

Sundaram Finance Limited  
21, Patullos Road, Chennai - 600002

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON  
TUESDAY, THE 7<sup>TH</sup> NOVEMBER 2017 AT 5.00 P.M FOR DECLARATION OF  
RESULTS OF VOTING BY POSTAL BALLOT.

---

**PRESENT:**

Sri S. Viji : Chairman  
Sri T.K. Bhaskar : Scrutinizer  
Sri P Viswanathan : Secretary & Compliance Officer

**INVITEE:**

Sri T.T. Srinivasaraghavan : Managing Director  
Sri D. Narasimhan : Representative of Registrar and  
Share Transfer Agents - Cameo  
Corporate Services Ltd. Chennai

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 6<sup>th</sup> November 2017 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:

Special Resolution through postal ballot for amending the Articles of Association under Section 14 and other applicable provisions, if any, of the Companies Act, 2013,

Sundaram Finance Limited  
21, Patullos Road, Chennai - 600002

(including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such other Regulations / Guidelines:

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	419	389	808
Votes in favour of the Resolution	4439624	59815814	64255438
Votes against the Resolution	3320	18615	21935
Number of invalid postal ballot forms received	21	-	21
% of votes in favour			99.97

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 22<sup>nd</sup> September 2017, was carried with the requisite majority:

**“RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such other Regulations / Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) for amending the Articles of Association as follows:

- (1) Substitution of Table ‘A’ in Schedule I to the Companies Act 1956 with Table ‘F’ in Schedule I to the Companies Act, 2013 in Article 1 and all other Articles where reference has been drawn to one or more Regulations contained in Table A;

Sundaram Finance Limited  
21, Patullos Road, Chennai - 600002

(2) Insertion of new Article 3-C – for including the following provision:

*“Subject to the provisions of the Act and other regulatory provisions, the Company may, at any time, carry out consolidation and re-issuance of debt securities, in order to comply with the provisions of Regulation 20A.(a) of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 or such other provisions as may be prescribed by the Securities and Exchange Board of India from time to time.” and*

(3) Substitution of Companies Act, 1956, wherever it appears in the Articles, with Companies Act, 2013.

**FURTHER RESOLVED** that the Board be and is hereby authorised and empowered to amend its Articles of Association, as it may deem expedient and to do all such acts, matters and things in connection therewith and incidental thereto and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

Date: 07-11-2017  
Place: Chennai

  
CHAIRMAN