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# SUNDARAM FINANCE HOLDINGS LIMITED

CIN: L65100TN1993PLC025996

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

Tel: 044 2852 1181, Fax: 044 2858 6641

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.

1. Special Resolutions for re-appointment of Independent Directors for further terms as under:
  - (a) Sri S. Prasad for 2 (Two) years;
  - (b) Ms. Shobhana Ramachandhran for 4 (Four) years; and
  - (c) Sri R. Venkatraman for 5 (Five) years.
2. Ordinary Resolution for sale of shares held in Sundaram Clayton Limited to T. V. Sundram Iyengar & Sons Private Limited.

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

Chennai 600 002

Date: 12.11.2021

By Order of the Board

**P. N. SRIKANT**

Secretary & Compliance Officer

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### 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 23<sup>rd</sup> June 2021, 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 12th November 2021 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 facility, enabling the members to cast their vote electronically in a secure manner.

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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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
  5. The e-voting will commence on **Saturday, the 20<sup>th</sup> November 2021 (9.00 A.M.)** and end on **Sunday, the 19<sup>th</sup> December 2021 (5.00 P.M.)**. The e-voting facility shall not be allowed beyond the said date.
  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 / Audit Committee 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 / Audit Committee Chairman / Chief Executive Officer on **Monday, the 20<sup>th</sup> December 2021 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 result will be taken to be the date of passing the resolutions.
  9. The results of the postal ballot will be posted on the Company's website – [www.sundaramholdings.in](http://www.sundaramholdings.in).

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## DRAFT RESOLUTIONS

### SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution**:  
**RESOLVED** that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulations 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulatory provisions, Sri S. Prasad (DIN - 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 15th February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 2 (two) consecutive years up to 15th February 2024, not liable to retire by rotation, notwithstanding that he would be attaining the age of seventy five years during the continuity of his term.
2. To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution**:  
**RESOLVED** that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable regulatory provisions, Ms. Shobhana Ramachandhran (DIN - 00273837), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 15th February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 4 (four) consecutive years up to 15th February 2026, not liable to retire by rotation.
3. To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution**:  
**RESOLVED** that, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("Act"), read with the Rules framed thereunder, Schedule IV to the Act, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable regulatory provisions, Sri R. Venkatraman (DIN - 07119686), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 15<sup>th</sup> February 2022, be and is hereby re-appointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to 15th February 2027, not liable to retire by rotation.

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

**RESOLVED** that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 2(76) and Section 188 of the Companies Act, 2013, Rules framed thereunder and other applicable regulatory provisions, the consent of the Company be and is hereby accorded for the material related party transaction arising out of the proposed sale of at least 0.80% but not exceeding 1.50% stake (i.e., at least 1,61,857 equity shares but not exceeding 3,03,482 equity shares of ₹5/- each) held by the Company in the share capital of Sundaram Clayton Limited, to T.V. Sundram Iyengar & Sons Private Limited, Madurai, in the form of an inter-se transfer through the block deal window mechanism of the stock exchange(s) or any other mechanism that may be permitted under the regulatory framework, at the applicable price on the date of execution of the transaction.

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

### **ITEMS 1 to 3**

Sri S. Prasad, Ms. Shobhana Ramachandhran and Sri R. Venkatraman were appointed as Independent Directors of the Company w.e.f. 16th February 2017 for a term of 5 consecutive years, in accordance with the provisions of Section 149 (10) of the Companies Act, 2013 (the Act). Their term of office comes to a close on 15<sup>th</sup> February 2022.

According to the provisions of sub-sections (10) and (11) of Section 149 of the Act, an independent director shall be eligible for re-appointment for a further term of a maximum period of five consecutive years, subject to the approval of the shareholders by Special Resolution. Further, according to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment or continuation of the term of any person who has attained the age of seventy five years as a non-executive director, will be subject to the approval of the shareholders through Special Resolution.

Sri S. Prasad, Ms. Shobhana Ramachandhran and Sri R. Venkatraman fulfil the eligibility criteria laid down for Independent Directors under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, after considering the recommendations of the Nomination and Remuneration Committee and taking into account the fact that Sri S. Prasad would be attaining the age of seventy five years on 30th May 2023, the Board of Directors has thought it fit to re-appoint them as Independent Directors for further terms as specified in the respective Special Resolutions, from the date of expiry of their present term of office, subject to the approval of the shareholders, in accordance with the provisions of sub-sections (10) and (11) of Section 149 of the Act.

Copies of the draft letters of re-appointment of the Independent Directors, setting out the terms and conditions, would be available for virtual inspection by the members, without any fee, on the website of the Company.

Considering the knowledge, experience and expertise of the Independent Directors, as well as the contribution made by them to the proceedings of the Board and its Committees, the Board of Directors considers that their re-appointment would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors for further periods as specified. Accordingly, the Board recommends the Special Resolutions in relation to the re-appointment of the Independent Directors, including the continuity of Sri S. Prasad as Independent Director after his attaining the age of seventy five years, for approval by the shareholders of the Company.

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## INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri S. Prasad, Ms. Shobhana Ramachandhran, Sri R. Venakatraman, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the respective resolutions.

### ITEM 4

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) provides that all material related party transactions, i.e., transaction(s) entered into with a related party individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of the Company as per the last financial statements, shall require approval of the shareholders through resolution. The annual consolidated turnover of the Company for the year ended 31st March 2021 was ₹59.41 cr. and any transaction in excess of ₹5.94 cr. (10% of the annual consolidated turnover) with a related party will be deemed to be a material related party transaction.

