

# Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

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[www.sundaramfinance.in](http://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 by way of passing the following Resolutions through postal ballot:

- (a) Ordinary Resolution - Re-appointment of Mr. Harsha Viji (holding DIN: 00602484) as Executive Vice Chairman, with effect from 1st April 2026;
- (b) Ordinary Resolution - Re-appointment of Mr. Rajiv C. Lochan (holding DIN: 05309534) as Managing Director, with effect from 1st April 2026;

- (c) Special Resolution - Re-appointment of Mr. A. N. Raju (holding DIN: 00036201) with effect from 1st April 2026 and his elevation as Joint Managing Director.

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.

By Order of the Board

Chennai 600 002

**P N Srikant**

Date: 02.02.2026

CCO & Company Secretary

### NOTES:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 22nd September 2025 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 6th February 2026 ("Cut-off Date") and who have registered their email id with the Company/ Depositories.
2. The postal ballot facility through 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 (LODR) 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 detailed instructions on e-Voting are enclosed. Grievances, if any, connected with e-Voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 / [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) / Toll free no. 1800 22 55 33 / 022-23058542/43.
5. The e-Voting will commence on **Wednesday, the 11th February 2026 (9:00 A.M.)** and end on **Thursday, the 12th March 2026 (5:00 P.M.)**.
6. The Board of Directors has appointed Mr. T.K. Bhaskar, Partner, H&B Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Executive Vice Chairman or Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Executive Vice Chairman or Managing Director on Friday, the 13th March 2026 at 5:00 P.M., at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.
8. The date of declaration of the postal ballot results will be taken to be the date of passing the resolution.
9. The results of the postal ballot will be posted on the Company's website – [www.sundaramfinance.in](http://www.sundaramfinance.in).

## DRAFT RESOLUTIONS

### SPECIAL BUSINESS

(1) 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 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI (NBFCs – Governance) Directions, 2025 and all other applicable regulatory provisions, the Company hereby accords its approval and consent to the re-appointment of Mr. Harsha Viji (holding DIN: 00602484) as the Executive Vice Chairman, for a term of five (5) consecutive years with effect from 1st April 2026 and for the remuneration payable to him for his services as Executive Vice Chairman, as per the terms set out hereunder:

|   |  |
|---|--|
| Scale of Basic Salary (per month)                     | ₹15,00,000/- to ₹35,00,000/-<br>Annual increase will be effective from 1st April every year and the quantum of increase will be decided by the Nomination, Compensation and Remuneration Committee (NCRC) and Board of Directors.  |
| House Rent Allowance                                  | 60% of the Basic Salary, per month   |
| Compensatory Allowance                                | 30% of the Basic Salary, per month   |
| Performance Bonus/ Commission                         | Not exceeding 1% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors based on parameters to be defined by the NCRC.   |
| Long Term Incentive (LTI) (Grant Value not exceeding) | 0.25% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors in accordance with the LTI Policy of the Company.   |
| Perquisites   | As detailed in the Annexure  |
| 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. |

**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to decide the annual remuneration payable to Mr. Harsha Viji, Executive Vice Chairman, for each financial year commencing from 1st April 2026, based on the recommendations of the Nomination, Compensation and Remuneration Committee, in accordance with the limits prescribed under the applicable regulatory provisions and terms of remuneration approved by the shareholders.

(2) 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 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI (NBFCs – Governance) Directions, 2025 and all other applicable regulatory provisions, the Company hereby accords its approval and consent to the re-appointment of Mr. Rajiv C. Lochan (holding DIN: 05309534) as the Managing Director for a term of five (5) consecutive years with effect from 1st April 2026 and for the remuneration payable to him for his services as Managing Director, as per the terms set out hereunder:

