

# Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

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www.sundaramfinance.in

## NOTICE

Notice is hereby given that the 68th Annual General Meeting of the Shareholders of the Company will be held on **Monday, the 6th September 2021, at 10:00 A.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:  
“**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements of the Company, for the year ended 31st March 2021 and the Board’s and Auditor’s 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 ₹6/- per share (60% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2021 on the paid-up capital of ₹111.10 cr. and the same be paid to shareholders, whose names appear on the Register of Members of the Company on **25th August 2021**, making with the interim dividend of ₹12.00 per share paid on 17th February 2021 (120% on the face value of ₹10/-), a total dividend of ₹18/- per share (180% on the face value of ₹10/-) for the year 2020-21 and that the total dividend amount of ₹199.99 cr. representing the said total dividend of ₹18/- per share (180% on the face value of ₹10/-) be paid out of the profits for the year 2020-21.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:  
“**RESOLVED** that in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021 (RBI Guidelines) and related FAQ dated 11th June 2021, read with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for appointing the following two Chartered Accountant firms as Joint Statutory Auditors of the Company, to hold office for a term of three (3) consecutive years, from the conclusion of the 68th Annual General Meeting to the conclusion of the 71st Annual General Meeting, in the place of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, who had been appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of the 64th Annual General Meeting to the 69th Annual General Meeting, but are not in a position to continue to complete their original term as per the provisions of the RBI Guidelines.
  - a) M/s B.K. Khare & Co., Chartered Accountants, Mumbai (Regn. No. 105102W); and
  - b) M/s N.C. Rajagopal & Co., Chartered Accountants, Chennai (Regn. No. 003398S).“**FURTHER RESOLVED** that the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Joint Statutory Auditors from time to time, apart from reimbursement of travelling/other out-of-pocket expenses incurred by them in connection with the audit and applicable taxes.”

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:  
“**RESOLVED** that Sri S. Ram (holding DIN: 00018309), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”
5. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:  
“**RESOLVED** that Sri S. Viji (holding DIN: 00139043), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

By Order of the Board

Chennai 600 002  
9th August 2021

**P VISWANATHAN**  
Secretary & Compliance Officer

## ORDINARY BUSINESS

### Subject No. 3 – Appointment of Joint Statutory Auditors

At the 64th Annual General Meeting held on 20th July 2017, the shareholders approved the appointment of M/s Sundaram & Srinivasan, Chartered Accounts, Chennai (Regn. No. 0042078), as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 64th Annual General Meeting to the conclusion of the 69th Annual General Meeting.

Reserve Bank of India (RBI), vide their Notification Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021, issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (“RBI Guidelines”), which inter alia stipulate that non-banking finance companies with an asset size in excess of ₹15,000 cr. should appoint two independent Chartered Accountant firms as the Joint Statutory Auditors for a maximum term of three (3) consecutive years. Further, as per the provisions of the RBI Guidelines, the existing Statutory Auditors of the Company would not be eligible to continue as the statutory auditors. Therefore, M/s Sundaram & Srinivasan, Chartered Accountants, have conveyed their intention to demit office as the Statutory Auditors of the Company at the conclusion of the 68th Annual General Meeting to be held on **6th September 2021**, in compliance with the provisions of the RBI Guidelines.

As stipulated in the RBI Guidelines, the Board of Directors has recommended the appointment of M/s B.K. Khare & Co., Chartered Accountants, Mumbai (Regn. No. 105102W) and M/s N.C. Rajagopal & Co., Chartered Accountants, Chennai, (Regn. No. 003398S) as the Joint Statutory Auditors of the Company for a term of three (3) consecutive years from the conclusion of the 68th Annual General Meeting to the conclusion of the 71st Annual General Meeting for the approval of the shareholders.

