

FREQUENTLY ASKED QUESTIONS

RIGHTS ISSUE OF EQUITY SHARES BY SUNDARAM FINANCE HOLDINGS LIMITED

Set out below are the frequently asked questions (“**FAQs**”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of equity shares of Sundaram Finance Holdings Limited (“**Company**”) (the “**Issue**” or the “**Rights Issue**”).

These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“**Investors**”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the letter of offer of the Company dated April 21, 2021 (“**Letter of Offer**”), including the sections “*Notice to Investors*”, “*Risk Factors*”, “*Restriction on Purchases and Resales*” and “*Terms of the Issue*” on pages 10, 18, 150 and 113, respectively, of the Letter of Offer. Unless otherwise defined herein, all capitalised terms shall have such meaning as ascribed to them in the Letter of Offer.

Sr. No	Sections	Page No
A	GENERAL FAQs	2
B	FAQs FOR ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM	5
C	FAQs FOR ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN A DEMAT FORM	9
D	FAQs FOR INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS	12
E	FAQs IN RELATION TO R-WAP	14
F	OTHER FAQs	16

A) GENERAL FAQS:

1) What are the details of the Rights Issue?

Issue size	Up to 7,10,00,000 Rights Equity Shares, for an amount aggregating to up to ₹ 35,500 lakhs
Rights Entitlement	23 Equity Shares for every 49 Equity Shares held by Eligible Equity Shareholders of the Company as on the Record Date.
Record Date	Tuesday, 27th April 2021
Face Value per Rights Equity Share	Rs. 5/- per Equity Share
Issue Price	Rs. 50/- per Rights Equity Shares

2) What is the Issue schedule?

Last Date for credit of Rights Entitlements	Wednesday, May 5, 2021
Issue Opening Date	Thursday, May 6, 2021
Last Date for On Market Renunciation*:	Friday, May 28, 2021
Issue Closing Date[#]	Wednesday, June 2, 2021
Finalisation of Basis of Allotment (on or about)	Wednesday, June 9, 2021
Date of Allotment (on or about)	Thursday, June 10, 2021
Date of credit (on or about)	Friday, June 11, 2021
Date of listing (on or about)	Tuesday, June 15, 2021

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

3) What are the options available to an Eligible Equity Shareholder for participating in this Issue?

If the Eligible Equity Shareholder participates in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

- iii. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- v. renounce its Rights Entitlements in full.

4) What is the amount to be paid at the time of submitting the Application Form?

Amount payable at the time of Application is ₹50 (Rupees Fifty only) per Rights Equity Share.

5) Can an application in the Rights Issue be made using third party bank account?

Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

6) Can a joint bank account be used to make applications on behalf of Eligible Equity Shareholders?

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB.

In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

When application is made through R-WAP and the payment for the application money is made from a bank account where the first holder of shares is a joint holder, then the scanned copy of the cheque leaf with name of all holders printed on it, should be scanned and uploaded in the R-WAP portal to validate the compliance with third party payment regulation.

7) Can an application be made by cash / cheque?

No.

8) Can an application be made by visiting the Company, Registrar, and / or the Lead Manager's office?

No.

9) Can the broker collect the application form and submit the application?

No.

10) Will R-WAP system provide a confirmation email / message that the application has been submitted?

Yes. Investors will be provided acknowledgment by email / message upon successful submission of the Application.

11) How can an Investor understand that the application has been successfully made?

Investors will be provided acknowledgment / confirmation email upon successful submission of Application.

12) How can an Investor understand if the Rights Equity Shares have been allocated?

The Company and/or the Registrar will email, at the email address provided to our Company or at the address recorded with the Depository, Allotment advice to the successful investors who have received allocation.

13) What is the application process to be followed if Investor is unable to make application using ASBA?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/sfhl>) has been instituted for making an Application in the Issue by resident Investors.

Further, the R-WAP is only an additional option and not a replacement of the ASBA process.

