

# Sundaram Finance Limited

Registered Office: 21 Patullas Road, Chennai 600 002

CIN: L65191TN1954PLC002429

Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramfinance.in

www.sundaramfinance.in

## NOTICE

Notice is hereby given that the 61st Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 23rd July 2014, at 10.00 A.M. at the Music Academy, New No.168, Old No.306, TTK Road, Chennai 600 014, 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 Statements of Accounts of the Company for the year ended 31st March 2014 and the Directors’ 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 dividend of Rs.10/- per share (100% on the face value of Rs.10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2014 on the paid-up capital of Rs.111.10 cr. and the same be paid to shareholders whose names stand on the Register of Members of the Company on 8th July 2014 and that the dividend amount of Rs.111.10 cr. representing the said dividend of Rs.10/- per share (100% on the face value of Rs.10/-) be paid out of the profits for the year 2013-14.

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

“**RESOLVED** that Sri S Ravindran (holding DIN:00045076), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

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

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

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

“**RESOLVED** that Messrs. Brahmayya & Company, Chartered Accountants, Chennai, (Registration No.000511S), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the statutory audit fee, payable to them, be fixed at Rs.48.00 lakhs, in addition to tax audit fee of Rs.12.00 lakhs, certification fee, service tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit”.

### SPECIAL BUSINESS

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

**RESOLVED** that, pursuant to Section 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 Clause 49 of the Listing Agreement, Sri N Venkataramani (holding DIN 00001639), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Sri N Venkataramani as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.

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

**RESOLVED** that, pursuant to Section 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 Clause 49 of the Listing Agreement, Ms Shobhana

Ramachandhran (holding DIN:00273837), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 27, 2014 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Ms Shobhana Ramachandhran as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019, not liable to retire by rotation.

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

**RESOLVED** that, pursuant to Section 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 Clause 49 of the Listing Agreement, Sri S Mahalingam (holding DIN: 00121727), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 26, 2014 and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri S Mahalingam as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to May 25, 2019, not liable to retire by rotation.

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

**RESOLVED** that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Sri A N Raju (holding DIN:00036201), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st June 2014 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to

propose Sri A N Raju as a director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**FURTHER RESOLVED** that in accordance with the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the Act, the Company hereby accords its approval and consent to the appointment of Sri A N Raju as Director (Operations), for a period of 5 years with effect from 01.06.2014 and for the payment of remuneration to him for his services as Director (Operations), as set out hereunder:

SALARY	Rs.2,50,000/- per month in the scale of Rs.2,50,000/- to Rs.4,50,000/-. 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.

By Order of the Board

Chennai 600 002

26.05.2014

**P VISWANATHAN**

Secretary & Compliance Officer

## NOTE:

1. **A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
2. The register of members and share transfer books of the Company will remain closed from 9th July 2014 to 23rd July 2014 (both days inclusive). The dividend, if declared at the meeting, will be paid on 24th July 2014.
3. Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends for the financial years 1995-96 to 2005-06, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 18th July 2013 (date of last Annual General Meeting) on the website of the Company ([www.sundaramfinance.in](http://www.sundaramfinance.in)), as also on the Ministry of Corporate Affairs website.
4. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, postal ballot / e-voting facility have been provided to the members. The Board of Directors has appointed Sri T.K. Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot and 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 in a secure manner.

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

**The e-voting period would commence on Friday, the 18th July, 2014 (9:00 am) and end on Sunday, the 20th July, 2014 (5:30 pm).**

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the

cut-off date of 13th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The procedure and instructions for e-voting is furnished in this notice.

Pursuant to Clause 35B (ii) of the Listing Agreement, to enable those shareholders who do not have access to e-voting facility, the Company has enabled a postal ballot facility. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (17:30 hrs) on Monday, the 21st July 2014.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the postal ballot / e-voting will be announced by the Company on its website – [www.sundaramfinance.in](http://www.sundaramfinance.in) on Wednesday, the 23rd July 2014 before 17:30 hrs. The date of declaration of the voting result will be taken to be the date of passing the resolutions.

5. Members are requested to:
  - Provide Permanent Account Number;
  - Opt for NECS / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and
  - Avail nomination facility.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 – Tel. No. 044 2846 0390 - 0395, Email: [investor@cameoindia.com](mailto:investor@cameoindia.com).
6. 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).

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

### SPECIAL BUSINESS

#### ITEMS 6 - 8

Sri N Venkataramani is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 2010. Sri N Venkataramani retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956.

