

SUNDARAM FINANCE LIMITED

CIN: L65191TN1954PLC002429

Regd. Office: 21, Patullos Road, Chennai 600 002 Tel: 044 2888 1236, Fax: 044 2855 8180

Email: investorservices@sundaramfinance.in www.sundaramfinance.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for obtaining the approval of the Members through postal ballot for:

1. private placement of debentures under Sections 42 and 71 of the Companies Act, 2013, upto a sum of ₹12000 cr. during the period from 1st April 2019 to 31st March 2020. - Special Resolution
2. reappointment of Sri P N Venkatachalam, Sri S Prasad, Ms. Shobhana Ramachandhran and Sri S Mahalingam, Independent Directors, for a further term of 5 (five) years. - Special Resolution
3. reappointment of Sri A N Raju, Director (Operations), for a term of 5 (five) years upto 31st March 2024. - Ordinary Resolution

The draft Resolutions, together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto, are enclosed.

Chennai 600 002

Date: 31.01.2019

By Order of the Board

P VISWANATHAN

Secretary & Compliance Officer

Notes:

1. This Notice is being sent 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 Friday, the 8th February 2019.
2. The postal ballot facility (including e-voting) is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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.
4. The e-voting is optional and will be available at the link www.e-votingindia.com. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Sri P. Viswanathan, Secretary & Compliance Officer at investorservices@sundaramfinance.in
5. The voting (including e-voting) will commence on Tuesday, the **19th February 2019** (9.00 A.M.) and end on Wednesday, the **20th March 2019** (5.00 P.M.).
A member desiring to exercise the vote by postal ballot is requested to read the instructions provided in the Postal Ballot Form carefully and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer by 5:00 P.M., on Wednesday, the **20th March 2019**.
Postal ballot forms received from members beyond the said date will not be valid and voting whether by post or electronic means shall not be allowed beyond the said date.
6. Members who have not received the postal ballot forms may write to the company or send a mail to investorservices@sundaramfinance.in and obtain a duplicate thereof.

7. The Board of Directors has appointed Sri T K Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman / Audit Committee Chairman / Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman / Audit Committee Chairman / Managing

Director on Thursday, the 21st March 2019 at 5.00 P.M, at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.

9. The date of declaration of the postal ballot result will be taken to be the date of passing the Special / Ordinary Resolution.
10. The results of the postal ballot will be posted on the Company's website – www.sundaramfinance.in.

DRAFT RESOLUTIONS

SPECIAL BUSINESS

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

“**RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and subject to such other Regulations / Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures including but not limited to Subordinated Debentures, on a private placement basis, in one or more tranches, during the period from 1st April 2019 to 31st March 2020 for a sum not exceeding ₹12,000 cr., within the overall borrowing limits of the Company.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all non-convertible debentures are to be issued from time to time, as to interest rate, tenor, repayment, security or otherwise and listing, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent

or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company.”

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

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri P N Venkatachalam (DIN - 00499442), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.

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

SUNDARAM FINANCE LIMITED

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri S Prasad (DIN - 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.

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

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Shobhana Ramachandhran (DIN - 00273837), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 31st March 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to March 31, 2024, not liable to retire by rotation.

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

RESOLVED that, pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Sri S Mahalingam (DIN - 00121727), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 25th May 2019, be and is hereby appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to May 25, 2024, not liable to retire by rotation.

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, 197 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 A N Raju (DIN - 00036201) as Director (Operations), for a period of 5 (five) years with effect from 01.04.2019 and for the payment of remuneration to him for his services as Director (Operations), as set out hereunder:

SALARY	₹5,00,000/- per month in the scale of ₹5,00,000/- to ₹8,00,000/-. 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.
COMMISSION	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.
PERQUISITES	As detailed in the annexure to the Explanatory Statement, the annual value of which will be limited to a ceiling of 150% of annual salary.
MINIMUM REMUNERATION	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.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES Act, 2013,

SPECIAL BUSINESS

ITEM 1

As per sections 42,71 of the Companies Act, 2013, read with Rule 2 (a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs during the year.

The proposed borrowings will be within the overall borrowing limit of ₹30,000 cr.

It is proposed to offer or invite subscriptions for NCDs including Subordinated Debentures, on a private placement basis, in one or more tranches, during the period from 1st April 2019 to 31st March 2020 for a sum not exceeding ₹12000 cr., with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest rate, tenor, repayment, security or otherwise and listing, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of Special Resolution under Sections 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder and listing requirements.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEMS 2 – 5

Sri P.N. Venkatachalam, Sri S. Prasad and Ms. Shobhana Ramachandhran were appointed as Independent Directors of the Company w.e.f. 1st April 2014 and Sri S. Mahalingam was appointed as an Independent Director of the Company w.e.f. 26th May 2014, in accordance with the provisions of S. 149 (10) of the Companies Act, 2013, (the Act).

