

# Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramfinance.in

www.sundaramfinance.in

## NOTICE

Notice is hereby given that the 67th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 22nd July 2020, at **10.00 A.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2020 and the Board’s and Auditors’ Reports thereon, be and are hereby approved and adopted.”

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that a final dividend of ₹3/- per share (30% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2020 on the paid-up capital of ₹111.10 cr. and the same be paid to shareholders, whose names appear on the Register of Members of the Company on 3rd July 2020, making with the interim dividend of ₹10.00 per share (100% on the face value of ₹10/-), a total dividend of ₹13/- per share (130% on the face value of ₹10/-) for the year 2019-20 and that the total dividend amount of ₹144.43 cr. representing the said total dividend of ₹13/- per share (130% on the face value of ₹10/-) be paid out of the profits for the year 2019-20.

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that Sri A N Raju (holding DIN:00036201), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that Sri Harsha Viji (holding DIN:0602484), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED** that in accordance with the provisions of Sections 196, 198 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 Harsha Viji (holding DIN: 0602484) as Deputy Managing Director, for a period of 5 years with effect from 24.09.2020 and for the payment of remuneration to him for his services as Deputy Managing Director, as set out hereunder:

<b>BASIC SALARY</b>	₹6,15,000/- per month in the scale of ₹6,15,000/- to ₹10,00,000/-. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors / Nomination, Compensation and Remuneration Committee.
<b>COMMISSION</b>	Subject to a ceiling of 1% on the net profits of the Company the quantum whereof to be determined by the Board of Directors / Nomination, Compensation and Remuneration Committee.
<b>PERQUISITES</b>	As detailed in Annexure, the annual value of which will be limited to a ceiling of 150% of annual salary.
<b>MINIMUM REMUNERATION</b>	Where, in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that in accordance with the provisions of Sections 196, 198 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 appointment of Sri Rajiv C Lochan (holding DIN: 05309534) as Director - Strategy, for a period of 5 years with effect from 03.06.2020 and for the payment of remuneration to him for his services as Director – Strategy, as set out hereunder:

<b>BASIC SALARY</b>	₹6,00,000/- per month in the scale of ₹6,00,000/- to ₹10,00,000/-. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors / Nomination, Compensation and Remuneration Committee.
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<b>COMMISSION</b>	Subject to a ceiling of 1% on the net profits of the Company the quantum whereof to be determined by the Board of Directors / Nomination, Compensation and Remuneration Committee.
<b>PERQUISITES</b>	As detailed in Annexure, the annual value of which will be limited to a ceiling of 150% of annual salary.
<b>MINIMUM REMUNERATION</b>	Where, in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

By Order of the Board

Chennai 600 002  
29.05.2020

**P VISWANATHAN**  
Secretary & Compliance Officer

**NOTE:**

This Notice, together with the Annual Report for the financial year 2019-20, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular dated 12th May 2020, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 26th June 2020 and who have registered their email id with the Company/ Depositories.

**1. Appointment of Proxy**

A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December 2020. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice.

**2. Book Closure**

The register of members and share transfer books of the Company will remain closed from 4th July 2020 to 22nd July 2020

(both days inclusive). The dividend, if declared at the meeting, will be paid on or after 23rd July 2020.

**3. Voting**

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

The Board of Directors has appointed Sri T.K. Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.

It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

**The remote e-voting would commence on Friday, the 17th July 2020 (9:00 A.M.) and end on Tuesday, the 21st July 2020 (5:00 P.M.).**

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 15th July 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 21st July 2020. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 15th July 2020. Only those persons, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (15th July 2020), shall be entitled to avail the facility of remote e-voting / e-voting at the time of the meeting.

The facility for voting through electronic voting system shall also be made available at the time of the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holds shares as on the cut-off date for remote e-voting i.e. 15th July 2020, may obtain the login Id and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact our Registrar & Share Transfer Agent at the address mentioned in Note no.4.A. (ii).

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of e-voting, will be announced by the Company on its website – [www.sundaramfinance.in](http://www.sundaramfinance.in) within 48 hours of the conclusion of the AGM.

#### 4. Other Matters

A. Members are requested to:

- Provide their e-mail id for all communication purposes;
- Opt for NACH / NEFT / RTGS facility by providing latest and correct bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- Avail nomination facility;
- Provide Permanent Account Number, if not already provided;

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective depository participants (DP)

and

- (ii) shareholders holding shares in physical mode can approach M/s. Cameo Corporate Services Limited, our Registrar & Share Transfer Agent, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: [investor@cameoindia.com](mailto:investor@cameoindia.com).