This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts on this facility, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat.

For details, see “*Terms of the Issue – Registrar’s Web Based Application Portal*” and “*Terms of the Issue – Procedure for Application through R-WAP*” on pages 115 and 127 of the Letter of Offer.

14) What is the procedure for making plain paper application and where can the plain paper application be submitted?

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Application on plain paper cannot be submitted through R-WAP.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

For details, see “*Terms of the Issue - Application on Plain Paper under ASBA process*” on page 130 of the Letter of Offer.

15) What are fractional entitlements?

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 23 Rights Equity Shares for every 49 Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 49 Equity Shares or is not in the multiple of 49 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 51 Equity Shares, such Equity Shareholder will be entitled to 23 Rights Equity Share and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than three Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

B) FAQs FOR ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM:

1) What is the process to be followed by Eligible Equity Shareholders holding shares in physical form, for understanding their Rights Entitlements details?

Eligible Equity Shareholders holding shares in physical form can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/sfhl>) by entering their Folio Number and PAN.

2) What is the process to be followed, to make an application in the Rights Issue, by Eligible Equity Shareholders holding shares in physical form?

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date. The Eligible Equity Shareholders are encouraged to send the details by email or through R-WAP facility;

- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Application Form from:
 - i. our Company at www.sundaramholdings.in;
 - ii. the Registrar, i.e., Cameo Corporate Services Limited at <https://rights.cameoindia.com/sfhl>;
 - iii. the Lead Manager, i.e., JM Financial Limited at www.jmfl.com;
 - iv. the Stock Exchange, i.e., NSE at www.nseindia.com; and
 - v. the Registrar's web-based application platform at <https://rights.cameoindia.com/sfhl>.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., Cameo Corporate Services Limited at <https://rights.cameoindia.com/sfhl>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.sundaramholdings.in);

- (d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) fill the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

For details, see “*Terms of the Issue - Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 132 of the Letter of Offer.

3) What is the process of making an application through R-WAP platform by Eligible Equity Shareholders holding shares in physical form?

Set out below is the procedure to be followed using the R-WAP by Eligible Equity Shareholders holding shares in physical form:

- (a) **Resident Investors** should visit R-WAP (accessible at <https://rights.cameoindia.com/sfhl>) and fill the online Application Form available on R-WAP in electronic mode.

Please ensure to provide correct Folio number, PAN and all other details sought for while submitting the online Application Form.

- (b) **Non-resident Investors are not eligible to apply in this Issue through R-WAP.**

- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for.

Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

- (d) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds.

If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected.

Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021.

- (e) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (f) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (g) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

4) What is the process of updating the email ID, phone number, Indian address?

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/sfhl>.

Eligible Equity Shareholders holding shares in physical form can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of self-attested proof of address, passport, etc. at priya@cameoindia.com or to the Depository participant in case of holding in dematerialised form.

Updation of email id and phone numbers can be done at the portal <https://rights.cameoindia.com/sfhl> for the purpose of applying via R-WAP.

5) Can Eligible Equity Shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, **will not be able to renounce their Rights Entitlements.**

6) Will share certificates be provided to Eligible Equity Shareholders holding Equity Shares in a physical form if Demat account is not provided?

No, share certificates will not be provided to Eligible Equity Shareholders holding Equity Shares in physical form.

7) Why will physical share certificates not be issued to successful Allottees in Rights Issue?

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only.

8) What is the process for the Eligible Equity Shareholders holding shares in physical form, who have been allotted shares in the rights Issue for getting the Rights Equity Shares in demat account post allotment?

In case of Allotment to **resident Eligible Equity Shareholders** who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- (a) the Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense account to be opened by the Company;
- (b) such Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;
- (c) Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders.

9) How much time will it take to get the Rights Equity Shares credited in demat account for those investors who have not provided their demat account details during issue period?

The Company (with the assistance of the Registrar) shall, after verification of the details of demat account by the Registrar, within reasonable time, initiate the process of transfer of the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders.