|   |  |
|---|--|
| Scale of Basic Salary (per month)                     | ₹10,00,000/- to ₹25,00,000/-<br>Annual increase will be effective from 1st April every year and the quantum of increase will be decided by the Nomination, Compensation and Remuneration Committee (NCRC) and Board of Directors.  |
| House Rent Allowance                                  | 60% of the Basic Salary, per month   |
| Compensatory Allowance                                | 30% of the Basic Salary, per month   |
| Performance Bonus/ Commission                         | Not exceeding 1% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors based on parameters to be defined by the NCRC.   |
| Long Term Incentive (LTI) (Grant Value not exceeding) | 0.20% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors in accordance with the LTI Policy of the Company.   |
| ESOPs (Grant Value not exceeding)                     | ₹1,50,00,000/-   |
| Other Perquisites                                     | As detailed in the Annexure  |
| 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. |

**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to decide the annual remuneration payable to Mr. Rajiv C. Lochan, Managing Director, for each financial year commencing from 1st April 2026, based on the recommendations of the Nomination, Compensation and Remuneration Committee, in accordance with the limits prescribed under the applicable regulatory provisions and terms of remuneration approved by the shareholders.

(3) To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI (NBFCs – Governance) Directions, 2025 and all other applicable regulatory provisions, the Company hereby accords its approval and consent to the re-appointment of Mr. A. N. Raju (holding DIN:00036201) for a term of four (4) consecutive years with effect from 1st April 2026 and his elevation as Joint Managing Director, notwithstanding that he would be attaining the age of seventy years during the continuity of his term, and for the remuneration payable to him for his services as Joint Managing Director, as per the terms set out hereunder:

|   |  |
|---|--|
| Scale of Basic Salary (per month)                     | ₹8,50,000/- to ₹20,00,000/-<br>Annual increase will be effective from 1st April every year and the quantum of increase will be decided by the Nomination, Compensation and Remuneration Committee (NCRC) and Board of Directors.   |
| House Rent Allowance                                  | 60% of the Basic Salary, per month   |
| Compensatory Allowance                                | 30% of the Basic Salary, per month   |
| Performance Bonus/Commission                          | Not exceeding 1% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors based on parameters to be defined by the NCRC.   |
| Long Term Incentive (LTI) (Grant Value not exceeding) | 0.15% of the net profits of the Company, the quantum whereof will be determined by the NCRC and Board of Directors in accordance with the LTI Policy of the Company.   |
| ESOPs (Grant Value not exceeding)                     | ₹1,00,00,000/-   |
| Other Perquisites                                     | As detailed in the Annexure  |
| 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. |

**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to decide the annual remuneration payable to Mr. A. N. Raju, as Joint Managing Director, for each financial year commencing from 1st April 2026, based on the recommendations of the Nomination, Compensation and Remuneration Committee, in accordance with the limits prescribed under the applicable regulatory provisions and terms of remuneration approved by the shareholders.

## ANNEXURE

### Details of Perquisites

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. wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above;
  - iii. 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 subject to a maximum of one month's basic salary in accordance with the rules of the Company.
3. **Explanation:** "Family" means the spouse, dependent children and dependent parents of the appointee.
4. Personal Accident Insurance as per the rules of the Company;
5. Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company;
6. 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 ceiling on remuneration / perquisites;
7. Fees for clubs, subject to a maximum of two clubs, excluding entrance fees and life membership fees;
8. Provision of chauffeur driven company car(s), or provision of Company cars with reimbursement of Chauffeur's salary, for Company business;
9. Provision of Mobile, Telephone(s), Internet, Data Card and other communication facilities;
10. Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time;
11. 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, including amendments if any;
12. The expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income Tax Act, 2025;
13. 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 Act, 2025.

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 of the Companies Act, 2013 and other applicable provisions, if any of the Act, SEBI (LODR) Regulations, 2015 and all other applicable regulatory provisions, as may be amended from time to time.

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

### SPECIAL BUSINESS

#### ITEM 1

Mr. Harsha Viji (holding DIN: 00602484) was appointed as the Executive Vice Chairman of the Company for a term of five (5) consecutive years, w.e.f. 1st April 2021. His term of office comes to a close on 31st March 2026.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee (NCRC), your Board of Directors (the Board) has, at the meeting held on 2nd February 2026, approved the re-appointment of Mr. Harsha Viji as the Executive Vice Chairman of the Company for a term of five (5) consecutive years with effect from 1st April 2026, subject to the approval of the shareholders. The details of his profile are furnished under Particulars of Directors annexed to the Notice.

