

# Sundaram Finance Holdings Limited

CIN: L65100TN1993PLC025996

Registered Office: 21 Patullas Road, Chennai 600 002 Tel: 044 2888 1311, Fax: 044 2858 6641

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

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 18<sup>th</sup> July, 2024, 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 31<sup>st</sup> March 2024 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 ₹2.05/- per share (41% on the face value of ₹5/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2024 on the paid-up capital of ₹111.05 cr. and that the dividend amount of ₹45.53 cr. representing the said final dividend of ₹2.05/- per share (41% on the face value of ₹5/-) be paid out of the profits for the year 2023-24.”, making with the 1<sup>st</sup> interim dividend of ₹2/- per share (40% on the face value of ₹5/-) and 2<sup>nd</sup> interim dividend of ₹3.65/- per share (73% on the face value of ₹5/-) a total dividend of 7.70/- per share (154% on the face value of ₹5/-) for the year 2023-24 and that the total dividend amount of ₹171 cr. representing the said total dividend of ₹7.70/- per share (154% on the face value of ₹5/-) be paid out of the profits for the year 2023-24.”

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.”

### SPECIAL BUSINESS

#### Material Related Party Transactions:

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

“**RESOLVED** that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 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 and also acquisitions from one or more of the existing shareholders in those companies and dis-investments of shares held by our company to associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹500 cr. and individual investment(s)/dis-investment(s) in any one such group company not exceeding ₹300 cr., from the conclusion of this meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting to be held during the year 2025.”

“**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  
21.05.2024

**S Kalyanaraman**  
Secretary & Compliance Officer

## NOTE

This Notice, together with the Annual Report for the financial year 2023-24, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07<sup>th</sup> October 2023, 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 21<sup>st</sup> June 2024 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 30<sup>th</sup> September 2024. 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 06<sup>th</sup> July 2024 to 18<sup>th</sup> July 2024 (both days inclusive). The dividend, if declared at the meeting, will be paid on or after 19<sup>th</sup> July 2024.

### 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, H&B 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.

The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

**The remote e-voting would commence on Saturday, the 13<sup>th</sup> July 2024 (9:00 A.M.) and end on Wednesday, the 17<sup>th</sup> July 2024 (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 11<sup>th</sup> July 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 17<sup>th</sup> July 2024. 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 11<sup>th</sup> July 2024. **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 (11<sup>th</sup> July 2024), 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 6 to 12.

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](http://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,

- shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
- 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. 044-40020700, Email: nagaraj@cameoindia.com .

**B.** SEBI vide its Circular No. SEBI/HO/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 and Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07<sup>th</sup>, 2024 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10<sup>th</sup>, 2024) has mandated that with effect from April 1, 2024, Dividend payment to shareholders holding shares physically, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

The Company had communicated to the shareholders holding shares in physical mode and who have not updated their KYC details, instructing them to update their KYC details by submitting details to the RTA/Company.

**C.** 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](http://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 [nagaraj@cameoindia.com](mailto:nagaraj@cameoindia.com) by 11:59 P.M. IST on 05<sup>th</sup> July 2024. Shareholders are requested to note that in case their PAN is not registered, or their PAN is not linked with Aadhaar Number, 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 1<sup>st</sup> 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 10E, any other document which may be required to avail the Tax Treaty benefits, by sending an email to [nagaraj@cameoindia.com](mailto:nagaraj@cameoindia.com). The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 05<sup>th</sup> July, 2024.

**D.** 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](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdslindia.com](http://www.cdslindia.com).

**E.** Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.

---

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### 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)

#### 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 30 years of experience in the automotive industry  |
| Other Listed Companies in which the Director holds directorship as on 31 <sup>st</sup> March 2024                           | <b>Managing Director:</b> <ul style="list-style-type: none"><li>• Wheels India Limited</li></ul> <b>Director:</b> <ul style="list-style-type: none"><li>• Sundaram Finance Limited</li><li>• India Motor Parts &amp; Accessories Limited</li></ul> |
| Membership of Committees of the Board of other Listed Companies in which he is a Director as on 31 <sup>st</sup> March 2024 | Wheels India Limited :<br><b>Chairman:</b> <ul style="list-style-type: none"><li>• Corporate Social Responsibility Committee</li></ul> <b>Member:</b> <ul style="list-style-type: none"><li>• Risk Management Committee</li></ul>                  |
| Listed Companies from which the Director has resigned in the past three years   | -  |
| Shareholding as on 31 <sup>st</sup> March 2024:   |  |
| (a) held individually   | 33,48,338  |
| (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

### ITEM 4

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 audited financial statements, whichever is lower, shall require prior approval of the shareholders.

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.

At the 29<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> July 2023, the Company obtained an omnibus approval from the shareholders for material related party transactions arising from 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 the 29<sup>th</sup> Annual General Meeting till conclusion 30<sup>th</sup> Annual General Meeting to be held in the year 2024, 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 8<sup>th</sup> April 2022.

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 and also acquisitions from one or more of the existing shareholders in those companies and dis-investments of shares held by our company to associates and other group companies, which may be deemed to be related parties, upto an overall aggregate amount not exceeding ₹500 cr. and individual investment(s)/dis-investment(s) in any one such group company not exceeding ₹300 cr., from the conclusion of this meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting to be held during the year 2025 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 8<sup>th</sup> April 2022.

An individual investment in any one such group company upto ₹300 cr., if considered, would be 99% of the annual consolidated turnover for the year ended 31<sup>st</sup> March 2024. 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.

---

## PROCEDURES / INSTRUCTIONS

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

1. 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, Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, 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](http://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](http://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](http://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 nonindividual shareholders in demat mode.

**(i) The voting period begins on Saturday, the 13<sup>th</sup> July 2024 (9:00 A.M.) and ends on Wednesday, the 17<sup>th</sup> July 2024 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, the 11<sup>th</sup> July 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL            | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>  |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/ SecureWeb/ IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> |



| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>   |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>                |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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@sundaramholding.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 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 12th July 2024 (9:00 A.M. IST) to 14<sup>th</sup> July 2024 (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 12th July 2024 (9:00 A.M. IST) to 14<sup>th</sup> July 2024 (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.
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 through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33 @ [cdslindia.com](http://cdslindia.com) or call on 022-23058542/43