

SUNDARAM FINANCE HOLDINGS LIMITED

CIN: L65100TN1993PLC025996

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

Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramholdings.in

www.sundaramholdings.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To
The Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for obtaining the approval of the Members by way of Ordinary Resolution through postal ballot for increasing the Authorised Share Capital of the Company from ₹80.00 cr. to ₹160.00 cr. and effecting consequential amendment in the Memorandum of Association.

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

Chennai 600 002

Date: 16.07.2020

By Order of the Board

P N SRIKANT

Secretary & Compliance Officer

Notes:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 15th June 2020, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 10th July 2020 and who have registered their email id with the Company/ Depositories.
2. The postal ballot facility through e-voting is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility, enabling the members to cast their vote electronically in a secure manner.
4. The e-voting will be available at the link www.evotingindia.com. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
5. The e-voting will commence on **Friday, the 17th July 2020 (9:00 A.M.) and end on Saturday, the 15th August 2020 (5:00 P.M.)**. The e-voting facility shall not be allowed beyond the said date.
6. The Board of Directors has appointed Sri T K Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman / Audit Committee Chairman / Chief Executive Officer of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman / Audit Committee Chairman / Chief Executive Officer on **Monday, the 17th August 2020 at 12:00 Noon**, at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.
8. The date of declaration of the postal ballot result will be taken to be the date of passing the ordinary resolution.
9. The results of the postal ballot will be posted on the Company's website – www.sundaramholdings.in

DRAFT RESOLUTION

SPECIAL BUSINESS

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

RESOLVED that pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹80,00,00,000/- (Rupees Eighty Crores Only) consisting of 16,00,00,000 Equity Shares of ₹5/- (Rupees Five Only) each to ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores Only) consisting of 32,00,00,000 Equity Shares of ₹5/- (Rupees Five Only) each.

FURTHER RESOLVED that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause 5:

“The Authorised Share Capital of the Company is ₹160,00,00,000/- (Rupees One Hundred and Sixty Crores Only) consisting of 32,00,00,000 Equity shares of ₹5/- (Rupees Five Only) each with power to the Company to increase and reduce the capital. The shares forming the capital, original, increased and reduced, of the company may be sub-divided consolidated or divided into such classes with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and regulations of the Company for the time being in force or otherwise.”

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

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

At present, the Authorised Share Capital of the company stands at ₹80.00 cr. divided into 16,00,00,000 equity shares of ₹5/- each. After considering the overall performance of the automotive sector during the last two years and the current trend in the stock markets, the Company has been actively exploring all potential investment opportunities, including opportunities to consolidate its position in the portfolio companies. In order to pursue these opportunities, the Company may have to raise capital through one or more methods as may be permitted under the regulatory framework. For this purpose, it is considered desirable to increase the Authorised Share Capital from the present level of ₹80.00 cr. to ₹160 cr. by creation of further 16,00,00,000 equity shares of ₹5/- each. Consequent to the increase in Authorised Share Capital, Clause 5 of the Memorandum of Association of the company will require suitable alteration.

The proposal requires the approval of the members in General Meeting, in accordance with the provisions of S. 13, read with S. 61 and other relevant provisions of the Companies Act, 2013. Accordingly, an Ordinary Resolution is submitted for your consent and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors & Key Managerial Personnel of the Company and their relatives is interested in the resolution.

By Order of the Board

Chennai 600 002
Date: 16.07.2020

P N SRIKANT
Secretary & Compliance Officer

SUNDARAM FINANCE HOLDINGS LIMITED

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on **17th July 2020 (9:00 A.M.) and ends on 15th August 2020 (5:00 P.M.)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, the 10th July 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

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- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) **Note for Non-Individual Shareholders and Custodians**

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly Authorised signatory who are Authorised to vote, to the Scrutinizer and to the Company at the email address viz; investor@sundaramholdings.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533.