

Sundaram Finance Holdings Limited

CIN: L65100TN1993PLC025996

Registered Office: 21 Patullos Road, Chennai 600 002 Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramholdings.in Website: www.sundaramholdings.in

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 14th July, 2022, at 10:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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 Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2022 and the Board’s 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 final dividend of ₹1/- per share (20% on the face value of ₹5/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2022 on the paid-up capital of ₹111.05 cr. and that the dividend amount of ₹22.21 cr. representing the said final dividend of ₹1/- per share (20% on the face value of ₹5/-) be paid out of the profits for the year 2021-22.”

“**FURTHER RESOLVED** that a special dividend of ₹0.75 per share (15% on the face value of ₹5/-) as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2022 on the paid-up capital of ₹111.05 cr., making with special dividend of ₹1/- per share (20% on the face value of ₹5/-) paid on 25th February 2022, a total special dividend of ₹1.75 per share (35% on the face value of ₹5/-) for the year 2021-22 and that the total special dividend of ₹1.75 per share (35% on the face value of ₹5/-) be paid out of the Retained Earnings - Profit and Loss Account for the year ended 31st March 2022.”

“**FURTHER RESOLVED** that the final dividend of ₹1/- per share, together with the special dividend of ₹0.75 per share, be paid to the shareholders, whose names stand on the Register of Members of the Company on 30th June 2022.”

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

“**RESOLVED** that Sri Srivats Ram (holding DIN: 00063415), 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 pursuant to Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors for re-appointing M/s R.G.N. Price & Co., Chartered Accountants, Chennai (Firm Registration number 002785S), as the Statutory Auditors of the Company, to hold office for a further term of five (5) consecutive years, from the conclusion of this meeting until the conclusion of the 33rd Annual General Meeting.”

“**FURTHER RESOLVED** that the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to M/s. R.G.N. Price & Co, Chartered Accountants, Chennai, towards statutory audit and tax audit, apart from certification, reimbursement of travelling / other out-of-pocket expenses and applicable taxes, to be incurred by them.”

SPECIAL BUSINESS

5. **MATERIAL RELATED PARTY TRANSACTIONS**

- A. 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 188 of the Companies Act, 2013 and Rules framed thereunder, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with Sundaram Finance Limited, subject to the limit of ₹20 cr., in respect of services to be rendered and/or space to be let out, as well as services to be availed, if any, by the Company, from the conclusion of this meeting till the conclusion of the 29th Annual General Meeting to be held during the year 2023.”

“**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

- B. 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 188 of the Companies Act, 2013 and Rules framed thereunder, and the Core Investment Companies (Reserve Bank) Directions, 2016, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments from time to time in equity shares, preference shares, bonds, debentures or other permitted securities to be issued by subsidiaries, associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. and individual investment(s) in any one such group company not exceeding ₹100 cr., from the conclusion of this meeting till the conclusion of the 29th Annual General Meeting to be held during the year 2023.”

“**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board

Chennai 600 002
24.05.2022

P.N. SRIKANT
Secretary & Compliance Officer

NOTE

This Notice, together with the Annual Report for the financial year 2021-22, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular dated 13th May 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 17th June 2022 and who have registered their email id with the Company/ Depositories.

1. Appointment of Proxy

A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. However, as

per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December 2022. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice.

2. Book Closure

The register of members and share transfer books of the Company will remain closed from 1st July 2022 to 14th July 2022 (both days inclusive). The dividend, if declared at the meeting, will be paid on or after 15th July 2022.

3. Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

The Board of Directors has appointed Sri T.K. Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the 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 electronically in a secure manner.

It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available during the following voting period:

The remote e-voting would commence on Saturday, the 9th July 2022 (9:00 A.M.) and end on Wednesday, the 13th July 2022 (5:00 P.M.).

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 7th July 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 13th July 2022. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 7th July 2022. **Only those persons, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., 7th July 2022, shall be entitled to avail the facility of remote e-voting / e-voting at the time of the meeting.**

The facility for voting through electronic voting system shall also be made available at the time of the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The procedures and instructions for ‘remote e-voting’, ‘attending the meeting’ and ‘e-voting at the meeting’, issued by CDSL, are furnished as part of this Notice – Pages 8 to 14.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of e-voting, will be announced by the Company on its website – www.sundaramholdings.in within 2 working days from the conclusion of the AGM.

Other Matters

A. Members are requested to:

- Provide their e-mail id for all communication purposes;
- Opt for NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- Avail nomination facility;
- Provide Permanent Account Number if not already provided;

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, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com / agm@cameoindia.com.

B. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend

amount exceeds ₹5,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof.

