

**MINUTES OF THE PROCEEDINGS OF THE 73rd ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF SUNDARAM FINANCE LIMITED HELD THROUGH
VIDEO CONFERENCING ON WEDNESDAY, THE 22nd DAY OF JULY 2026
BETWEEN 10.00 A.M. AND 10.40 A.M.**

PRESENT:

MEMBERS* : 112

* includes Directors and Key Management Personnel who were present in person at a central location

Chairman	Mr. S. Viji
Directors	Mr. T.T. Srinivasaraghavan**
	Mr. Srivats Ram**
	Dr. R. Raghuttama Rao
	Mr. L. Ganesh**
	Mrs. Bhavani Balasubramanian**
	Mr. R. Venkatraman**
	Mrs. Anuradha Rao**
Executive Vice Chairman	Mr. Harsha Viji
Managing Director	Mr. Rajiv C. Lochan
Joint Managing Director	Mr. A.N. Raju
Chief Financial Officer	Mr. M. Ramaswamy
CCO & Company Secretary	Mr. P.N. Srikant
Statutory Auditors	Mr. P. Babu, Brahmayya & Co**.
	Mr. L. Ravi Shankar, Brahmayya & Co**.
	Mr. K. Venkatakrishnan, R.G.N. Price & Co**.
	Mr. Vinay M Kothari, R.G.N. Price & Co**.
Secretarial Auditor	Mr. M. Damodaran, Damodaran & Associates LLP**
Scrutinizer	Mr. T. K. Bhaskar, Partner, H&B Partners**

**attended through video conference mode

Mr. S. Viji occupied the Chair and called the meeting to order.

He informed the members that a certificate had been obtained from the practising Company Secretary regarding compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

With the permission of the members, Notice of the Meeting was taken as read.

The Secretary informed the shareholders that the Auditors' Report on the accounts for the year ended 31st March 2026, being an unqualified one, was not required to be read out at the Annual General Meeting as per the provisions of Section 145 of the Companies Act, 2013.

Mr. S. Viji, Chairman, then delivered his Speech, highlighting the following points:

- The global economic environment remained challenging during the year, marked by geopolitical tensions, tariff measures and the outbreak of war in West Asia in late February 2026, which affected confidence and growth prospects.
- Disruptions to critical energy infrastructure and restrictions around the Strait of Hormuz affected freight movement and supply chains, particularly for crude oil, hydrocarbons, fertilisers and other essential commodities.
- In this context, the World Economic Outlook's "reference forecast" projects global growth at 3.1 per cent in 2026 and 3.2 per cent in 2027, compared with 3.4 per cent during 2024-25. Over the medium term, growth is expected to remain below the historical average of 3.7 per cent recorded during 2000 to 2019. Global headline inflation is projected at 4.4 per cent in 2026 and 3.7 per cent in 2027, reflecting upward revisions and continuing external pressures.
- Prospects could improve if structural reforms regain momentum and trade tensions ease durably. For now, the global environment calls for prudence, agility and close monitoring.
- Against this backdrop, the Indian economy remained resilient in financial year 2025-26. As per official estimates under the revised GDP series with base year 2022-23, real GDP grew by 7.6 per cent. Real GVA grew by 7.7 per cent, led by

services, industry, and agriculture, which grew by 9.1 per cent, 6.2 per cent and 3.1 per cent respectively.

- Inflation first moderated and then normalised. Headline CPI inflation fell from about 3.8 to 4.0 per cent in early 2025 to near zero by October 2025 before rising to around 3.9 per cent by May 2026 due to unfavourable base effects and higher energy and food costs.
- Core inflation remained broadly stable at around 3.4 per cent. During financial year 2025-26, the Reserve Bank of India's Monetary Policy Committee moved from a restrictive stance to calibrated easing. The policy repo rate was reduced cumulatively to 5.25 per cent by December 2025.
- In early financial year 2026-27, the West Asia crisis affected industrial activity due to disruptions in gas and chemical supplies. The Government responded with timely measures to address supply disruptions, preserve energy security, support trade and logistics, and maintain macroeconomic stability.
- The Monetary Policy Committee adopted a cautious wait-and-watch approach and kept the policy repo rate unchanged at 5.25 per cent. The Reserve Bank actively managed liquidity to support monetary transmission while preserving financial stability. It also encouraged capital inflows through Foreign Currency Non-Resident Bank deposits and External Commercial Borrowings to strengthen external buffers and support durable domestic liquidity.
- On the fiscal front, India's fiscal deficit stood at 4.4 per cent of GDP in financial year 2025-26 and is estimated at 4.3 per cent in financial year 2026-27.
- During financial year 2025-26, the Indian Rupee came under pressure from United States tariff measures, sustained portfolio outflows and elevated energy import costs linked to the West Asia conflict. Continued geopolitical uncertainties underscore the need for continued vigilance on external sector risks.
- After a modest start, the Indian automotive industry recorded its highest-ever sales across the principal vehicle segments in financial year 2025-26. This was the first such peak in seven years. Domestic sales of passenger vehicles, commercial vehicles, two-wheelers and three-wheelers reached record levels, aided by improved affordability, lower policy rates, income-tax slab changes, GST-related reforms and sustained domestic demand. According to the Society



of Indian Automobile Manufacturers, this performance was driven largely by momentum in the second half of the year.

