SUNDARAM FINANCE®
Enduring values. New age thinking.

SEC:065/2025-26/SK
July 21, 2025

The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

Sub: Notice of the 72nd Annual General Meeting – Corrigendum

Ref: Our letter bearing no. SEC:050:2025-26/VS dated 4th July 2025

We wish to inform you that in the Notice of the 72nd Annual General Meeting which was sent to the shareholders on 27th June 2025, under Resolution No. 2 – Declaration of Final Dividend, the date for reckoning the eligibility of the shareholders for receiving the Final Dividend, viz., Record Date, was inadvertently mentioned as 16th July 2025, instead of 9th July 2025. We have rectified the date as 9th July 2025 in the Notice to the shareholders and are enclosing the copy of the same for your records. The corrected Notice has also been uploaded on our website – www.sundaramfinance.in.

Thanking you.

Yours truly,
For Sundaram Finance Limited

SRIKANT PUTHUCODE NARAYANAN
Digitally signed by SRIKANT PUTHUCODE NARAYANAN
Date: 2025.07.21 14:19:22 +05'30'

P.N. Srikant
CCO & Company Secretary

Encl:
CC: The Corporate Relationship
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

Tel: 044 2852 1181, Fax: 044 2855 0290 Email: investorservices@sundaramfinance.in

www.sundaramfinance.in

NOTICE

Notice is hereby given that the 72nd Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 23rd July 2025, at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

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

   "**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements of the Company, for the year ended 31st March 2025, 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 ₹21/- per share (210% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2025 on the paid-up capital of ₹111.10 cr. and the same be paid to the shareholders, whose names appear on the Register of Members of the Company on 9th July 2025, making with the interim dividend of ₹14/- per share (140% on the face value of ₹10/-), a total dividend of ₹35/- per share (350% on the face value of ₹10/-) for the year 2024-25 and that the total dividend amount of ₹388.86 cr. representing the said total dividend of ₹35/- per share (350% on the face value of ₹10/-) be paid out of the profits for the year 2024-25."

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

   "**RESOLVED** that Mr. T. T. Srinivasaraghavan (holding DIN: 00018247), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

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

   "**RESOLVED** that Mr. A. N. Raju (holding DIN: 00036201), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

   "**RESOLVED** that pursuant to (a) Sections 149,152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, (b) Reg. 16(1)(b), 17(1A) and (1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (c) Master Direction – Reserve Bank of India (NBFC – Scale Based Regulation) Directions, 2023, and all other applicable regulatory provisions, Mr. Ganesh Lakshminarayan (holding DIN: 00012583), Independent Director, whose first term of office as Independent Director of the Company will be coming to a close on 11th August 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director for a further term of five (5) consecutive years from 12th August 2025 to 11th August 2030, not liable to retire by rotation, notwithstanding that he would be attaining the age of seventy five years during the continuity of his term."

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

   "**RESOLVED** that pursuant to (a) Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (b) Section 204 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, and all other applicable regulatory provisions, the consent of the Company be and is hereby accorded for the appointment of M/s M Damodaran & Associates LLP, Practising Company Secretaries, Chennai (Regn. No. L2019TN006000), as the Secretarial Auditor of the Company, to hold office for a term of five (5) consecutive years from 1st April 2025 to 31st March 2030."

"**FURTHER RESOLVED** that the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Secretarial Auditor from time to time, apart from certification fee, GST, and reimbursement of travelling and other out-of-pocket expenses, if any, to be incurred by the Secretarial Auditor, in connection with the audit".

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

"**RESOLVED** that pursuant to Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing moneys, including foreign currency loans, for the purposes of the Company, from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided however, that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (excluding exchange fluctuations in respect of foreign currency loans), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹70,000 cr. (Rupees Seventy Thousand Crores only)."