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No.15G/15H (which can be downloaded from the Company's website – www.sundaramholdings.in or Registrar's website – <https://investors.cameoindia.com>), to avail the benefit of non-deduction of tax at source, by uploading the Form on the Registrar's website or by e-mailing the same to investor@cameoindia.com / agm@cameoindia.com by 11:59 P.M. IST on 30th June 2022. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Pursuant to the introduction of Section 206AB of the Income Tax Act, 1961, with effect from 1st July 2021, resident individual shareholders who are receiving dividend in excess of ₹5,000/- and have not submitted Form 15G/15H, are required to furnish certain information with regard to their Income Tax Return

filing for the past two years, on the Registrar's website – <https://investors.cameoindia.com> to be eligible for deduction of tax at source at the normal rate.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com / agm@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 30th June, 2022.

- C. 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 and Central Depository Services (India) Limited on its website www.cdslindia.com.
- D. Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.

Particulars of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM 3

Name of Director	Sri Srivats Ram
DIN	00063415
Date of Birth	20-02-1970
Qualifications	B.A. (Economics) MBA (Case Western Reserve University, USA)
Expertise in specific functional areas	Has more than 25 years of experience in the automotive industry
Other Listed Companies in which the Director holds directorship as on 31st March 2022	Managing Director: <ul style="list-style-type: none"> • Wheels India Limited Director <ul style="list-style-type: none"> • Sundaram Finance Limited • India Motor Parts & Accessories Limited
Membership of Committees of the Board of other Listed Companies in which he is a Director as on 31st March 2022	Wheels India Limited : Chairman: <ul style="list-style-type: none"> • Corporate Social Responsibility Committee Member: <ul style="list-style-type: none"> • Risk Management Committee
Listed Companies from which the Director has resigned in the past three years	-
Shareholding as on 31st March 2022:	
(a) held individually	26,42,338
(b) held as Karta of HUF	1,23,370
(c) held jointly with others	-
(d) held as Executor / Trustee	-
Relationship with other Directors	-

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ORDINARY BUSINESS

ITEM 4

At the 24th Annual General Meeting held on 18th July 2018, the shareholders approved the appointment of M/s. R.G.N. Price & Co., Chartered Accountants, Chennai (Firm registration no. 002785S), as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 23rd AGM held in 2017 to the conclusion of the 28th AGM to be held in 2022.

As per the provisions of Section 139(2)(b) of the Companies Act, 2013, the Company is permitted to appoint an audit firm as auditor for a second term of five (5) consecutive years.

M/s. R.G.N. Price & Co., Chartered Accountants, Chennai, fulfil all the requisite criteria for being re-appointed as Statutory Auditors of the Company for a further term of five (5) years. Accordingly, the Board of Directors has recommended the re-appointment of M/s R.G.N. Price & Co., Chartered Accountants, Chennai, as statutory auditors of the Company, for a second term of five (5) consecutive years, commencing from the conclusion of 28th AGM till the conclusion of the 33rd AGM to be held in 2027.

Proposed Fees Payable to the Statutory Auditor	₹19.84 lakhs in the aggregate towards statutory audit and tax audit (excluding certification and reimbursements) for the Financial Year 2022-23. The fees for the subsequent financial years will be decided mutually between the Board of Directors and the Statutory Auditor.
Term	Five (5) consecutive years from the conclusion of the 28th Annual General Meeting to the conclusion of the 33rd Annual General Meeting

Credentials and Basis of Recommendation	R.G.N. Price & Co., a firm of Chartered Accountants in India has been carrying on the profession of Audit, Assurance, Management consultancy and related services for more than 75 years. The firm has, over the years, developed expertise in various areas like Statutory audits, Taxation, Financial Compliance matters, Sarbanes Oxley Advisory, IT Advisory, Due Diligence Reviews and Business Valuations apart from specialized services in relation to Ind AS Transition, setting up Internal Control Framework, Cost reduction strategies, Mergers and Acquisition assistance, Financial performance health check, SOX Testing Support.
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DISCLOSURE OF INTEREST

None of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

ITEM 5

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, 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 ₹1000 crores or 10% of the annual consolidated turnover of the Company as per the last financial statements, whichever is lower, shall require prior approval of the shareholders through resolution.

SEBI has, vide Circular dated 8th April 2022, clarified that the maximum validity period of omnibus approvals obtained from the shareholders for material related party transactions will be upto the date of the next AGM for a period not exceeding 15 months, if the approval has been obtained at AGM and one year, if the approval has been obtained in general meetings other than AGMs.