10) Will voting rights be available against Rights Equity Shares to an Allottee who has not provided his demat account details?

Voting rights will not be available against the Rights Equity Shares that are kept in the demat suspense account.

11) Will dividends be payable to an Allottee holding Equity Shares in physical form until his demat account details are provided?

The respective Eligible Equity Shareholders who are allotted Rights Equity Shares will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares, as permitted under applicable laws.

12) Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

No, non-resident shareholders, including non-resident shareholders holding shares in physical form, cannot use R-WAP platform to subscribe to the rights Issue.

13) Can Eligible Equity Shareholders holding Equity Shares in physical form apply through ASBA?

No, Eligible Equity Shareholders holding Equity Shares in physical form, cannot apply through ASBA.

14) Can Eligible Equity Shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?

No, Eligible Equity Shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

C. FAQs BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM:

1) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP.

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

For details, see “*Terms of the Issue - Procedure for Application through the ASBA Process*” and “*Terms of the Issue - Procedure for Application through the R-WAP*” on pages 126 and 127 of the Letter of Offer, respectively.

2) What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Set out below is the procedure followed using the R-WAP:

(a) **Resident Investors** should visit R-WAP (accessible at <https://rights.cameoindia.com/sfhl>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, PAN and all other details sought for while submitting the online Application Form.

(b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.

- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for.

Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

- (d) The Investors who are Renounees should select the category of 'Renounee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation.

The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.

- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected.

Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021.

- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only.

Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

- (g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

3) What is the process of on market and off market renunciation?

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by (a) using the secondary market platform of the Stock Exchanges (“On Market Renunciation”) or (b) through off market transfer (“Off Market Renunciation”), during the Renunciation Period.

For details, see “*Terms of the Issue - Renunciation of Rights Entitlements*” and “*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*” on pages 119 and 128 of the Letter of Offer, respectively.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stockbroker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE202Z20011 subject to requisite approvals.

The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only.

The market lot for trading of Rights Entitlements is one (1) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from **May 6, 2021 to May 28, 2021** (both days inclusive) or such other extended date as may be determined by our Board from time to time.

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE202Z20011 and indicating the details of the Rights Entitlements they intend to sell.

The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on ‘T+2 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis.

Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant.

The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE434B20011, the details of the buyer and the details of the Rights Entitlements they intend to transfer.

The buyer of the Rights Entitlements (*unless already having given a standing receipt instruction*) has to issue a receipt instruction slip to their depository participant.

The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

D. FAQs BY INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS:

1) Can non-resident Investors use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?

Non-resident Investors cannot use R-WAP platform to subscribe in the rights Issue.

2) What is the procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

- i. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- ii. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

3) What is the procedure for applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue.

Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

4) What is the procedure for applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up

value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants.

The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

5) What is the procedure for applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

E. FAQs IN RELATION TO R-WAP

1) Who can apply through R-WAP?

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP.

Further, the following can apply through R-WAP:

- (a) Eligible Equity Shareholders holding Equity Shares in dematerialized form as on the record date
- (b) Eligible Equity Shareholders holding in Equity Shares in physical form as on the Record Date
- (c) Renounees having Rights Entitlements and also holding a valid Demat account

2) Can shareholders holding Equity Shares in physical form apply through R-WAP?

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP as explained on page 127 of the Letter of Offer.

3) How will the payment of application money be made through R-WAP platform?

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

4) Can I make payment from any bank?

Yes, in the case of a payment made through internet banking or **UPI**.

5) When I will get refund, if any?

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange.

6) Is R-WAP an alternative for ASBA mechanism?

It is an additional optional mechanism for application in the Issue along with the ASBA mechanism.

7) Is any interest payable to shareholders who are applying through R-WAP system?

No.

8) Can I apply for more than my entitled shares?

Yes, you may apply for additional shares along with entitled shares.

9) Can I use the bank details of my family / friends for making payment?

