

# 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 70<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Friday, the 21<sup>st</sup> July 2023, 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 31<sup>st</sup> March 2023 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 ₹15/- per share (150% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2023 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 5<sup>th</sup> July 2023, making with the interim dividend of ₹12/- per share (120% on the face value of ₹10/-), a total dividend of ₹27/- per share (270% on the face value of ₹10/-) for the year 2022-23 and that the total dividend amount of ₹299.98 cr. representing the said total dividend of ₹27/- per share (270% on the face value of ₹10/-) be paid out of the profits for the year 2022-23.”

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

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

“**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.”

### 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 Section 197 and 198, read with Schedule V to the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable provisions, the Company hereby accords its approval and consent to the change in the terms of remuneration relating to the limits for granting Long Term Incentives and ESOPs to the Whole-time Directors of the Company, in the manner set out hereunder:

Name	Designation	Long Term Incentive (Grant Value not exceeding)	ESOPs (Grant Value not exceeding)
		(Amount in ₹)	
Mr. Harsha Viji	Executive Vice Chairman	1,50,00,000	-
Mr. Rajiv C. Lochan	Managing Director	1,00,00,000	75,00,000
Mr. A. N. Raju	Deputy Managing Director	50,00,000	50,00,000

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

“**RESOLVED** that pursuant to Section 14 of the Companies Act, 2013, read with Reg. 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable provisions, the Articles of Association of the Company be and is hereby altered in the following manner:

After Article 9.(j), the following Article shall be inserted:

9.(k). Subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Board of Directors shall appoint the person nominated by the Debenture Trustee(s) in accordance with Reg. 15(1) (e) of the SEBI (Debenture Trustees) Regulations, 1993, as a Nominee Director on the Board.

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing moneys, including foreign currency loans, for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital

of the Company and its free reserves, provided however, that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (excluding exchange fluctuations in respect of foreign currency loans), apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, shall not exceed ₹50,000 cr. (Rupees Fifty Thousand Crores only).”

Chennai 600 002  
26.05.2023

By Order of the Board  
**P N SRIKANT**  
Secretary & Compliance Officer

#### **NOTE:**

This Notice, together with the Annual Report for the financial year 2022-23, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023, 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 23<sup>rd</sup> June 2023 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 30<sup>th</sup> September 2023. 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 6<sup>th</sup> July 2023 to 21<sup>st</sup> July 2023 (both days inclusive). The dividend, if declared at the meeting, will be paid on or after 24<sup>th</sup> July 2023.

#### **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 Mr. T.K. Bhaskar, Partner, H & B 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 Sunday, the 16<sup>th</sup> July 2023 (9:00 A.M.) and end on Thursday, the 20<sup>th</sup> July 2023 (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 **14<sup>th</sup> July 2023**, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on **20<sup>th</sup> July 2023**. 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 **14<sup>th</sup> July 2023**. 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 (14<sup>th</sup> July 2023),

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. **14<sup>th</sup> July 2023**, 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 on 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 2 working days 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: 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 5<sup>th</sup> July 2023. 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 10E, 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 5<sup>th</sup> July, 2023.

- 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' are furnished as part of this Notice Pages 6 to 10.

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

### SPECIAL BUSINESS

#### Item No. 5

The Shareholders of the Company had, vide Postal Ballot resolution dated 12<sup>th</sup> March, 2021, approved the terms of appointment and remuneration of Mr. Harsha Viji, Executive Vice Chairman, Mr. Rajiv C. Lochan, Managing Director and Mr. A. N. Raju, Deputy Managing Director, which *inter alia* included the limit for the perquisite value of ESOP or any other Long Term Incentive for the Managing Director and Deputy Managing Director.

Considering the contribution made by the Whole-time Directors in steering the Company successfully amidst the disruption caused by the pandemic, and ensuring overall growth, quality and profitability, as well as to structurally align their compensation package with the long-term performance of the Company, your Board of Directors, based on the recommendations of the Nomination, Compensation and Remuneration Committee (NCRC), intends to reward them with suitable Long Term Incentives (LTI) to be granted in accordance with the policy framed for this purpose and/or ESOPs to be granted in accordance with the Sundaram Finance Employee Stock Option Scheme – 2008. Accordingly, your Board of Directors, at its meeting held on 26<sup>th</sup> May, 2023, after taking into account the recommendations of the NCRC, approved the change in the terms of remuneration relating to the limits for granting Long Term Incentives and ESOPs to the Whole-time Directors of the Company, as set out in the resolution.

The Board considers that the proposal to reward the Whole-time Directors with suitable Long Term Incentives and/or ESOPs would be commensurate with their contribution towards the overall growth of the Company. Accordingly, the Board recommends the Ordinary Resolution for the approval by the shareholders of the Company.

#### INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Mr. S. Viji, Chairman, Mr. Harsha Viji, Executive Vice Chairman, Mr. Rajiv C. Lochan, Managing Director and Mr. A. N. Raju, Deputy Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the resolution.