By Order of the Board

Chennai 600 002
26.05.2025

P N SRIKANT
CCO & Company Secretary

NOTE:

This Notice, together with the Annual Report for the financial year 2024-25, is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, vide Circulars dated 19th September 2024 and 3rd October 2024, respectively, 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 20th June 2025 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 30th September 2025. 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 **10th July 2025 to 23rd July 2025 (both days inclusive). The dividend, if declared at the meeting, will be paid on or after 24th July 2025.**

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 Mr. 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.

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

The remote e-voting would commence on Friday, the 18th July 2025 (9:00 A.M.) and end on Tuesday, the 22nd July 2025 (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 **16th July 2025,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on **22nd July 2025.** 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 **16th July 2025.** 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

(16th July 2025), 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.

Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holds shares as on the cut-off date for remote e-voting i.e. **16th July 2025,** may obtain the login Id and password by sending a request to helpdesk.evoting@cdslindia.com or contacting our Registrar & Share Transfer Agent at the address mentioned on Note No.4.A.(ii).

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 within 2 working days of the conclusion of the AGM.

4. Other Matters

A. Members are requested to:

- Provide their contact details 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 of dividend;
- Avail nomination facility;
- Provide Permanent Account Number, if not already provided;

SEBI has mandated that any payment of dividend in respect of folios for which PAN, nomination, contact details, bank account details and specimen signature have not been updated, should be made only through the electronic mode with effect from 1st April 2024.

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.

B. Pursuant to Finance Act 2025, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2025 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds ₹10,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2025 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), to avail the benefit of non-deduction of tax at source by email to investor@cameoindia.com by 11:59 P.M. IST on 9th July 2025. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 9th July 2025.

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

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

E. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' are furnished as part of this Notice - Pages 8 to 12.

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

SPECIAL BUSINESS

Item No. 5

Mr. Ganesh Lakshminarayan was appointed as an Independent Director of the Company w.e.f. 12th August 2020, for a term of five (5) consecutive years, in accordance with the provisions of Section 149 (10) of the Companies Act, 2013 (the Act). His first term of office comes to a close on 11th August 2025.

In the opinion of the Board, Mr. Ganesh Lakshminarayan fulfils the eligibility criteria laid down under the Act and Rules framed thereunder, as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and the Master Direction – Reserve Bank of India (NBFC – Scale Based Regulation) Directions, 2023, for being re-appointed as an Independent Director of the Company and is independent of the management.

Accordingly, after consideration of the recommendations of the Nomination, Compensation and Remuneration Committee, and evaluation of his performance, your Board of Directors has, on 26th May 2025, recommended the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director for a further term of five (5) consecutive years from the date of expiry of his present term of office, subject to the approval of the shareholders, in accordance with the provisions of sub-sections (10) and (11) of Section 149 of the Act, read with Reg. 17(1A), 17(1C) and 25(2A) of the SEBI LODR Regulations, 2015.The details of his profile are furnished under Particulars of Directors annexed to the Notice.

According to the provisions of sub-sections (10) and (11) of Section 149 of the Act, an independent director shall be eligible for re-appointment for a further term of a maximum period of five (5) consecutive years, subject to the approval of the shareholders by Special Resolution. Further, according to the provisions of Reg. 17(1A) of the SEBI LODR Regulations, the appointment or continuation of the term of any person who has attained the age of seventy-five years as a Non-Executive Director will be subject to the approval of the shareholders through Special Resolution. As per the provisions of Reg.17(1C), read with Reg.25(2A) of the SEBI LODR Regulations, for the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director on the Board, the Company is required to obtain the approval of the Shareholders by way of a Special Resolution at the next annual general meeting or within three months from the date of his re-appointment by the Board, i.e., 25th August 2025, whichever is earlier. Hence, approval of the shareholders is being sought at the Annual General Meeting for the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director on the Board, not liable to retire by rotation. Notice has been received from a member proposing the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director.

A copy of the draft Letter of Re-appointment of the Independent Director, setting out the terms and conditions, would be available for virtual inspection by the members, without any fee, on the website of the Company.