No. The bank details to be used for making payment through this platform must have your name as one of the joint holders along with the family / friends otherwise the payment made will be treated as a third party payment and will be rejected as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021.

10) Can I use a credit card for making payment?

No. Option to use credit card for making payment is not available on this platform.

11) What is the maximum amount I can pay through this platform?

In case of Net Banking, there is no restriction on amount on R-WAP.

However, maximum amount will be as per the limit set by applicants' respective banks.

In case of UPI, the payment can be made only upto Rs. 2 lakhs.

12) My payment has failed, whom do I approach?

Please check if you have provided the correct details. You can write to us at priya@cameoindia.com or call us at (+91 73388 08559).

13) Payment confirmation is not received however amount debited, whom do I approach?

Please write to us at priya@cameoindia.com or call us at (+91 73388 08559) and we shall provide the status.

14) In case of wrong information being submitted, do I have the option to revoke or rectify?

No. Once the application is submitted, it is final. However, application can be withdrawn by sending an email with withdrawal request to priya@cameoindia.com during the issue period. Further, no investor may withdraw his/ her/ its application post the Issue Closing Date.

F. OTHER FAQs

1. How will the Basis of Allotment be decided?

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above.

If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above.

The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above.

The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

For details, see "*Terms of the Issue – Basis of Allotment*" on page 140 of the Letter of Offer.

2. How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., <https://rights.cameoindia.com/sfh> by entering their DP ID, Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form as on the record date, April 27, 2021) and PAN.

3. When will Credit of Rights Entitlements in the demat accounts happen?

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.

In this connection, the Company has made necessary arrangements with NSDL and CDSL for credit of the Rights Entitlements in dematerialized form in the demat accounts of the Eligible Equity Shareholders.

The ISIN of the Rights Entitlements is **INE202Z20011**.

The said ISIN shall remain frozen (for debit) until the Issue Opening Date.

The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e. by Monday, May 31, 2021, by R-WAP to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

4. If the Investor purchased Rights Entitlements from the secondary market, does he need to pay once again for the Rights Equity Shares applied for through ASBA/R-WAP.

Yes, even though the Investor purchased the Rights Entitlements from the secondary market, they need to block/pay the Issue Price amount with designated SCSBs/through R-WAP.

5. Whether any persons who are not existing shareholders of the issuer company as on record date, can apply to the Rights Issue?

Persons who are not existing shareholders of the Issuer Company as on the record date can buy the Rights Entitlements (Res) through online or offline renunciation and apply in the Rights Issue up to REs bought.

6. What will happen if Rights Entitlements are purchased through On Market Renunciation / Off Market Renunciation, and no application is made for subscribing the shares / other securities offered under Rights Issue?

In case Rights Entitlements are purchased through On Market Renunciation/ Off Market Renunciation, and no corresponding application is made for subscribing the shares / other securities offered under Rights Issue, the Rights Entitlements purchased will lapse.

7. Does purchase of Rights Entitlement mean that the purchaser will automatically get Equity Shares?

The purchaser/investor acquiring Rights Entitlement on the floor of stock exchange or in the off-market transaction will not automatically get Equity Shares.

They will be required to make an application in accordance with the provision of the Letter of Offer for acquiring Equity Shares to the extent of the Rights Entitlement acquired and/or additional Equity Shares.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date.

No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements.

Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

8. How can an investor apply in the Issue?

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars and ASBA Circulars, all Investors including Renounees desiring to make an Application in this Issue are mandatorily required to use either:

- a) the ASBA process; or
- b) the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP.

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

Further, R-WAP is only an additional option and not a replacement of the ASBA process.

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

For details on the ASBA Process and R-WAP, “*Terms of the Issue – Procedure for Application through the ASBA process*” and “*Terms of the Issue – Procedure for Application through R-WAP facility*” on pages 126 and 127 of the Letter of Offer, respectively.