Proposed Fees Payable to the Joint Statutory Auditors	₹75 lakhs in the aggregate towards statutory audit and tax audit (excluding certification and reimbursements) for the Financial Year 2021-22. The fees for the subsequent financial years will be decided mutually between the Board of Directors and the Joint Statutory Auditors.
Term	Three (3) consecutive years from the conclusion of the 68th Annual General Meeting to the conclusion of the 71st Annual General Meeting
Material Change in the Fees Payable	There is no material change in the fees payable to the Joint Statutory Auditors from that paid to the outgoing Statutory Auditor. Details of the fees paid to the outgoing Statutory Auditor have been provided on Pages 110 and 141 of the Annual Report.
Credentials and Basis of Recommendation	M/s. B.K. Khare & Co., Chartered Accountants, Mumbai, was founded in the year 1955 and is having offices at Chennai, Mumbai, Bangalore, Pune and New Delhi, with associates in all major cities in India. The firm is offering high value professional services in the field of Assurance, Direct Tax, Transfer Pricing, Indirect Tax and Risk Advisory. Ms. Padmini Khare Kaicker is the Managing Partner of the firm, and is supported by Leadership Team of 20 Partners / Directors and more than 150 associates. The firm has rich and deep experience for over 6 decades in sectors like, NBFC, Banking, Insurance, Mutual Funds, Automobile & Auto component, Real Estate, Engineering, IT & Software, Oil & Gas for large number of listed / unlisted clients.  M/s. N.C. Rajagopal & Co., Chartered Accountants, Chennai, was founded in the year 1925 by its founder, late Shri. N.C. Rajagopal and is having branches at Erode and Salem. The firm has 9 Partners and with an excellent network of professionals, it handles various areas like Corporate Audits, Audit of NBFCs, Banks, Special Audits for Government Authorities, Insurance Companies, Public Sector Entities, Partnership Firms, Charitable Trusts, Educational Institutions, Societies and Individuals and Tax Audit of various organizations including internationally renowned NGOs with close to a century of experience.

## SPECIAL BUSINESS

### Subject Nos. 4 and 5 – Re-election of Retiring Directors

Pursuant to Section 152(6) (c) of the Companies Act, 2013, one-third of such of the non-independent directors as are liable to retire by rotation, shall retire at every Annual General Meeting. Section 152(6) (d) of the Companies Act, 2013 provides that the directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment.

Accordingly, Sri S. Ram and Sri S. Viji, Directors, are due for retirement and eligible for re-appointment at the 68th Annual General Meeting, based on the duration in office since the last re-appointment. Since both of them have attained the age of 75 years or more, their appointment/continuity as non-executive directors requires the passing of special resolutions in accordance with the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sri S. Ram, BE (Mech.), MS (Prod. Engg.), has over five decades of experience in the field of vehicle and component industry. Sri S. Viji, B.Com., A.C.A, M.B.A, has over 5 decades of experience in Banking, Finance, Insurance and Automotive Component Manufacturing Industry. The Board considers that their re-appointment would be in the best interests of the Company and recommends the acceptance of the resolution. Accordingly, a special resolution is submitted for your consent.

## INTEREST OF DIRECTORS

Sri S. Viji, Chairman, Sri S. Ram, Director and Sri Harsha Viji, Executive Vice Chairman are interested in the resolutions.

By Order of the Board

Chennai 600 002  
9th August 2021

**P VISWANATHAN**  
Secretary & Compliance Officer

## ANNEXURE TO THE EXPLANATORY STATEMENT

Particulars of the Directors seeking re-appointment / appointment at the 68th Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### SUBJECT NOS. 4 & 5

Name of Director	Sri S Ram
DIN	00018309
Date of Birth	April 27, 1940
Expertise in specific functional areas	Has over 5 decades of work experience in Vehicle and Component Industry.
Qualifications	BE (Mech.), MS (Prod. Engg.)
Remuneration, number of meetings attended, etc.	Refer to Corporate Governance Report Section of the Annual Report
List of other listed companies in which directorship held as on 31st March 2021	<b>Chairman:</b> - Wheels India Ltd. - India Motor Parts & Accessories Ltd.
Chairman/Member of the Committees of the Board of other listed companies in which he is a Director as on 31st March 2021	<b>Member:</b> Nomination Remuneration Committee - India Motor Parts & Accessories Limited Stakeholders Relationship Committee - Wheels India Ltd.
Shareholding as on 31st March 2021:	
(a) held individually	5,06,788 shares
(b) held as Karta of HUF	Nil
(c) held jointly with others	6,09,896 shares
(d) held as Executor / Trustee	Nil
Relationship with other Directors	Brother of Sri S. Viji, Chairman

Name of Director	Sri S. Viji
DIN	00139043
Date of Birth	June 7, 1946
Expertise in specific functional areas	Has nearly 5 decades of experience in Banking, Finance, Insurance and Automotive Component Manufacturing Industry.
Qualifications	B.Com, A.C.A, M.B.A (University of Michigan – USA)
Remuneration, number of meetings attended, etc.	Refer to Corporate Governance Report Section of the Annual Report
List of other listed companies in which directorship held as on 31st March 2021	<b>Director:</b> - Wheels India Ltd.
Chairman/Member of the Committees of the Board of other Listed companies in which he is a Director as on 31st March 2021	<b>Chairman:</b> Stakeholders Relationship Committee - Wheels India Ltd. <b>Member:</b> Audit Committee - Wheels India Ltd. Corporate Social Responsibility Committee - Wheels India Ltd.
Shareholding as on 31st March 2021	
(a) held individually	9,09,780 shares
(b) held as Karta of HUF	4,79,912 shares
(c) held jointly with others	8,684 shares
(d) held as Executor / Trustee	Nil
Relationship with other Directors	Brother of Sri S. Ram, Director & Father of Sri Harsha Viji, Executive Vice Chairman

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**NOTE:**

This Notice, together with the Annual Report for the financial year 2020-21, 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/CMD2/CIR/P/2021/11 dated 15th January 2021, to all the shareholders whose names stand 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 6th August 2021 and who have registered their email id with the Company/Depositories.