T.V. Sundram Iyengar & Sons Private Limited (TVS) is deemed to be a related party of your Company as per the provisions of Section 2(76) of the Companies Act, 2013. Your Company proposes to sell at least 0.80% but not exceeding 1.50% stake (i.e., at least 1,61,857 equity shares but not exceeding 3,03,482 equity shares of ₹5/- each) in the share capital of Sundaram Clayton Limited, in the form of an inter-se transfer through the block deal window mechanism of the stock exchange(s) or any other mechanism that may be permitted under the regulatory framework, at the applicable price on the date of execution of the transaction.

Considering the fact that the proposed transaction with TVS would exceed 10% of the annual consolidated turnover of the Company, the Company seeks to obtain the approval of the shareholders for the material related party transaction, in accordance with the provisions of Regulation 23(4) of the Listing Regulations, read with applicable provisions of the Companies Act, 2013.

The proposed transaction, if approved, would be beneficial to your Company for exploring new investment opportunities.

Accordingly, an Ordinary Resolution is submitted for your consent.

All the related parties of the Company shall abstain from voting on the Resolution.

## INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri Srivats Ram and Sri Harsha Viji, Directors and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Chennai 600 002  
Date: 12.11.2021

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

## PARTICULARS OF THE DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)

### ITEMS 1 - 3

Name of Director		Sri S. Prasad	Ms. Shobhana Ramachandhran	Sri R. Venkatraman
DIN		00063667	00273837	07119686
Date of Birth		30/05/1948	30/01/1960	09/09/1961
Qualifications		F.C.A.	Post Graduate in English Literature	B.E. (Mech), (BITS), MBA (IIM, Bangalore)
Skills/Capabilities Required for the Role		<ul style="list-style-type: none"> <li>• Professional</li> <li>• Technical</li> <li>• Analytical</li> <li>• Technological</li> <li>• Behavioural</li> </ul>		
Manner in which the Independent Directors meet the re-requirement	Expertise in Specific Functional Areas	Has more than a decade experience in industry as finance professional and 39 years of experience as a practicing Chartered Accountant.	3 decades of experience in General Management and automobile industry.	Has more than 3 decades of experience in consulting and advisory services across various industries.
	General Expertise	<ul style="list-style-type: none"> <li>• In-depth Industry Knowledge</li> <li>• Audit and Financial Management</li> <li>• Legal and Regulatory Framework</li> <li>• Risk Assessment and Management</li> <li>• Business Policies</li> <li>• Capital Markets</li> </ul>		
Other Listed Companies in which the Independent Director holds directorship as on 12 <sup>th</sup> November 2021		<b>Director:</b> - Sundaram Finance Limited - Wheels India Limited - India Motor Parts & Accessories Limited	<b>Director:</b> - Sundaram Finance Limited - TVS Srichakra Limited - Sundaram Brake Linings Limited	<b>Director:</b> - Goodricke Group Limited
Membership of Committees of the Board of other Listed Companies in which he/she is a Director as on 12 <sup>th</sup> November 2021		<b>Chairman:</b> <b>Sundaram Finance Limited:</b> - Audit Committee and Stakeholders Relationship Committee <b>Wheels India Limited:</b> - Audit Committee and Nomination & Remuneration Committee <b>India Motor Parts &amp; Accessories Ltd.:</b> - Audit Committee <b>Member:</b> <b>Sundaram Finance Limited:</b> - Nomination, Compensation & Remuneration Committee <b>Wheels India Limited:</b> - Stakeholders Relationship Committee and Corporate Social Responsibility Committee <b>India Motor Parts &amp; Accessories Ltd.:</b> - Nomination & Remuneration Committee and Corporate Social Responsibility Committee	<b>Chairperson:</b> <b>Sundaram Finance Limited:</b> Corporate Social Responsibility Committee <b>TVS Srichakra Limited:</b> Corporate Social Responsibility Committee <b>Member:</b> <b>Sundaram Finance Limited:</b> Audit Committee <b>TVS Srichakra Limited:</b> Stakeholders Relationship Committee	<b>Chairman:</b> <b>Goodricke Group Limited:</b> - Audit Committee and Nomination & Remuneration Committee <b>Member:</b> <b>Goodricke Group Limited:</b> - Corporate Social Responsibility Committee and Stakeholders Relationship Committee
Listed Companies from which the Independent Director has resigned in the past three years		-	India Motor Parts & Accessories Limited (w.e.f. 29.11.2018)	-
Shareholding as on 12 <sup>th</sup> November 2021:				
(a) held individually		-	5,06,527 (0.23%)	-
(b) held as Karta of HUF		-	-	-
(c) held jointly with others		25,200 (0.01%)	-	-
(d) held as Executor / Trustee		-	-	-
Relationship with other Directors		-	-	-

## INSTRUCTIONS FOR E-VOTING

- (i) The E-Voting period begins on **Saturday, the 20<sup>th</sup> November 2021 (9:00 A.M.) and ends on Sunday, the 19<sup>th</sup> December 2021 (5:00 P.M.)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 12th November 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	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 & 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	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders
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 Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



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- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required 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; [investor@sundaramholdings.in](mailto:investor@sundaramholdings.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 meeting 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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.