The remuneration being paid to Mr. Harsha Viji for the financial year 2025-26, including a basic salary of ₹15.33 lakhs p.m., is in accordance with the terms of remuneration approved by the shareholders. The terms of remuneration now being recommended by the NCRC and approved by the Board after considering the prevailing remuneration levels of Whole-time Directors of a similar position in the industry are in line with Section 197 of the Companies Act, 2013. The remuneration payable to him from 1st April 2026, in accordance with the terms of remuneration to be approved by the shareholders, will be decided by the Board, based on the recommendations of the NCRC, after a detailed appraisal of his performance for each financial year. Such remuneration will be within the limits prescribed under Reg. 17(6)(e) of the SEBI (LODR) Regulations, 2015. Further, the Audit Committee has, at its meeting held on 29th January 2026, approved the terms of remuneration payable to him, in compliance with Proviso (e) to Reg. 23(2) of the SEBI (LODR) Regulations, 2015.

Mr. Harsha Viji satisfies the eligibility criteria prescribed under the Companies Act, 2013 and other applicable regulatory provisions, as well as the 'fit & proper' criteria, as stipulated in the RBI (NBFCs – Governance) Directions, 2025.

Considering the experience and expertise of Mr. Harsha Viji, and the contribution made by him towards the strategic growth of the Company and the group as a whole, the Board considers that the re-appointment of Mr. Harsha Viji as the Executive Vice Chairman would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution in relation to the re-appointment of Mr. Harsha Viji as the Executive Vice Chairman and the terms of remuneration payable to him, for approval by the shareholders of the Company.

### INTEREST OF DIRECTORS

Except Mr. S. Viji, Chairman, Mr. Harsha Viji, Executive Vice Chairman and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

#### ITEM 2

Mr. Rajiv C. Lochan (holding DIN: 05309534) was appointed as the Managing Director of the Company for a term of five (5) consecutive years, w.e.f. 1st April 2021. His term of office comes to a close on 31st March 2026.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee (NCRC), your Board of Directors (the Board) has, at the meeting held on 2nd February 2026, approved the re-appointment of Mr. Rajiv C. Lochan as the Managing Director of the Company for a term of five (5) consecutive years with effect from 1st April 2026, subject to the approval of the shareholders. The details of his profile are furnished under Particulars of Directors annexed to the Notice.

The remuneration being paid to Mr. Rajiv C. Lochan for the financial year 2025-26, including a basic salary of ₹10.68 lakhs p.m., is in accordance with the terms of remuneration approved by the shareholders. The terms of remuneration now being recommended by the NCRC and approved by the Board after considering the prevailing remuneration levels of Whole-time Directors of a similar position in the industry are in line with Section 197 of the Companies Act, 2013. The remuneration payable to him from 1st April 2026, in accordance with the terms of remuneration to be approved by the shareholders, will be decided by the Board, based on the recommendations of the NCRC, after a detailed appraisal of his performance for each financial year.

Mr. Rajiv C. Lochan satisfies the eligibility criteria prescribed under the Companies Act, 2013 and other applicable regulatory provisions, as well as the 'fit & proper' criteria, as stipulated in the RBI (NBFCs – Governance) Directions, 2025.

Considering the experience and expertise of Mr. Rajiv C. Lochan, and the contribution made by him towards the strategic growth of the Company, the Board considers that the re-appointment of Mr. Rajiv C. Lochan as the Managing Director would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution in relation to the re-appointment of Mr. Rajiv C. Lochan as the Managing Director and the terms of remuneration payable to him, for approval by the shareholders of the Company.