- B. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds ₹5,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H (which can be downloaded from the company's website – [www.sundaramfinance.in](http://www.sundaramfinance.in)), to avail the benefit of non-deduction of tax at source by email to [investor@cameoindia.com](mailto:investor@cameoindia.com) by 11:59 p.m. IST on 4th July 2020. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to [investor@cameoindia.com](mailto:investor@cameoindia.com). The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 4th July, 2020.

- C. Members who are holding shares in physical form are requested to avail dematerialisation facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website [www.nsdl.co.in](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdslindia.com](http://www.cdslindia.com).
- D. Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.
- E. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting'. Issued by CDSL, are furnished as part of this Notice – Pages 7 to 9.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### SPECIAL BUSINESS

#### Item 5

At the Annual General Meeting held on 23rd July 2015, Sri Harsha Viji was appointed as Director (Strategy & Planning) for a period of 5 years with effect from 24th September 2015 and was elevated as Deputy Managing Director at the Board meeting held on 30th May 2016 as per the recommendation of Nomination, Compensation and Remuneration Committee. He is presently drawing a basic salary of ₹6,15,000/- per month, within the scale of remuneration approved by shareholders..

Based on the recommendations of the Nomination, Compensation and Remuneration Committee, your Board of Directors, at the meeting held on 29th May 2020, re-appointed Sri Harsha Viji as Deputy Managing Director for a period of 5 years with effect from 24th September 2020 on a basic salary of ₹6,15,000/- per month in the scale of ₹6,15,000/- to ₹10,00,000/- and other terms of remuneration as set out in the resolution. The perquisites payable to Sri Harsha Viji are detailed in the annexure to this statement.

The Board considers that Sri Harsha Viji's role as Deputy Managing Director would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution in relation to the re-appointment of Sri Harsha Viji as Deputy Managing Director, for the approval by the shareholders.

#### INTEREST OF DIRECTORS

Except Sri S Viji, Chairman and Sri Harsha Viji, Deputy Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

#### Item 6

At the Annual General Meeting held on 20th July 2017, Sri Rajiv C Lochan was appointed as an Independent Director for a period of 5 years with effect from 25th November 2016. His particulars are annexed to the notice.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee, your Board of Directors, at the meeting held on 29th May 2020, decided to appoint Sri Rajiv C Lochan as Director – Strategy for a period of 5 years with effect from 3rd June 2020 on a basic salary of ₹6,00,000/- per month in the scale of ₹6,00,000/- to ₹10,00,000/- and other terms of remuneration as set out in the resolution. The perquisites payable to Sri Rajiv C Lochan are detailed in the annexure to this statement.

The Board considers that Sri Rajiv C. Lochan's role as a Whole-time Director, would be of immense benefit to the Company. His impeccable academic credentials and professional accomplishments in various roles, including notably, as a Partner in Mckinsey & Co, mark him out as an exceptional business leader. Accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Sri Rajiv C. Lochan as Director – Strategy, for the approval by the shareholders.

#### INTEREST OF DIRECTORS

None of the Directors except Sri Rajiv C. Lochan is concerned or interested in the said appointment.

Chennai 600 002  
29.05.2020

By Order of the Board  
**P VISWANATHAN**  
Secretary & Compliance Officer

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## Annexure to the Explanatory Statement

### Details of Perquisites payable to Sri Harsha Viji and Sri Rajiv C Lochan

#### 1. Housing:

- i) the expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 60% of the salary over and above 10% payable by the managerial person;
- ii) a) the expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income-tax Rules, 1962.  
b) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income-tax Rules, 1962;
- iii) wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above;
- iv) where accommodation in a company-owned house is provided, the Company will charge 10% of his salary by way of rent.

2. **Medical reimbursement:** Expenses incurred for self and family including premium payable for medical insurance in accordance with the rules of the Company.

**Explanation:** "Family" means the spouse, dependent children and dependent parents of the appointee.

3. Personal Accident Insurance as per the rules of the Company.

4. Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.
5. Payment of company's contributions to Provident Fund / Pension Fund / Superannuation Fund / Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or ceiling on the perquisites.
6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Provision of chauffeur driven company car(s).
8. Provision of telephone(s) at the residence of the Director.
9. Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time.
10. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time, subject to the provisions of the Companies Act, 2013.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.