Ms Shobhana Ramachandhran, aged 54 years, was co-opted as a Non-Executive Independent Director of your Company with effect from 27.01.2014. Her particulars are annexed to the notice. Under Section 161 of the Companies Act, 2013, she holds office as Additional Director up to the date of the Annual General Meeting.

Sri S Mahalingam, aged 65 years, was co-opted as a Non-Executive Independent Director of your Company with effect from 26.05.2014. His particulars are annexed to the notice. Under Section 161 of the Companies Act, 2013, he holds office as Additional Director up to the date of the Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sri N Venkataramani, Ms Shobhana Ramachandhran and Mr S Mahalingam being eligible and offering themselves for appointment is proposed to be appointed as an Independent Director for five (5) consecutive years for a term as mentioned in the Resolutions. Notices have been received from members proposing them as Independent Directors.

In the opinion of the Board, Sri N Venkataramani, Ms Shobhana Ramachandhran and Mr S Mahalingam fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointments as Independent Directors of the Company and are independent of the management.

Copies of the draft letters of appointment of Independent Director 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 on any working day.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their

services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of Independent Directors, for the approval by the shareholders of the Company.

#### INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri N Venkataramani, Ms Shobhana Ramachandhran and Sri S Mahalingam, being appointees, 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 9

At the Board Meeting held on 26.05.2014, Sri A N Raju, Executive Director of your Company, has been co-opted as an Additional Director and appointed as Director (Operations) for a period of 5 years with effect from 01.06.2014 on a salary of Rs.2,50,000/- per month in the scale of Rs.2,50,000/- to Rs.4,50,000/- together with allowances and commission as mentioned in the resolution. The perquisites provided to Sri A N Raju are detailed in the annexure to this statement. His particulars are annexed to the notice.

Under Section 161 of the Companies Act, 2013, he holds office as Additional Director up to the date of the Annual General Meeting. Notice has been received from a member intimating the member's intention to propose the appointment of Sri A N Raju as a Director at the ensuing Annual General Meeting. The Board of Directors considers that his appointment as a Director will be in the interests of the company and recommends the acceptance of the resolution. Accordingly, an Ordinary Resolution is submitted for your consent.

#### INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri A N Raju, being an appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

By Order of the Board

Chennai 600 002  
26.05.2014

**P VISWANATHAN**  
Secretary & Compliance Officer

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## 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. Sitting fee for attending the meeting of Board of Directors and Committee thereof as applicable to other Directors.
8. Provision of chauffeur driven company car(s) or provision of company car(s) with reimbursement of chauffeur's salary.
9. Provision of telephone(s) at the residence of the Director.
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.

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 Sections 197 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

**Particulars of the Directors seeking appointment / re-appointment in the forthcoming  
Annual General Meeting pursuant to Clause 49 of the Listing Agreement**

**ITEMS 3, 4 & 6 to 9**

Name of Director	<b>Sri S. Ravindran</b>	<b>Sri Harsha Viji</b>	<b>Sri N Venkataramani</b>
DIN	00045076	00602484	00001639
Date of Birth	November 28, 1951	August 28, 1975	December 09, 1939
Expertise in specific functional areas	Has diverse experience in various positions in Auto-ancillary industry, educational printing, publishing and distribution industry and health care industry in India and abroad for over 35 years.	Has nearly 12 years of experience in strategy formulation, joint venture negotiations and new business development	As Key Managerial Person of several manufacturing and trading companies belonging to Amalgamations Group, involved in the major expansion programmes including raising of capital and managing the resources and investments for over 4 decades.  Has in-depth knowledge of the finer nuances of finance management / operation of corporates.
Qualifications	B.Com., A.C.A	B.Com., ACA, MBA (Ann Arbor, Michigan)	B. Sc (Hons) Maths B. Sc (Hons) Engineering University of London M. Sc (Engg.), Univ. of London Fellow of the Institution of Mech. Engg., U.K.
List of other companies in which directorship held as on 31st March 2014	<b>Wholetime Director:</b> – Turbo Energy Limited <b>Director:</b> – India Motor Parts & Accessories Limited – Brakes India Senior Officers' Welfare Association Limited – ABI Premises Private Limited – ABI Precision Castings SAOC, Muscat – ABI-Showatech (Oman)LLC (FZC) – ABI-Showatech (India) Limited – Real Talent Engineering Ltd – Sundaram BNP Paribas Home Finance Limited	<b>Managing Director:</b> – Sundaram Asset Management Company Limited <b>Director:</b> – Royal Sundaram Alliance Insurance Company Limited – TVS Commutation Solutions Limited – Flometallic India Limited	<b>Chairman:</b> – George Oakes Limited – IP Pins & Liners Limited – IP Rings Limited – Stanadyne Amalgamations Pvt. Limited <b>Chairman &amp; MD:</b> – India Pistons Limited <b>Director:</b> – Amalgamations Repco Limited – Bimetal Bearings Limited – Stanes Amalgamated Estates Limited – Simpson & Company Limited – Amalgamations Valeo Clutch Private Limited – Amalgamations Private Limited – IPL Engine Components Private Limited – Adyar Property Holding Company Private Limited – IPL Green Power Limited – Nettur Technical Training Foundation – Chennai Willingdon Corporate Foundation – ABI-Showatech (India) Limited
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2014	<b>Member:</b> Audit Committee – India Motor Parts & Accessories Limited – Turbo Energy Limited – ABI-Showatech (India) Limited	<b>Member:</b> Audit Committee – Sundaram Asset Management Company Limited – Flometallic India Limited	<b>Chairman:</b> Share Transfer and Shareholders / Investors Grievance Committee – Bimetal Bearings Limited <b>Audit Committee</b> – ABI-Showatech India Ltd <b>Member:</b> Audit Committee – India Pistons Limited – Simpson & Co. Ltd – Bimetal Bearings Limited Share Transfer Committee – IP Rings Limited
Shareholding as on 31st March 2014: a) held individually b) held as Karta of HUF c) held jointly with others d) held as Executor / Trustee	3,89,920 shares Nil 2,26,720 shares Nil	13,62,318 shares Nil 3,156 shares Nil	Nil Nil Nil Nil
Relationship with other Directors	–	Son of Sri S. Viji, Chairman	–