## **INTEREST OF DIRECTORS**

Except Mr. Rajiv C. Lochan, Managing Director and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

## **ITEM 3**

Mr. A. N. Raju (holding DIN:00036201) was appointed as the Deputy Managing Director of the Company, for a term of five (5) consecutive years, w.e.f. 1st April 2021. His term of office comes to a close on 31st March 2026.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee (NCRC), your Board of Directors (the Board) has, at their meeting held on 2nd February 2026, approved the re-appointment of Mr. A. N. Raju for a term of four (4) consecutive years with effect from 1st April 2026 and his elevation as Joint Managing Director of the Company, subject to the approval of the shareholders. The details of his profile are furnished under Particulars of Directors annexed to the Notice.

Further, according to the First Proviso to Section 196(3)(a) of the Companies Act, 2013, the re-appointment of Mr. A. N. Raju as Joint Managing Director for a term of 4 years w.e.f. 1st April 2026 will be subject to the approval of the shareholders through Special Resolution, since he would be attaining the age of seventy years during the continuity of his term.

The remuneration being paid to Mr. A. N. Raju for the financial year 2025-26, including a basic salary of ₹8.91 lakhs p.m., is in accordance with the terms of remuneration approved by the shareholders. The terms of remuneration now being recommended by the NCRC and approved by the Board after considering the prevailing remuneration levels of

Whole-time Directors of a similar position in the industry are in line with Section 197 of the Companies Act, 2013. The remuneration payable to him from 1st April 2026, in accordance with the terms of remuneration to be approved by the shareholders, will be decided by the Board, based on the recommendations of the NCRC, after a detailed appraisal of his performance for each financial year.

Mr. A. N. Raju satisfies the eligibility criteria prescribed under the Companies Act, 2013 and other applicable regulatory provisions, as well as the 'fit & proper' criteria, as stipulated in the RBI (NBFCs – Governance) Directions, 2025.

Considering the experience and expertise of Mr. A. N. Raju, and the contribution made by him towards the strategic growth of the Company, the Board considers that the re-appointment of Mr. A. N. Raju and his elevation as Joint Managing Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution in relation to the re-appointment of Mr. A. N. Raju and his elevation as Joint Managing Director, as well as the terms of remuneration payable to him, for approval by the shareholders of the Company.