The above said remuneration and perquisites shall be subject to the ceiling laid down in Section 197 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

**Particulars of the Directors seeking re-appointment /appointment at the 67th Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)**

**ITEMS 3, 4, 5 & 6**

Name of Director	<b>Sri A.N. Raju</b>	<b>Sri Harsha Viji</b>	<b>Sri Rajiv C. Lochan</b>
DIN	0036201	00602484	05309534
Date of Birth	May 15, 1959	August 28, 1975	July 23, 1971
Expertise in specific functional areas	3 decades of experience in the Automobile, Engineering and Financial and General Management.	Has nearly 2 decades of experience in areas of specialization, particularly strategy formulation, joint venture negotiations and new business development	Has 2 decades of experience in the field of management especially in the areas of finance, social sector, and public health
Qualifications	B. Sc (Engg.), M.B.A.	B.Com., ACA, MBA (Ann Arbor, Michigan)	B.Tech. (IIT), MS (MIT), MBA (Columbia Business School)
List of other public companies in which directorship held as on 31st March 2020	<b>Director:</b> - Sundaram Fund Services Ltd.	<b>Director:</b> - Sundaram Finance Holdings Limited - Sundaram Asset Management Company Limited - Sundaram Home Finance Limited - Royal Sundaram General Insurance Co. Limited - Sundaram Alternate Assets Limited	<b>Director:</b> - Northern ARC Capital Limited - IKP Centre for Technologies in Public Health.
Chairman/Member of the Committees of the Board of other public companies in which he is a Director as on 31st March 2020	<b>NIL</b>	<b>Chairman:</b> <b>Audit Committee:</b> - Sundaram Alternate Assets Limited <b>Nomination and Remuneration Committee:</b> - Sundaram Home Finance Limited <b>Member:</b> <b>Audit Committee:</b> - Sundaram Finance Holdings Limited - Sundaram Home Finance Limited - Sundaram Asset Management Company Limited <b>Chairman:</b> <b>Nomination &amp; Remuneration Committee:</b> - Sundaram Home Finance Limited <b>Member:</b> <b>Nomination &amp; Remuneration Committee:</b> - Sundaram Finance Holdings Limited - Sundaram Asset Management Company Limited - Sundaram Alternate Assets Limited - Royal Sundaram General Insurance Co. Ltd <b>Corporate Social responsibility Committee</b> - Sundaram Finance Holdings Limited <b>Investment Committee</b> - Sundaram Finance Holdings Limited <b>Executive Committee</b> - Sundaram Home Finance Limited <b>Credit Committee:</b> - Sundaram Home Finance Limited <b>Risk Management Committee:</b> - Sundaram Home Finance Limited - Royal Sundaram General Insurance Co. Ltd	<b>Chairman:</b> <b>Nomination &amp; Remuneration Committee:</b> - Northern ARC Capital Limited <b>Corporate Social Responsibility Committee</b> - Northern ARC Capital Limited
Shareholding as on 31st March 2020: (a) held individually (b) held as Karta of HUF (c) held jointly with others (d) held as Executor / Trustee	– – 35028 shares –	16,91,704 shares – 3,156 shares –	Nil
Relationship with other Directors	–	Son of Sri S. Viji, Chairman	–

## PROCEDURES / INSTRUCTIONS

### CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sundaramfinance.in](http://www.sundaramfinance.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
  - A. **Remote E-Voting through Electronic Means**
    - (i) The voting period begins on 17th July 2020 (9:00 A.M.) and ends on 21st July 2020 (5:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th July 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
    - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iv) Click on "Shareholders" module.
    - (v) Now enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
    - (vi) Next enter the Image Verification as displayed and Click on Login.
    - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the

Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are



authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorservices@sundaramfinance.in](mailto:investorservices@sundaramfinance.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@cameoindia.com](mailto:investor@cameoindia.com).
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**B. Attending the Annual General Meeting**

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [agm.speakers@sundaramfinance.in](mailto:agm.speakers@sundaramfinance.in) from 16th July, 2020 (9:00 A.M. IST) to 18th July, 2020 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to [agm.queries@sundaramfinance.in](mailto:agm.queries@sundaramfinance.in) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number from 16th July, 2020 (9:00 A.M. IST) to 18th July, 2020 (5:00 P.M. IST). These queries will be replied to by the company suitably by email.

**C. E-voting at the Meeting through Electronic Means**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.