**1. Appointment of Proxy**

A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December 2021. 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 **26th August 2021 to 6th September 2021** (both days inclusive). **The dividend, if declared at the Annual General Meeting, will be paid on or after 7th September 2021.**

**3. Voting**

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

The Board of Directors has appointed Sri T.K. Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.

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

The remote e-voting would commence **on Wednesday, the 1st September 2021 (9:00 A.M.) and end on Sunday, the 5th September 2021 (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 **30th August 2021**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on **5th September 2021**. 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 **30th August 2021**. 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 (30th August 2021), shall be entitled to avail the facility of remote e-voting / e-voting at the time of the meeting.

The e-voting facility 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 10.**

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.sundaramfinance.in](http://www.sundaramfinance.in) within 2 working days of the conclusion of the AGM.

#### 4. 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 and correct bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
- Avail nomination facility;
- Provide Permanent Account Number, if not already provided;

For the above purposes,

(i) shareholders holding shares in electronic mode may approach their respective depository participants (DP)

and

(ii) shareholders holding shares in physical mode can approach M/s. Cameo Corporate Services Limited, our Registrar & Share Transfer Agent, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: [investor@cameoindia.com](mailto:investor@cameoindia.com). /[agm@cameoindia.com](mailto:agm@cameoindia.com)

B. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds ₹5,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Incometax Act, 1961 and amendments thereof.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H (which can be downloaded from the company's website – [www.sundaramfinance.in](http://www.sundaramfinance.in) or the website of the Registrars <https://investors.cameoindia.com/>), to avail the benefit of non-deduction of tax at source by uploading the Form on the website of the Registrar or by emailing the same to [investor@cameoindia.com](mailto:investor@cameoindia.com) or [agm@cameoindia.com](mailto:agm@cameoindia.com) by 11:59 P.M. IST on **26th August 2021**. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Pursuant to the introduction of Section 206AB of the Income Tax Act, 1961, with effect from 1st July 2021, resident individual shareholders who are receiving dividends in excess of ₹5,000/- and who have not submitted Form 15G/15H, and who do not fall under the definition of "specified person" under that Section would be eligible for deduction of tax at source at the normal rate/s.

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 [investor@cameoindia.com](mailto:investor@cameoindia.com) or [agm.cameoindia.com](mailto:agm.cameoindia.com). The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on **26th August 2021**.

C. Members who are holding shares in physical form are requested to avail dematerialisation facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website [www.nsdl.co.in](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdslindia.com](http://www.cdslindia.com).

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

## PROCEDURES / INSTRUCTIONS

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. 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 atleast 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.sundaramfinance.in](http://www.sundaramfinance.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. 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).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

### REMOTE E-VOTING

- (i) The voting period begins on **1st September 2021 at 9.00 A.M. and ends on 5th September 2021 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **30th August 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to <a href="https://web.cdslindia.com/myeasi/home/login">Easi / Easiest</a> are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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	<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 or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are



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- eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorservices@sundaramfinance.in](mailto:investorservices@sundaramfinance.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email/mobile no. are not registered with the company/depositories:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@cameoindia.com](mailto:investor@cameoindia.com) / [agm@cameoindia.com](mailto:agm@cameoindia.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

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## 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 Remote 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 Remote 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 shareholders 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 or ask questions during the meeting may register themselves as a speaker by sending their request in advance during the period from **31st August 2021 to 3rd September 2021**, from their registered e-mail id, mentioning their name, demat account number/folio number, e-mail id and mobile number, to [agm.speakers@sundaramfinance.in](mailto:agm.speakers@sundaramfinance.in). Those Members 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 email:** The shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance during the period from **31st August 2021 to 3rd September 2021**, from their registered e-mail id, mentioning their name, demat account number/folio number, e-mail id and mobile number, to [agm.queries@sundaramfinance.in](mailto:agm.queries@sundaramfinance.in). These queries will be replied to by the company suitably by email.
9. 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.
10. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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