Considering the knowledge, experience and expertise of Mr. Ganesh Lakshminarayan, as well as the contribution made by him to the proceedings of the Board and its Committees, the Board of Directors considers that his re-appointment would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director for a further period of five (5) consecutive years. Accordingly, the Board recommends the Special Resolution in relation to the re-appointment of Mr. Ganesh Lakshminarayan as an Independent Director, for approval by the shareholders of the Company.

INTEREST OF DIRECTORS

Except Mr. Ganesh Lakshminarayan, Director and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution

Item No. 6

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 204 of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors has, based on the recommendations of the Audit Committee, recommended the appointment of M/s M Damodaran & Associates LLP, Chennai (Regn. No. L2019TN006000), a Peer Reviewed Firm of Company Secretaries in Practice, as the Secretarial Auditor of the Company, for a term of five (5) consecutive years from 1st April 2025 to 31st March 2030, for the approval of the shareholders.

Proposed Fees Payable (excluding certification and reimbursements)	₹3.50 lakhs for financial year 2025-26 The fees for the subsequent financial years will be decided mutually between the Board of Directors and the Secretarial Auditor.
Terms of Appointment	Five (5) consecutive years from 1st April 2025 to 31st March 2030.
Material Change in the Fee Payable	There is no material change in the fees payable to the Secretarial Auditor. The proposed fees payable to the Secretarial Auditor has been fixed after considering their knowledge, professional expertise and industry experience, as well as the overall time and effort that is required to be devoted by them towards the audit.
Credentials and Basis of Recommendation	M Damodaran & Associates LLP (MDA) is a premier professional advisory firm established in 2002, headquartered in Chennai with a branch in Bengaluru. The firm provides comprehensive advisory and compliance solutions in corporate laws, statutory matters, secretarial, and legal services. MDA serves over 800 clients, ranging from small and midsized companies to large multinational corporations. The firm is supported by a dedicated team of over 60 professionals and is ISO certified. MDA has built a strong reputation for its expertise across Corporate Laws, Foreign Exchange Laws, and Capital Market regulations. The firm is led by partners with a combined experience of more than 45 years in corporate, legal, advisory, and secretarial domains.

Item No. 7

The Board of Directors of the Company was authorised under Section 180(1)(c) of the Companies Act, 2013 to borrow upto a limit of ₹60,000 cr. (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) by a Special Resolution passed at the 71st Annual General Meeting held on 14th August 2024. The aggregate borrowings of the Company as on 31st March 2025 amounted to ₹47,359.13 cr.

As at 31.03.2025, the own funds of the Company were ₹11,139 cr. The capital adequacy ratio of the Company as on 31st March 2025 was at 20.42%.

It is considered desirable to raise the present limit of borrowing (including foreign currency loans) to ₹70,000 cr. (excluding exchange fluctuations in respect of foreign currency loans), apart from the temporary loans obtained from the Company's bankers in the ordinary course of business. Accordingly, the Special Resolution, as set out in the Notice, is submitted for consideration.

The Board recommends that the Special Resolution be passed

INTEREST OF DIRECTORS

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

ANNEXURE TO THE EXPLANATORY STATEMENT

Particulars of the Directors seeking re-appointment/continuation at the 72nd Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015:

ITEM Nos. 3 & 4

Name of Director	Mr. T. T. Srinivasaraghavan	Mr. A. N. Raju
DIN	00018247	00036201
Date of Birth	January 19, 1955	May 15, 1959
Expertise in specific functional areas	Has over 4 decades of experience in Banking and Financial Services. He served as the Managing Director of the Company for a period of 18 years.	Has nearly 4 decades of experience in the Automobile, Engineering, Finance and General Management. Formerly with GE Capital & SRF Group.
Qualifications	B.Com. MBA (Gannon University, Pennsylvania)	BSc (Engineering) MBA
List of other Listed companies in which directorship held as on 31st March 2025	• Five Star Business Finance Limited • R K Swamy Limited • Sundaram Home Finance Limited	• Sundaram Home Finance Limited
Chairman/Member of the Committees of the Board of other Listed companies in which he is a director as on 31st March 2025	**Five Star Business Finance Limited** **Chairman** • Risk Management Committee • Customer Service Committee **Member** • Audit Committee • Review Committee for Wilful Defaulter **Sundaram Home Finance Limited** **Chairman** • Executive Committee **R K Swamy Limited** **Member** • Audit Committee • Nomination and Remuneration Committee	**Sundaram Home Finance Limited** **Chairman** • Stakeholders Relationship Committee • Customer Service Committee • Risk Management Committee **Member** • Wilful Defaulter Review Committee • Executive Committee
Listed entities from which the Director has resigned in the past three years	Sundaram Finance Holdings Limited	-
Shareholding as on 31st March 2025:	-	-
a) held individually	-	-
b) held as Karta of HUF	1,23,192	-
c) held jointly with others	1,74,348	40,488
d) held as Executor/ Trustee	2,71,600	
Relationship with other Directors	-	-

ITEM No. 5

Name of Director	Mr. Ganesh Lakshminarayan	
DIN	00012583	
Date of Birth	March 18, 1954	
Skills and Expertise required for the role	**Skills** • Technical/Professional • Analytical • Technological • Behavioural **Expertise** • In-depth Industry Knowledge • Risk Assessment and Management • Audit and Financial Management • Treasury • Legal and Regulatory Framework • Business Policies • Capital Markets	
Expertise in specific functional areas	Has over 4 decades of Industrial Experience and overall management of the Companies. He is the Chairman of Rane Holdings Limited, one of the acknowledged leaders in the auto component industry since 2006.	
Qualifications	MBA (Pennsylvania State University, USA), ACA	
List of other Listed companies in which directorship held as on 31st March 2025	• Rane Holdings Limited • Rane (Madras) Limited	• Rane Engine Valve Limited • Rane Brake Lining Limited
Chairman / Member of the Committees of the Board of other Listed companies in which he is a director as on 31st March 2025	**Rane Holdings Limited** **Chairman** • Corporate Social Responsibility Committee • Risk Management Committee **Member** • Audit Committee • Stakeholders' Relationship Committee	**Rane (Madras) Limited** **Chairman** • Stakeholders' Relationship Committee **Member** • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee • Risk Management Committee
	Rane Engine Valve Limited **Chairman** • Stakeholders' Relationship Committee **Member** • Corporate Social Responsibility Committee • Audit Committee	**Rane Brake Lining Limited** **Member** • Audit Committee • Stakeholders' Relationship Committee • Corporate Social Responsibility Committee • Risk Management Committee
Listed entities from which the Director has resigned in the past three years	-	
Shareholding as on 31st March 2025:		
a) held individually	-	
b) held as Karta of HUF	-	
c) held jointly with others	2,500	
d) held as Executor / Trustee	-	
Relationship with other Directors	-	

CDSL E-Voting System – For E-Voting and Joining Virtual meetings.

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 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 https://www.sundaramfinance.in/investor-info/financial-information. 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 and 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.

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

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

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

(i) The voting period begins on **Friday, the 18th July 2025 at 9:00 A.M**. and ends on **Tuesday, 22nd July 2025 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 16th July 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

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

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@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.

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 **16th July 2025 (9:00 A.M. IST)** to **19th July 2025 (5:00 P.M. IST)**, 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. 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 **16th July 2025 (9:00 A.M. IST) to 19th July 2025 (5:00 P.M. IST)**, from their registered e-mail id, mentioning their name, demat account number/folio number, e-mail id, mobile number, to **agm.queries@sundaramfinance.in.** These queries will be replied to by the company suitably either at the time of the meeting or by e-mail
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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.