

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

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON
TUESDAY, THE 13TH FEBRUARY 2024 AT 3.00 P.M FOR DECLARATION
OF RESULTS OF E-VOTING THROUGH POSTAL BALLOT.

PRESENT:

Chairman for the Proceedings	Sri Harsha Viji, Chairman
Scrutinizer	Sri T.K. Bhaskar, Partner, H&B Partners, Chennai
Secretary & Compliance Officer	Sri S Kalyanaraman
Representative of RTA	Mr R Nagaraj, Manager

Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot through e-voting received upto the close of working hours (17:00 hrs) on 12th February 2024 and submitted his report relating to the results on E-voting to the Chairman. He added that the Company had provided only the e-voting facility to its members in compliance with the circular issued by the Ministry of Corporate Affairs vide Circular No.09/2023 dated 25th September, 2023. He also added that the postal ballot through e-voting was conducted in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the postal ballot through e-voting as under:

1. Special Resolution passed for obtaining the approval of the Members through postal ballot to appoint Ms Sripriya Kumar holding (DIN: 03319979), as Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 11th January 2024.

Harsha Viji

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Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	314	137761271
E-Votes in favour of the Resolution	301	137180910
E-Votes against the Resolution	13	580361
Abstained from Voting		-
% of E-Votes in favour		99.58%

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 11th January 2024, was carried with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV of the Companies Act, 2013, Regulation 16 (1) (b) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Ms. Sripriya Kumar (DIN: 03319979), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 11th January 2024 be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 11th January 2024, not liable to retire by rotation.

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 considered 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.

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2. Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot 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 three (3) years with effect from 19th May 2024.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	313	137761269
E-Votes in favour of the Resolution	302	137181885
E-Votes against the Resolution	11	579384
Abstained from Voting	1	2
% of E-Votes in favour		99.58%

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 11th January 2024, was carried with the requisite majority:

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 re-appointment of Sri S. Ravi, as Manager under the Companies Act, 2013, to be designated as Chief Executive Officer, for a period of three (3) years with effect from 19th May 2024 and for the payment of remuneration to him for his services as Manager, as set out hereunder:"

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 considered 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: 13.02.2024


CHAIRMAN

SCRUTINIZER'S REPORT

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

Dear Sir,

Re: Passing of Postal Ballot Resolutions through E-voting

The Board of Directors of the Company at its meeting held on 11th January 2024, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

- The Company has on 12th January 2024, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No.09/2023 dated 25th September, 2023, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 05th January 2024. The said postal ballot notice contained the procedure for e-voting by members as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- Particulars of all the postal ballot e-voting by the Members have been entered in a register separately maintained for the purpose.
- The e-voting commenced on Sunday, the 14th January 2024 (9:00 A.M.) and ended on Monday, the 12th February, 2024 (5:00 P.M.).
- I ensured the closure of the e-voting process on 12th February, 2024 (5:00 P.M.). Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents
- A summary of votes received through e-voting is given below:

- (i) Special Resolution passed for obtaining the approval of the Members through postal ballot - E-voting to appoint Ms Sripriya Kumar holding (DIN: 03319979), as Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 11th January 2024.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	314	137761271	62.026	
(b)	With assent for the Resolution	301	137180910	61.764	99.58
(c)	With dissent for the Resolution	13	580361	0.261	0.42
(d)	Abstained from Voting	-	-	-	-


- (ii) Ordinary Resolution passed, for obtaining the approval of the Members through postal ballot - E-voting 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 three (3) years with effect from 19th May 2024.

S.No.	Particulars	E-voting (Folios)	No. of shares (Votes through E-voting)	% to total paid-up equity capital	% to total Votes
(a)	Total E-voting	313	137761269	62.026	
(b)	With assent for the Resolution	302	137181885	61.765	99.58
(c)	With dissent for the Resolution	11	579384	0.261	0.42
(d)	Abstained from Voting	1	2	0.000	0.00

- I am handing over the related papers/registers and records for safe custody.
- You may accordingly declare the result of the Postal Ballot conducted through E-voting.

Thanking you,

Chennai
13th February 2024


T. K. Bhaskar
Scrutinizer

SUNDARAM FINANCE HOLDINGS LIMITED								
VOTING RESULTS UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015								
Date of the AGM/EGM	Not Applicable							
Total number of shareholders on Record Date	35211 Shareholders as on 05th January 2024							
No. of Shareholders present in the meeting either in person or through proxy								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 1								
Resolution Required (Ordinary/Special)	Special Resolution - To appoint Ms Sripriya Kumar (DIN: 03319979), as Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 11th January 2024.							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoting	122803243	118908675	96.83	118331263	577412	99.51	0.49
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		122803243	118908675	96.83	118331263	577412	99.51
Public Institutions	Evoting	12763374	11152385	87.38	11152385	0	100.00	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		12763374	11152385	87.38	11152385	0	100.00
Public non-institutions*	Evoting	85082011	7700211	9.05	7697262	2949	99.96	0.04
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		85082011	7700211	9.05	7697262	2949	99.96
TOTAL		220648628	137761271	62.43	137180910	580361	99.58	0.42

* excludes shares which do not have voting rights (a) 14,12,022 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 26,564 shares held by IEPF Authority, (c) 16,646 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.

Agenda-wise disclosure (to be disclosed separately for each agenda item) - Resolution 2

Resolution Required (Ordinary/Special)	Ordinary Resolution - To appoint of Sri S. Ravi, as Manager under the Companies Act, 2013, to be designated as Chief Executive Officer, for a period of three (3) years with effect from 19th May 2024.							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes -in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group	Evoting	122803243	118908675	96.83	118331263	577412	99.51	0.49
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		122803243	118908675	96.83	118331263	577412	99.51
Public Institutions	Evoting	12763374	11152385	87.38	11152385	0	100.00	0.00
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		12763374	11152385	87.38	11152385	0	100.00
Public non-institutions*	Evoting	85082011	7700209	9.05	7698237	1972	99.97	0.03
	Poll		-	-	-	-	0.00	0.00
	Postal Ballot		-	-	-	-	0.00	0.00
	Total		85082011	7700209	9.05	7698237	1972	99.97
TOTAL		220648628	137761269	62.43	137181885	579384	99.58	0.42

* excludes shares which do not have voting rights (a) 14,12,022 shares held by Sundaram Finance Employees Welfare Trust (Non-Promoter Non-Public), (b) 26,564 shares held by IEPF Authority, (c) 16,646 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.