

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 05th November 2024, has appointed me as Scrutinizer for conducting the postal ballot through e-voting process.

I submit my report as under:

1. The Company has on 13th November 2024, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular No 09/2024 dated 19th September, 2024, to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 08th November 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.
2. 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.
3. Particulars of all the postal ballot e-voting by the Members have been entered in a register separately maintained for the purpose.
4. The e-voting commenced on Saturday, the 16th November 2024 (9.00 A.M.) and ended on Sunday, the 15th December 2024 (5.00 P.M.).
5. I ensured the closure of the e-voting process on 15th December, 2024 (5:00 P.M.). Thereafter, I downloaded and forwarded the E-voting Report to the Registrar & Share Transfer Agents
6. A summary of votes received through e-voting is given below:

Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for Material Related Party Transaction - Dis-investment of entire stake held in M/s. Delphi-TVS Technologies Limited to M/s.Cheema TVS Industrial Ventures Private Limited.

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	319	28791491	12.96	
(b)	With assent for the Resolution	274	27051505	12.18	93.957
(c)	With dissent for the Resolution	45	1739986	0.78	6.043
(d)	Abstained from Voting	-	-	-	-

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

Thanking you,

Chennai
16th December 2024


T. K. Bhaskar
Scrutinizer

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

MINUTES OF THE PROCEEDINGS HELD AT REGISTERED OFFICE ON MONDAY, THE 16th DECEMBER 2024 AT 12.00 NOON 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 15th December 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. No.09/2024 dated 19th September 2024. 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:

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

Ordinary Resolution passed for obtaining the approval of the Members through postal ballot for Material Related Party Transaction -Dis-investment of entire stake held in M/s. Delphi-TVS Technologies Limited to M/s. Cheema TVS Industrial Ventures Private Limited.

Particulars	Number of Shareholders	Number of Shares
Total Number of E-Votes	319	28791491
E-Votes in favour of the Resolution	274	27051505
E-Votes against the Resolution	45	1739986
% of E-Votes in favour		93.957

The Chairman then declared that the following Ordinary Resolution, as set out in the Postal Ballot Notice dated 05th November 2024, 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 2(76)(iv) of the Companies Act, 2013 and rules framed thereunder and any other applicable regulatory provisions, the consent of the Company be and is hereby accorded for the material related party transaction arising out of the proposed dis-investment of entire stake of 2,52,896 equity shares of Rs.10/- each held by the Company in the share capital of M/s Delphi TVS Technologies Limited to M/s Cheema TVS Industrial Ventures Private Limited for a consideration of Rs.40 Crores (Rupees Forty Crores Only).

FURTHER RESOLVED THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer and Secretary & Compliance Officer of the Company be and are 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: 16.12.2024


CHAIRMAN

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	40711 Shareholders as on 08th November 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)	Ordinary Resolution - Approval for Material Related Party Transaction - Dis-investment of entire stake held in M/s. Delphi-TVS Technologies Limited to M/s.Cheema TVS Industrial Ventures Private Limited							
Whether Promoter/Promoter Group are interested in the agenda/Resolution?	Yes							
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		0	0.00	0	0	0.000	0.000
	Poll	122084045	-	-	-	-	0.000	0.000
	Postal Ballot		-	-	-	-	0.000	0.000
	Total	122084045	0	0.00	0	0	0.000	0.000
Public Institutions	Evoting		11932748	86.36	10209017	1723731	85.555	14.445
	Poll	13816669	-	-	-	-	0.000	0.000
	Postal Ballot		-	-	-	-	0.000	0.000
	Total	13816669	11932748	86.36	10209017	1723731	85.555	14.445
Public non-institutions*	Evoting		16858743	19.89	16842488	16255	99.904	0.096
	Poll	84748114	-	-	-	-	0.000	0.000
	Postal Ballot		-	-	-	-	0.000	0.000
	Total	84748114	16858743	19.89	16842488	16255	99.904	0.096
TOTAL		220648828	28791491	13.05	27051505	1739986	93.957	6.043

* 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) 16,446 shares held in Sundaram Finance Holdings Limited Unclaimed Suspense Account.

