

SUNDARAM FINANCE HOLDINGS LIMITED

CIN: L65100TN1993PLC025996

Regd. Office: 21, Patullos Road, Chennai 600 002.

Tel: 044 2888 1311, Fax: 044 2855 8180

Email: investorservices@sundaramholdings.in • Website: www.sundaramholdings.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 the following resolutions:

- (a) Resolution No: 1 - Appointment of Ms Priyamvada Ramkumar holding (DIN: 07878808), as Independent Non-Executive Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April 2023 - **Special Resolution**
- (b) Resolution No: 2 - Appointment of Sri Sriram Viji holding (DIN: 03630636), as a Non Independent Non-Executive Director of the Company, liable to retire by rotation, with effect from 01st April 2023 - **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, is enclosed.

Chennai 600 002.

Date: 02.02.2023

By Order of the Board

S. KALYANARAMAN

Secretary & Compliance Officer

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 No.11/2022 dated 28th December, 2022, 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 03rd February 2023** 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 (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 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 Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
5. The e-voting will commence on **Saturday, the 11th February 2023 (9.00 A.M.)** and ends on **Sunday, the 12th March 2023 (5.00 P.M.)**.
6. 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.

7. The Scrutinizer will submit his report to the Chairman / Chief Executive Officer of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/ Chief Executive Officer, within two working days from the date of closure of voting period, at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.
8. The date of declaration of the postal ballot result 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.sundaramholdings.in. and the same will be communicated to National Stock Exchange of India (www.nseindia.com), where the shares of the Company is listed.

DRAFT RESOLUTIONS

SPECIAL BUSINESS

Resolution No:1

Appointment of Ms. Priyamvada Ramkumar (DIN: 07878808) as Independent Non-executive Director of the Company.

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 149,152 and other applicable provisions of the Companies Act, 2013, and rules made there under read with Schedule IV of the Companies Act, 2013, Regulation 16 (1) (b) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Ms. Priyamvada Ramkumar (DIN: 07878808) be and is hereby appointed as Independent Non-Executive Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 01st April 2023.

FURTHER RESOLVED THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to

the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

Resolution No:2

Appointment of Sri.Sriram Viji (DIN: 03630636) as a Non Independent Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder and read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Sri Sriram Viji (DIN: 03630636), be and is hereby appointed as a Non Independent Non-executive Director, liable to retire by rotation, with effect from 01st April, 2023.

FURTHER RESOLVED THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

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

SPECIAL BUSINESS

RESOLUTION NO:1

The Board of Directors of the Company at their meeting held on 02nd February 2023, based on the recommendations of the Nomination & Remuneration Committee, have appointed Ms Priyamvada Ramkumar (DIN: 07878808) as Independent Director in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, and Reg. 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for a term of 5 (five) consecutive years with effect from 01st April 2023.

Notice has been received from a member of the Company under section 160 of the Companies Act 2013, proposing the appointment of Ms Priyamvada Ramkumar as Independent Director of the Company.

In the opinion of the Board, Ms Priyamvada Ramkumar fulfils the conditions prescribed in the Companies Act 2013 and rules made there under and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for her appointment as Independent Director of the Company and is independent of the Management.

The Board of Directors considers that Ms Priyamvada Ramkumar's knowledge, experience and expertise would be of immense benefit to the Company and accordingly, the Board recommends the resolution relating to the appointment Ms Priyamvada Ramkumar (DIN: 07878808) as Independent Director for approval by the shareholders of the Company. The approval of the shareholders is obtained in terms of regulation 17 (1C) of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for virtual inspection without any fee by the members on the website of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms Priyamvada Ramkumar is interested in the above resolution relating to her appointment as Independent Director of the Company. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

RESOLUTION NO:2

The Board of Directors of the Company at their meeting held on 2nd February 2023, based on the recommendations of the Nomination & Remuneration Committee, have appointed Sri.Sriram Viji, (DIN: 03630636) as a Non Independent Non-Executive Director of the Company in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, liable to retire by rotation, with effect from 01st April 2023.

The Board of Directors considers that Sri Sriram Viji's knowledge, experience and expertise would be of immense benefit to the Company and accordingly, the Board recommends the resolution relating to the appointment of Sri Sriram Viji (DIN: 03630636) as a Non Independent Non Executive Director for approval by the shareholders of the Company. The approval of the shareholders is obtained in terms of regulation 17 (1C) of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sri Sriram Viji is interested in the above resolution relating to his appointment as a Director of the Company. Sri Harsha Viji, Chairman is interested in the above resolution. None of the other Directors and Key Managerial Personnel of the Company are interested in the resolution.

| PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO REGULATION 36 (3) OF (SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 | | |
|--|---|---|
| Name of Director | Ms.Priyamvada Ramkumar | Sri Sriram Viji |
| DIN | 07878808 | 03630636 |
| Date of Birth | October 14, 1982 | February 01,1979 |
| Expertise in specific functional areas | Has more than 15 years of experience in the fields of Investment Banking, Project Financing, Corporate Advisory Services and Venture Capital. | He is the Managing Director of Brakes India Private Limited. Prior to joining Brakes India Private Limited, he had handled varied assignments with Microsoft Corporation and McKinsey & Company, spread over 5 years. |
| Qualifications | Post Graduate Diploma in Business Management from XLRI School of Business and Human Resources, Jamshedpur. | Bachelor of Technology in Aerospace Engineering from IIT, Madras, Master's in Science and Aeronautics from Stanford University and Master of Business Administration from Ann Arbor, University of Michigan |
| List of other listed companies in which directorship held as on date | Nil | Nil |
| Chairman/Member of the Committees of the Board of other listed companies in which directorship held as on date | CHAIRMAN - NIL MEMBER - NIL | CHAIRMAN - NIL MEMBER - NIL |
| List of listed entities from which the person has resigned in the past three years | - | - |
| Shareholding as on date: | | |
| (a) Held individually | - | 19,47,888 |
| (b) held as Karta of HUF | - | |
| (c) held jointly with others | | 4,637 |
| (e) held as Executor / Trustee | | |
| Relationship with other Directors | Nil | Brother of Sri Harsha Viji, Chairman. |

Chennai 600 002.
Date: 02.02.2023

By Order of the Board
S. KALYANARAMAN
Secretary & Compliance Officer

INSTRUCTIONS FOR E-VOTING

(i) The voting period begins on **Saturday, the 11th February, 2023 at 9.00 A.M** and ends on **Sunday, the 12th March, 2023 at 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 03rd February 2023** 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. |
| | 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 & 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. |
| | 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |
| | 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |

| Type of Shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

(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.
- 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 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:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 OR 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"> • 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. |

- (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.

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

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

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