- Passenger vehicle sales rose 7.9 per cent year-on-year to 46.4 lakh units, representing the segment's highest-ever annual volume. The growth was aided by both the government's income tax and GST reforms as well as the RBI's interest-rate measures, better affordability and stronger consumer sentiment.
- The commercial vehicle segment recorded sales of 10.8 lakh units, up 12.6 per cent over the previous year. This was supported by GST-related reforms, fleet operator demand, increased economic activity, public capital expenditure and lower financing costs after the policy repo rate reduction.
- Electric light commercial vehicles gained acceptance because of favourable total cost of ownership and organised fleet adoption. Electric small commercial vehicles also gained early traction, aided by intra-city logistics demand.
- The tractor and farm equipment segment grew strongly during financial year 2025-26, increasing by 23.5 per cent over the previous year. Growth was aided by favourable monsoon conditions, improved rural sentiment, stronger farm incomes and lower financing costs.
- Automotive exports grew by 24 per cent, reflecting the continued global acceptance of Indian automotive products. Passenger vehicle exports reached their highest-ever level for the second consecutive year, growing 17.5 per cent over financial year 2024-25. Commercial vehicle exports rose 17.4 per cent.
- The outlook for the automotive sector in financial year 2026-27 remains favourable, supported by strong macroeconomic fundamentals and healthy domestic demand.
- The Company's disbursements grew by 13.8% to ₹32,321 crores during the year under review, despite external demand uncertainties. Growth was recorded across all geographies, though it was muted in some asset classes. Gross receivables under management stood at ₹70,137 crores as of 31st March 2026, up 16.3% over the previous year. Margins remained under pressure. However, prudent risk pricing and competitive resource mobilisation by the treasury team, enabled by your Company's AAA credit rating, helped sustain margins at a healthy level.

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- The Company's superior credit standards, strong customer relationships and systematic collection efforts helped sustain best-in-class asset quality performance. Gross Stage III assets stood at 1.44% and Net Stage III assets at 0.69% as at 31st March 2026. The Company maintained comfortable liquidity through liquid investments and undrawn bank lines to meet maturing liabilities.
- The Company registered a net profit of ₹1,834 crores, compared with ₹1,543 crores in the previous year, a growth of 19%. Net worth stood at ₹12,715 crores as on 31st March 2026. Capital adequacy was 18.95%, comfortably above the statutory requirement of 15%.
- The Directors were pleased to recommend a final dividend of ₹24/- per share. Together with the interim dividend of ₹16/- per share paid in February 2026, the total dividend for the financial year ended 31st March 2026 was ₹40/- per share on the paid-up capital of ₹111.10 crores. If approved by the shareholders, the final dividend would be recognised as a liability in financial year 2026-27.
- India is expected to remain among the fastest-growing major economies in financial year 2026-27, with real GDP growth projected at 6.5-7.0 per cent. Growth is expected to be supported by positive consumption trends, sustained public capital expenditure and a gradual revival in private investment. Inflation is expected to remain within the RBI's tolerance band.
- Fiscal consolidation is progressing, the banking system remains well-capitalised, asset quality trends are favourable, and foreign exchange reserves provide external resilience. Manufacturing and services should also benefit from structural reforms, supply-chain diversification, digital adoption and continued formalisation of India's informal sector.
- At the same time, input-cost pressures, weaker external demand and material supply-side risks may moderate momentum in some sectors. Adverse weather conditions, including the possibility of a below-normal monsoon and an El Niño event, remain key risks for agricultural output, rural incomes and food inflation.
- These risks could affect imported inflation, the current account balance, exports, and interest-rate expectations. Taking these factors into account, the Reserve Bank of India's Monetary Policy Committee has projected real GDP growth for financial year 2026-27 at 6.6 per cent and CPI inflation at 5.1 per cent.

