harsha Viji, Director, Sri Srivats Ram, Director and their relatives, are interested in the Resolution.</b>									
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held (1)</b>	<b>No of votes polled (2)</b>	<b>% of votes polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes -in favour (4)</b>	<b>No. of Votes -in against (5)</b>	<b>% of votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of votes against on votes polled (7)=[(5)/(2)]*100</b>		
<b>Promoter &amp; Promoter group</b>	E voting		19462129	24.15	19462129	-	100.00	-	0.00	
	Poll	80579726	-	-	-	-	-	-	-	
	<b>Total</b>	<b>80579726</b>	<b>19462129</b>	<b>24.15</b>	<b>19462129</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>0.00</b>	
<b>Public Institutions</b>	E voting		12559739	81.14	12418561	141178	98.88	-	1.12	
	Poll	15478684	-	-	-	-	-	-	-	
	<b>Total</b>	<b>15478684</b>	<b>12559739</b>	<b>81.14</b>	<b>12418561</b>	<b>141178</b>	<b>98.88</b>	<b>-</b>	<b>1.12</b>	
<b>Public non-institutions*</b>	E voting		10120589	18.72	10100915	19674	99.81	-	0.19	
	Poll	54057926	-	-	-	-	-	-	-	
	<b>Total</b>	<b>54057926</b>	<b>12124356</b>	<b>22.43</b>	<b>12103846</b>	<b>20510</b>	<b>99.83</b>	<b>-</b>	<b>0.17</b>	
<b>TOTAL</b>		<b>150116336</b>	<b>44146224</b>	<b>29.41</b>	<b>43984536</b>	<b>161688</b>	<b>99.63</b>	<b>-</b>	<b>0.37</b>	

\* excludes 9,60,960 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), 26,564 shares held by IEPF Authority