Sri P.N. Venkatachalam, Sri S. Prasad, Ms. Shobhana Ramachandhran and Sri S. Mahalingam fulfil the eligibility criteria laid down for Independent Directors under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Accordingly, after consideration of the recommendations of the Nomination, Compensation and Remuneration Committee and evaluation of their performance, the Board of Directors has thought it fit to re-appoint them as Independent Directors for a further term of 5 (five) consecutive years from the date of expiry of their present term of office, subject to approval of the shareholders, in accordance with the provisions of S. 149 (10) of the Act.

Copies of the draft letters of reappointment of the Independent Directors, setting out the terms and conditions, would be available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:30 P.M.) on any working day.

The Board considers that their reappointment would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors for a further period of 5 (five) years. Accordingly, the Board recommends the resolutions in relation to appointment of Independent Directors, for approval by the shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri P.N. Venkatachalam, Sri S. Prasad, Ms. Shobhana Ramachandhran and Sri S. Mahalingam, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the respective resolutions.

ITEM 6

At the Annual General Meeting held on 23rd July 2014, Sri A.N. Raju was appointed as Director (Operations) for a period of 5 (five) years with effect from 1st June 2014, on a remuneration comprising basic salary of ₹2,50,000/- per month in the scale of ₹2,50,000/- to ₹4,50,000/-, together with commission and perquisites. He is presently drawing a basic salary of ₹4,25,000/- per month.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee your Board of Directors at the meeting held on 31st January 2019, re-appointed Sri A.N. Raju as Director (Operations) for a period of 5 (five) years with effect from 01.04.2019 on a basic salary of ₹5,00,000/- per month in the scale of ₹5,00,000/- to ₹8,00,000/-, commission subject to a ceiling of 1% of the net profits and perquisites which are subject to a ceiling of 150% of the annual salary. The perquisites payable to Sri A.N. Raju are detailed in the annexure to this statement.

Accordingly, an Ordinary Resolution is submitted for approval by the shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri A N Raju, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said re-appointment.

By Order of the Board

Chennai 600 002

Date: 31.01.2019

P VISWANATHAN

Secretary & Compliance Officer

Annexure to the Explanatory Statement

Details of Perquisites payable to Sri A N Raju

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, dependant children and dependant 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 through postal ballot pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)

ITEMS 2 to 6

Name of Director	Sri P.N. Venkatachalam	Sri S. Prasad	Ms Shobhana Ramachandhran	Sri S Mahalingam	Sri A.N. Raju
DIN	00499442	00063667	00273837	00121727	00036201
Date of Birth	March 22, 1944	May 30, 1948	January 30, 1960	10th February 1948	15th May 1959
Expertise in specific functional areas	Has nearly 4 decades of experience in Banking covering all segments of Commercial Banking like Retail, Corporate and International banking. In addition, has experience in investment banking and well versed in the area of Capital markets. Retired as Managing Director of State Bank of India and prior to which he was the Managing Director of State Bank of Travancore. Retired as Managing Director of State Bank of India and prior to which he was the Managing Director of State Bank of Travancore.	Has more than a decade's experience in industry as finance professional and 37 years as a practicing Chartered Accountant.	3 decades of experience in General Management and automobile industry. She is the Managing Director of TVS Srichakra Limited. She is also on the Board of many companies. As Managing Director of TVS Srichakra Limited, she has shaped and built a dynamic automotive business. Her contribution over the past 3 decades makes her a leading voice in the automotive industry.	4 decades of experience in Finance, Information Technology and General Management. Formerly Chief Financial Officer and Executive Director of Tata Consultancy Services.	3 decades of experience in the Automobile, Engineering and Financial Sector. Led the company's thrust in auto financing and has been actively involved in change management initiatives. Has considerable exposure to corporate finance, general management, planning and strategy.
Qualifications	M. A (Economics), CAIB	F.C.A.	Post Graduate in English Literature.	Bachelor's degree in Commerce (Honours), ACA	B. Sc (Engg.), M.B.A.
List of other public companies in which directorship held as on 31st January 2019	Director: - Edelweiss Financial Services Limited - ECL Finance Limited - Edelweiss Finance & Investments Limited - Edelweiss Tokio Life Insurance Co. Limited - Edelweiss Asset Reconstruction Company Limited - Sundaram BNP Paribas Home Finance Limited - Edelweiss Housing Finance Limited	Director: - Wheels India Limited - India Motor Parts & Accessories Limited - Royal Sundaram General Insurance Co. Limited - Sundaram Finance Holdings Limited - WIL Car Wheels Limited	Managing Director: - TVS Srichakra Limited Director: - Sundaram Finance Holdings Limited - TVS Logistics Services Limited - TVS Srichakra Investments Limited - Pusam Rubber Products Limited	Director: - Lucas TVS Limited - City Union Bank Limited - JSW Steel Limited - Sundaram Fasteners Limited - Kastur & Sons Limited - TVS Logistics Services Limited	Director: - Sundaram BNP Paribas Fund Services Limited - Sundaram BPO India Limited