9. Can Eligible Equity Shareholders holding Equity Shares in physical form apply through ASBA?

No, Eligible Equity Shareholders holding Equity Shares in physical form, cannot apply through ASBA.

10. Can Eligible Equity Shareholders holding Equity Shares in physical form apply through plain paper application through ASBA?

No, Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided their demat account details are required to submit their Applications only through the R- WAP platform.

11. What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts).

Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

12. What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility.

Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

Our Company, the Registrar and the Lead Managers shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same.

R-WAP facility will be operational from the Issue Opening Date (i.e., May 4, 2021).

13. Is there any restriction on total investment amount / Equity Shares?

Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the investment limits or maximum number of Equity Shares that can be held by them prescribed under the applicable law.

Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Equity Shares in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for the Company or its affiliates and the Lead Managers or their respective affiliates to make any filing or registration (other than in India).

14. What will be the treatment of Multiple Applications?

In case where multiple Applications are made in respect the same Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However additional applications in relation to additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of Rights Entitlements in each demat account of the Applicants and such Applications shall not be treated as multiple applications.

Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “*Terms of the Issue - Procedure for Applications by Mutual Funds*” on page 146 of the Letter of Offer. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure - Details for subscription of Issue by Promoter and Promoter Group*” on page 45 of the Letter of Offer.

15. How to withdraw an Application made through ASBA or R-WAP Platform?

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to priya@cameoindia.com in case of Application through R-WAP facility.

However, the Application, whether applying through ASBA Process or R-WAP facility, cannot be withdrawn after the Issue Closing Date.

16. Whether Overseas Investors can participate in rights Issue?

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act (“Regulation S”), except for these purposes, U.S. persons include Persons who would otherwise have been excluded from such term solely by virtue of Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i)) (“U.S. Persons”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

Accordingly, the Rights Entitlements (including their credit) and the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act (“U.S. QIBs”) pursuant to Section 4(a)(2) of the U.S. Securities Act, that are also qualified purchasers (“QPs”) (as defined under the U.S. Investment Company Act of 1940, as amended, the “U.S. Investment Company Act”) in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares are not transferable except in accordance with the restrictions described in the section entitled “Restrictions on Purchases and Resales” in the Letter of Offer.

17. When will the Rights Equity Shares get listed on the exchanges?

Post closure of the issue on completing the procedural formalities.

18. Where can I get the Rights Issue documents if I have not received any mail?

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- i. our Company at www.sundaramholdings.in ;
- ii. the Registrar, i.e., Cameo Corporate Services Limited at <https://rights.cameoindia.com/sfhl> ;
- iii. the Lead Manager, i.e., JM Financial Limited at www.jmfl.com ;
- iv. the Stock Exchange, i.e., NSE at www.nseindia.com ; and
- v. the Registrar's web-based application platform at <https://rights.cameoindia.com/sfhl> .

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar <https://rights.cameoindia.com/sfhl> by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

DISCLAIMER

SUNDARAM FINANCE HOLDINGS LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated April 21, 2021 ("**Letter of Offer**") with SEBI and the Stock Exchange. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the websites of the Lead Manager, i.e., JM Financial Limited at www.jmfl.com. Investors should note that investment in equity shares involves a degree of risk and are requested to refer to the section titled "Risk Factors" on page 18 of the Letter of Offer for details of the same. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved.

The Rights Entitlements and the Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "**United States**" or "**U.S.**"), except in a transaction exempt from the registration requirements of the US Securities Act. The Rights Entitlements and Equity Shares referred to in the Letter of Offer are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("**Regulation S**") to existing shareholders located in jurisdictions where such offer and sale of the Equity Shares and/ or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy or transfer any of the said securities. Accordingly, you should not forward or transmit the letter of offer in or into the United States at any time. The Equity Shares and/ or Rights Entitlements and the Rights Entitlements are not transferable except in accordance with the restrictions described in the section entitled "*Restrictions on Purchases and Resales*" of the Letter of Offer.