- A. At the 24th Annual General Meeting held on 18th July 2018, the Company obtained an omnibus approval from the shareholders for material related party transactions arising from contracts or arrangements with Sundaram Finance Limited (SFL), Promoter and Royal Sundaram General Insurance Co. Limited (RSGICL), Joint Venture of the Promoter, in respect of business process outsourcing services, training, learning and development services to be rendered, and/or letting out space to, as well as availing services, if any, by the Company, in the ordinary course of business and on an arm's length basis, upto a limit of ₹20.00 cr. and ₹15.00 cr. respectively, every year, commencing from the financial year 2018-19. The total values of all transactions with SFL and RSGICL during the last four financial years are as follows:

Particulars	FY	FY	FY	FY
	2021-22	2020-21	2019-20	2018-19
	Amount (₹ in cr.)			
10% of Annual Consolidated Turnover	8.39	5.94	9.26	9.95
Value of Transactions with SFL	12.76	13.62	13.98	11.93
Value of Transactions with RSGI	0.79	4.93	9.12	6.85

While the transactions with Sundaram Finance Limited have exceeded 10% of the annual consolidated turnover every year commencing from the financial year 2018-19, the values of the transactions with Royal Sundaram General Insurance Co. Limited have been lower than 10% of the

annual consolidated turnover during the financial years 2019-20 and 2020-21.

Your Company now intends to obtain the omnibus approval of the shareholders for material related party transactions arising out of contracts or arrangements to be entered into by the Company with Sundaram Finance Limited from the conclusion of this meeting to the conclusion of the 29th Annual General Meeting to be held in the year 2023, in accordance with the provisions of Reg. 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the clarification issued by SEBI vide Circular dated 8th April 2022, upto a limit of ₹20 cr. for the said period, which would be 23.84% of the annual consolidated turnover for the financial year ended 31st March 2022.

Accordingly, the Ordinary Resolution is submitted for your consent.

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

- B. Your Company has been categorised as an exempted 'Core Investment Company' (CIC) under the Core Investment Companies (Reserve Bank) Directions, 2016, issued by the Reserve Bank of India. As a CIC, your Company may have to consider making investments from time to time in subsidiaries, associates and other group companies, which may be deemed to be related parties, in order to support them in their sustainability and expansion plans.

Accordingly, your Company had, vide Postal Ballot Resolution dated 21st January 2019, obtained the omnibus approval of the shareholders for making investments from time to time in equity shares, preference shares, bonds, debentures or other permitted securities to be issued by subsidiaries, associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. during any financial year and individual investment(s) in any one such group company not exceeding ₹100 cr. during any financial year.

All the major investments made by your Company in group companies that may be deemed to be related parties, during the financial years 2019-20, 2020-21 and 2021-22, were in the nature of acquisitions from one or more of the existing shareholders of those companies.

However, in order to ensure that investment opportunities, other than acquisitions from the existing shareholder(s), in group companies that may be deemed to be related parties, are effectively utilised, your Company now intends to obtain the omnibus approval of the shareholders for making investments from time to time in equity shares, preference shares, bonds, debentures or other permitted securities to be issued by subsidiaries, associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹200 cr. and individual investment(s) in any one such group company not exceeding ₹100 cr. from the conclusion of this meeting to the conclusion of the 29th Annual General Meeting to be held in the year 2023, in accordance with the provisions of Reg. 23(4) of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, read with the clarification issued by SEBI vide Circular dated 8th April 2022. An individual investment in any one such group company upto ₹100 cr., if considered, would be 119% of the annual consolidated turnover for the year ended 31st March 2022. The funds for such investment(s), if considered and approved, will be generated internally or through any other mechanism that may be permitted under the regulatory framework.

Accordingly, the Ordinary Resolution is submitted for your consent.

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

DISCLOSURE OF INTEREST

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

PROCEDURES / INSTRUCTIONS

CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the

commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sundaramholdings.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, the 9th July 2022 (9.00 A.M.) and ends on Wednesday, 13th July 2022 (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 (record date) of **Thursday, 7th July 2022** 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 venue.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
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.nsdl.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 or joining virtual meeting & voting during the meeting.</p>

	<p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsdl.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.nsdl.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 or joining virtual meeting & voting during the meeting</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 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

Login type	Helpdesk details
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.

(v) Login method for e-Voting and joining virtual meetings 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) • 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. • 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.

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

(xvii) **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@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful

3. login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. **For speaking at the AGM** - Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request by e-mail in advance during the period from **8th July 2022 (9:00 A.M. IST) to 10th July 2022 (5:00 P.M. IST)**, from their registered e-mail id, mentioning their name, demat account number/ folio number, email id and mobile number, to agm.speakers@sundaramholdings.in . Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. **For raising queries by e-mail** - The shareholders who do not wish to speak during the AGM but have queries, may send their queries by e-mail in advance during the period from **8th July 2022 (9:00 A.M. IST) to 10th July 2022 (5:00 P.M. IST)**, from their registered e-mail id, mentioning their name, demat account number/folio number, email id, mobile number, to agm.queries@sundaramholdings.in . These queries will be replied to by the company suitably by email.

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9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 toll free no. 1800 22 55 33.