Name of Director	Sri P.N. Venkatachalam	Sri S. Prasad	Ms Shobhana Ramachandhran	Sri S Mahalingam	Sri A.N. Raju
<p>Chairman/Member of the Committees of the Board of other public companies in which he/she is a Director as on 31st January 2019</p>	<p>Chairman: Audit Committee: - Edelweiss Financial Services Limited Nomination & Remuneration Committee: - Edelweiss Tokio Life Insurance Company Limited Risk Management Committee: - Sundaram BNP Paribas Home Finance Limited</p> <p>Member: Audit Committee: - Edelweiss Finance & Investments Limited - Edelweiss Housing Finance Limited - ECL Finance Limited - Edelweiss Tokio Life Insurance Company Limited Stake Holders / Share Transfer Committee: - Edelweiss Financial Services Limited - ECL Finance Limited Nomination & Remuneration Committee: - Edelweiss Finance & Investments Limited - Edelweiss Housing Finance Limited - ECL Finance Limited Corporate Social Responsibility Committee: - Edelweiss Financial Services Limited - ECL Finance Limited Risk Committee: - Edelweiss Financial Services Limited</p>	<p>Chairman: Audit Committee: - Wheels India Limited - India Motor Parts & Accessories Limited - Royal Sundaram General Insurance Co. Limited Nomination & Remuneration Committee: - Wheels India Limited Corporate Social Responsibility Committee: - Sundaram Finance Holdings Limited</p> <p>Member: Audit Committee: - Sundaram Finance Holdings Limited Stake holders Relationship Committee: - Wheels India Limited. Nomination & Remuneration Committee: - Sundaram Finance Holdings Limited - India Motor Parts & Accessories Limited - Royal Sundaram General Insurance Co. Limited Corporate Social Responsibility Committee: - Wheels India Limited. - India Motor Parts & Accessories Limited</p>	<p>Chairman: Corporate Social Responsibility Committee: - TVS Srichakra Limited</p> <p>Member: Stakeholders Relationship Committee: - TVS Srichakra Limited</p>	<p>Chairman: Audit Committee: - Kasturi & Sons Limited - JSW Steel Limited Stake Holder Relationship Committee: - JSW Steel Limited Nomination & Remuneration Committee: - Kasturi & Sons Limited - JSW Steel Limited JSWSL ESOP Committee: - JSW Steel Limited Share Allotment Committee: - JSW Steel Limited</p> <p>Member: Audit Committee: - City Union Bank Limited - Lucas TVS Limited - TVS Logistics Services Limited Share Holder Grievances Committee: - City Union Bank Limited Nomination & Remuneration Committee: - Lucas TVS Limited - TVS Logistics Services Limited Corporate Social Responsibility Committee: - TVS Logistics Services Limited - Kasturi & Sons Limited Compensation Committee: - City Union Bank Limited IT Strategic Committee: - City Union Bank Limited Hedging Policy Review Committee: - JSW Steel Limited</p>	<p>Chairman: Audit Committee: - Sundaram BPO India Limited</p> <p>Member: Nomination and Remuneration Committee: - Sundaram BNP Paribas Fund Services Limited</p>
<p>Shareholding as on 31st January 2019 : (a) held individually (b) held as Karta of HUF (c) held jointly with others (d) held as Executor / Trustee</p> <p>Relationship with other Directors</p>	<p>Nil</p>	<p>12,600 shares Nil Nil Nil</p>	<p>3,02,000 shares Nil Nil Nil</p>	<p>Nil Nil 3,200 shares Nil</p>	<p>Nil Nil 32,528 shares Nil</p>

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on Tuesday the 19th February 2019, 9.00 A.M. and ends on Wednesday the 20th March 2019, 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 8th February 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company's records in order to login. 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the "Company selection screen". However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.