Name of Director	<b>Ms Shobhana Ramachandran</b>	<b>Sri S Mahalingam</b>	<b>Sri A N Raju</b>
DIN	00273837	00121727	00036201
Date of Birth	January 30, 1960	10th February 1948	15th May 1959
Expertise in specific functional areas	As Managing Director of TVS Srichakra Ltd, she has shaped and built a dynamic automotive business overseeing two manufacturing facilities at Madurai & Rudrapur. She also serves as a Director in the board of many companies. Her contribution over the past 27 years makes her a leading voice in the automotive industry and she actively parts with her insights and inputs across different industry associations bodies in the automotive sector.	Finance, IT and General Management	Has long experience in retail asset financing and operations. Led the company's thrust in auto financing and actively involved in change management initiatives. Has considerable exposure to corporate finance, general management, planning and strategy.
Qualifications	Post Graduate in English Literature with Intermediate qualification in Company Secretaryship	Bachelor's degree in Commerce (Honours), ACA	B. Sc (Engg.), M.B.A.
List of other companies in which directorship held as on 31st March 2014	<b>Managing Director:</b> – TVS Srichakra Limited <b>Director:</b> – India Motor Parts & Accessories Limited – Sundaram Industries Limited – TVS Srichakra Investments Limited – TVS Interconnect Systems Limited – Pusam Rubber Products Limited – Uthiram Rubber Products Limited – TVS Novotema Elastomeric Engineered Products Private Limited – Firestone TVS Private Limited	<b>Director:</b> – CMC Limited – Tata Realty and Infrastructure Limited – City Union Bank Limited – CMC Americas Inc. – CMC eBiz, Inc. – CSI Publications – Nani Palkhivala Arbitration Centre – National Skill Development Corporation – IIT Madras Research Park	<b>Director:</b> – Sundaram Finance Distribution Ltd. – BNP Paribas Sundaram Global Securities Operations Private Ltd. – Sundaram BNP Paribas Fund Services Ltd. – Equifax Credit Information Services Private Ltd. – Sundaram BPO India Limited
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2014	<b>Member:</b> Shareholders / Investors Committee – TVS Srichakra Limited	<b>Chairman:</b> Audit Committee – Tata Realty and Infrastructure Limited <b>Member:</b> Audit Committee – CMC Limited – National Skill Development Corporation <b>Member:</b> Stakeholder Relationship & Grievance Committee – CMC Limited	<b>Chairman:</b> Audit Committee – Sundaram BPO India Limited
Shareholding as on 31st March 2014: a) held individually b) held as Karta of HUF c) held jointly with others d) held as Executor / Trustee	4,44,720 shares Nil Nil Nil	Nil Nil 3,200 shares Nil	Nil Nil 20,028 shares Nil
Relationship with other Directors	–	–	–

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- (v) 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 voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account / folio.

**\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by last 8 digits of Folio No / Client ID in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 838 then enter RA00000838 in the PAN field.**

**# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.**

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 Resolutions.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps referred above to cast vote.
- (B) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)