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- Overall, the outlook for financial year 2026-27 is one of guarded optimism. Domestic fundamentals are supportive. However, geopolitical escalation, supply disruptions, adverse weather and volatility in international energy and commodity prices require close attention. The automotive sector is expected to reflect this broader context, with domestic demand supporting growth and geopolitical and supply-side risks moderating momentum.
- In this environment, the Company will continue to be guided by its time-tested philosophy of Growth with Quality and Profitability, or GQP. The priorities are clear:
 - i) Grow sustainably across asset classes and geographies;
 - ii) Preserve best-in-class asset quality;
 - iii) Maintain traditional levels of net interest margin and operating expense ratio; and
 - iv) Accelerate growth in focus areas beyond wheels as part of our diversification agenda
- The Reserve Bank of India continues to emphasise sound business practices, responsible conduct, efficient customer grievance redressal, effective prevention of money laundering and terrorism financing, and strong information security and cyber security frameworks.
- It has also taken several initiatives to strengthen the regulatory framework for banks and NBFCs. The Company remains well prepared to manage emerging risks and comply with regulatory requirements, both in letter and in spirit. The operations, treasury, compliance, risk management, internal audit and information technology teams remain suitably aligned for this purpose.
- The Company's main subsidiaries reported satisfactory results for the year under review.
- Sundaram Asset Management Company Limited: On a consolidated basis, assets under management for financial year 2025-26 were ₹82,987 crores, compared with ₹76,008 crores in the previous year. Total revenues were ₹581.40 crores, compared with ₹515.75 crores. Profit after tax was ₹173.60 crores, compared with ₹153.53 crores.
- Sundaram Home Finance Limited reported disbursements of ₹6,946 crores, a growth of 4.5%, and profit after tax of ₹281.88 crores. The loan portfolio stood at

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₹19,909 crores as at 31st March 2026, compared with ₹17,428 crores in the previous year, a growth of 14.23%. Stage 3 assets, gross and net of Expected Credit Loss provisions, stood at 1.11% and 0.46% respectively. The company paid a total dividend of ₹6.96 per share, or 69.60%, for the year.

- Royal Sundaram General Insurance Co. Limited, the joint venture with Ageas Insurance, reported Gross Written Premium of ₹4,638 crores in financial year 2026. Profit after tax, as per IND AS, was ₹107 crores, compared with ₹133 crores in the previous year. The company paid an interim dividend of ₹0.55/- per share and has recommended a final dividend of ₹0.25/- per share for the year ended 31st March 2026.

The Chairman advised the shareholders that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well.

Queries raised by 2 shareholders were replied to by the Managing Director.

The Chairman announced that those members who had not exercised their votes through remote e-voting could do so through e-voting upto the conclusion of the meeting.

After conclusion of e-voting, the Chairman stated that the final results of the voting (after consolidating the results of remote e-voting and e-voting at the time of the meeting) would be announced to the Stock Exchange and on the website of the Company within two working days of the conclusion of the AGM.

The final results of the voting and the resolutions passed are as under:

1. ADOPTION OF ACCOUNTS – ORDINARY RESOLUTION

	Total
Number of valid votes received	7,18,49,508
Votes in favour of the Resolution	7,18,24,337
Votes against the Resolution	25,171
Votes in favour (%)	99.96%

RESOLVED that the Audited Financial Statements, including the Consolidated Financial Statements of the Company, for the year ended 31st March 2026 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.

2. DECLARATION OF FINAL DIVIDEND – ORDINARY RESOLUTION

	Total
Number of valid votes received	7,18,69,895
Votes in favour of the Resolution	7,18,69,884
Votes against the Resolution	11
Votes in favour (%)	100%

RESOLVED that a final dividend of ₹24/- per share (240% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2026 on the paid-up capital of ₹111.10 cr. and the same be paid to the shareholders, whose names appear on the Register of Members of the Company on 6th July 2026, making with the interim dividend of ₹16/- per share (160% on the face value of ₹10/-), a total dividend of ₹40/- per share (400% on the face value of ₹10/-) for the year 2025-26 and that the total dividend amount of ₹444.42 cr. representing the said total dividend of ₹40/- per share (400% on the face value of ₹10/-) be paid out of the profits for the year 2025-26.

3. RE-ELECTION OF MR. HARSHA VIJI AS DIRECTOR – ORDINARY RESOLUTION

	Total
Number of valid votes received	6,87,73,484
Votes in favour of the Resolution	6,20,32,262
Votes against the Resolution	67,41,222
Votes in favour (%)	90.20%

RESOLVED that Mr. Harsha Viji (holding DIN: 00602484), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

4. RE-ELECTION OF MR. RAJIV C. LOCHAN AS DIRECTOR – ORDINARY RESOLUTION

	Total
Number of valid votes received	7,18,47,531
Votes in favour of the Resolution	7,16,92,348
Votes against the Resolution	1,55,183
Votes in favour (%)	99.78%

RESOLVED that Mr. Rajiv C. Lochan (holding DIN: 05309534), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

With a vote of thanks, the meeting concluded.

Place: Chennai

Date: 22.07.2026


CHAIRMAN