## **INTEREST OF DIRECTORS**

Except Mr. A. N. Raju and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

By Order of the Board

Chennai 600 002

Date: 02.02.2026

**P N Srikant**

CCO & Company Secretary

## PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards – 2]

| Name of Director  | Mr. Harsha Viji  | Mr. Rajiv C. Lochan  | Mr. A. N. Raju   |
|---|--|--|--|
| DIN   | 00602484   | 05309534   | 00036201   |
| Age   | 50 years   | 54 years   | 66 years   |
| Expertise in specific functional areas  | Has nearly 3 decades of experience in areas of specialisation particularly, strategy formulation, joint venture negotiations, new business development. Formerly with McKinsey & Company and Price Waterhouse.   | Has 3 decades of experience in the field of management especially in the areas of finance, social sector, and public health. Formerly MD & CEO of The Hindu Group and Partner at McKinsey & Company.   | Has 4 decades of experience in the Automobile, Engineering, Finance and General Management. Formerly with GE Capital and SRF Group.  |
| Qualifications  | B.Com., ACA,<br>MBA (Ann Arbor, Michigan)  | B.Tech. (IIT, Madras), MS (MIT),<br>MBA (Columbia Business School)   | B.Sc (Engg.), M.B.A.   |
| Date of first appointment on the Board  | 24 <sup>th</sup> September 2010  | 3 <sup>rd</sup> June 2020  | 1 <sup>st</sup> June 2014  |
| Terms of re-appointment and remuneration sought to be paid                        | Please refer Resolution No. 1  | Please refer Resolution No. 2  | Please refer Resolution No. 3  |
| Remuneration last drawn (FY 2024-25)  | ₹798.64 lakhs  | ₹626.00 lakhs  | ₹455.88 lakhs  |
| Number of Board Meetings attended during the year (As of the date of this Notice) | He has attended all the 5 Board Meetings held during the current financial year.   | He has attended all the 5 Board Meetings held during the current financial year.   | He has attended all the 5 Board Meetings held during the current financial year.   |
| Directorships in other entities as on 2 <sup>nd</sup> February 2026               | <p>Listed Entities:</p> <ul style="list-style-type: none"> <li>- TSF Investments Limited (formerly known as Sundaram Finance Holdings Limited)</li> <li>- Sundaram Home Finance Limited</li> </ul> <p>Unlisted Entities:</p> <ul style="list-style-type: none"> <li>- Sundaram Asset Management Company Limited</li> <li>- Sundaram Alternate Assets Limited</li> <li>- Royal Sundaram General Insurance Co. Limited</li> <li>- Turbo Energy Private Limited</li> <li>- Trichur Sundaram Santhanam &amp; Family Private Limited</li> <li>- Azorous Holdings Private Limited</li> <li>- Sandashala Properties (Private) Limited, Sri Lanka</li> </ul> | <p>Listed Entities:</p> <ul style="list-style-type: none"> <li>-</li> </ul> <p>Unlisted Entities:</p> <ul style="list-style-type: none"> <li>- Sundaram Asset Management Company Limited</li> <li>- Prodapt Solutions Private Limited</li> <li>- Life Style International Private Limited</li> <li>- IKP Trusteeship Services Private Limited</li> <li>- IKP Knowledge Park</li> <li>- Finance Industry Development Council</li> </ul> | <p>Listed Entities:</p> <ul style="list-style-type: none"> <li>- Sundaram Home Finance Limited</li> </ul> <p>Unlisted Entities:</p> <ul style="list-style-type: none"> <li>- Sundaram Business Services Limited</li> </ul> |

|   |  |               |   |
|---|--|---------------|---|
| Chairman/Member of the Committees of the Board of other Listed Entities in which he is a Director as on 2 <sup>nd</sup> February 2026 | Sundaram Home Finance Limited<br><br><b>Chairman:</b><br>- Corporate Social Responsibility Committee<br><br><b>Member:</b><br>- Nomination & Remuneration Committee<br><br>TSF Investments Limited (formerly known as Sundaram Finance Holdings Limited)<br><br><b>Chairman:</b><br>- Corporate Social Responsibility Committee<br>- Investment Committee<br><br><b>Member:</b><br>- Nomination & Remuneration Committee |               | Sundaram Home Finance Limited<br><br><b>Chairman:</b><br>- Risk Management Committee<br>- Stakeholders Relationship Committee<br>- Customer Service Committee<br><br><b>Member:</b><br>- Executive Committee<br>- Wilful Default Review Committee |
| Listed entities from which the Director has resigned in the past three years  | -  | -             | -   |
| Shareholding as on 2 <sup>nd</sup> February 2026  |  |               |   |
| a) held individually  | 18,05,692 shares   | 16,200 shares | -   |
| b) held jointly with others   | 3,156 shares   | -             | 40,938 shares   |
| Relationship with other Directors   | Son of Mr. S. Viji, Chairman   | -             | -   |

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AS ISSUED BY CDSL:

(i) The voting period begins on **Wednesday, the 11th February 2026 at 9:00 A.M. and ends on Thursday, the 12th March 2026 at 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 of **Friday, the 6th February 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

(iii) 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 FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW:**

| <b>Type of shareholders</b>  | <b>Login Method</b>  |
|--|--|
| 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab.</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, 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 cdsl website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. 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 evoting 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.</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/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl/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.</li> <li>4. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the 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> </ol> |
|  | 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.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 & 022-2499 7000.                       |

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

(iv) Login method for Remote e-Voting 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) 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                                      |
| Dividend Bank Details<br>OR<br>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> |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) 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.

## **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 [investor@cameoindia.com](mailto:investor@cameoindia.com)
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 & joining virtual meetings 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 21 09911.

The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services India Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call at toll free no. 1800 21 09911.