#### Item No. 6

Reg. 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, provides that the duties of the debenture trustee shall include appointment of a nominee director on the Board of the company, which is an issuer of debt securities, in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

The Securities and Exchange Board of India has, vide notification dated 2<sup>nd</sup> February, 2023, amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, requiring a company who is an issuer of debt securities, to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of Reg.15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors. For this purpose, it is proposed to amend the Articles of Association of the Company by inserting Article 9.(k) after Article 9.(j), with the approval of the Shareholders.

Accordingly, the Special Resolution is submitted for your consent and the Board recommends that the Resolution be passed.

#### INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the resolution.

#### Item No. 7

The Board of Directors of the Company were authorised under Section 180(1)(c) of the Companies Act, 2013 to borrow upto a limit of ₹40,000 cr. (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), by a Special Resolution passed through Postal Ballot on 23<sup>rd</sup> March 2020. The aggregate borrowings of the Company as on 31<sup>st</sup> March 2023 amount to ₹32,815 cr.

As at 31.03.2023, the own funds of the Company were ₹7,737 cr. The capital adequacy ratio of the Company as on 31<sup>st</sup> March 2023 was at 22.77%.

It is considered desirable to raise the present limit of borrowing (including foreign currency loans) to ₹50,000 cr. (excluding exchange fluctuations in respect of foreign currency loans), apart from the temporary loans obtained from the Company's bankers in the ordinary course of business. Accordingly, the Special Resolution as set out in the Notice, is submitted for consideration.

The Board recommends that the Special Resolution be passed.

#### INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the resolution.

## ANNEXURE TO THE EXPLANATORY STATEMENT

Particulars of the Directors seeking re-appointment /continuation at the 70<sup>th</sup> Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### ITEM Nos. 3 & 4

Name of Director	Mr. Harsha Viji	Mr. Rajiv C. Lochan
DIN	00602484	05309534
Date of Birth	28 <sup>th</sup> August 1975	23 <sup>rd</sup> July 1971
Expertise in specific functional areas	Has more than 2 decades experience in areas of specialization particularly, strategy formulation, joint venture negotiations, new business development etc. Formerly with McKinsey & Company and Price Water house.	Has nearly 3 decades of experience in the field of management, especially in the area of finance, social sector and public health. Formerly, MD & CEO of the The Hindu Group and Partner at McKinsey & Company.
Qualifications	B.Com, ACA, MBA (Ann Arbor, Michigan)	B.Tech. (IIT), MS (MIT), MBA (Columbia Business School)
List of other Listed companies in which directorship held as on 31 <sup>st</sup> March 2023	<b>Sundaram Finance Holdings Limited</b> - Chairman	-
Chairman/Member of the Committees of the Board of other Listed companies in which he is a director as on 31 <sup>st</sup> March 2023	<b>Sundaram Finance Holdings Limited</b> - Investment Committee - Chairman - Nomination and Remuneration Committee - Member - Corporate Social Responsibility Committee - Member - Risk Management Committee - Member	-
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Shareholding as on 31 <sup>st</sup> March 2023:		
(a) held individually	16,91,704 equity shares	12,860 equity shares
(b) held as Karta of HUF	Nil	Nil
(c) held jointly with others	3,156 equity shares	Nil
(d) held as Executor / Trustee	Nil	Nil
Relationship with other Directors	Son of Mr. 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, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022, Circular No.11/2022 dated December 28, 2022. 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). 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 is being 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.

### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins **on Sunday, the 16<sup>th</sup> July 2023 (9:00 A.M.) and ends on Thursday, the 20<sup>th</sup> July 2023 (5:00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, the 14<sup>th</sup> July 2023 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 entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL help desk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

### Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.



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- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, 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 mandatory 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.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / Tablets for better experience.
5. Further, shareholders are requested to use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. **For speaking at the AGM** - Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request by e-mail in advance during the period from 16<sup>th</sup> July 2023 (9:00 A.M. IST) to 19<sup>th</sup> July 2023 (5:00 P.M. IST), from their registered e-mail id, mentioning their name, demat account number/ folio number, email id and mobile number, to [agm.speakers@sundaramfinance.in](mailto:agm.speakers@sundaramfinance.in). Those shareholders 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.
8. **For raising queries by e-mail** - The shareholders who do not wish to speak during the AGM but have queries, may send their queries by e-mail in advance during the period from 16<sup>th</sup> July 2023 (9:00 A.M. IST) to 19<sup>th</sup> July 2023 (5:00 P.M. IST), from their registered e-mail id, mentioning their name, demat account number/folio number, email id, mobile number, to [agm.queries@sundaramfinance.in](mailto:agm.queries@sundaramfinance.in). These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. 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.
11. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 (email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / Toll free no. 1800 22 55 33 or call on 022-23058542 / 43).