SUNDARAM FINANCE HOLDINGS LIMITED

CIN: L65100TN1993PLC025996

Regd. Office: 21, Patullos Road, Chennai 600 002. Tel: 044 2888 1311 Email: investorservices@sundaramholdings.in Website: www.sundaramholdings.in

POSTAL BALLOT NOTICE

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

То

The Members

Notice is hereby given to the shareholders of Sundaram Finance Holdings Limited ("Company") pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"); General Circulars issued by the Ministry of Corporate Affairs from time to time, including without limitation, General Circular No.09/2024 dated 19th September, 2024, Secretarial Standard 2 on General Meetings, issued by the Institute of Company Secretaries of India and other applicable laws and regulations, to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot, by voting through e-voting process.

Description of Special Business

Approval for Material Related Party Transaction - Dis-investment of stake held in M/s. Sundaram Composite Structures

Private Limited to M/s. Brakes India Private Limited - Ordinary Resolution

Pursuant to Section 102 and Section 110 and other applicable provisions of the Companies Act, the draft resolution ("Resolution"), together with the explanatory statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof ("Statement") is annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

By Order of the Board

Chennai 600 002 S Kalyanaraman

Date: 29.08.2025 Secretary & Compliance Officer

Notes:

- This Notice is being sent only in electronic form, in accordance with the relaxation granted by the MCA Circular, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, the 22nd August 2025 ("Cut-off Date") and who have registered their email id with the Company/ Depositories.
- A person who is not a member on the relevant Cut-off
 Date should treat this notice for information purposes
 only.
- 3. The postal ballot facility through e-voting is being provided to the members in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations.
- 4. 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.
- 5. The detailed instructions on e-voting are enclosed. Grievances, if any, connected with e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services India Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@cdslindia.com or call on 022-23058542/43.

- 6. The e-voting facility will be available from Saturday, August 30, 2025 (9.00 A.M.) and end on Sunday, September 28, 2025 (5.00 P.M.) (both days inclusive). The e-voting will be blocked by CDSL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- 7. The Board of Directors has appointed Sri T K Bhaskar, Partner, H&B Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
- 8. The Scrutinizer will submit his report to the Chairman / Chief Executive Officer of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman/ Chief Executive Officer within two working days from the date of closure of voting period, at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.
- The resolution, if passed by the requisite majority through postal ballot by remote e-voting will be deemed to have been passed on the last date specified for e-voting i.e., Sunday, September 28, 2025 at 5:00 pm.
- 10. The results of the postal ballot will be posted on the Company's website – www.sundaramholdings.in. and the same will be communicated to National Stock Exchange of India (www.nseindia.com), where the shares of the Company is listed.

DRAFT RESOLUTION

SPECIAL BUSINESS

Dis-investment of stake held in M/s. Sundaram Composite Structures Private Limited to M/s. Brakes India Private Limited

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

RESOLVED THAT pursuant to Section 2(76)(iv) and 188 of the Companies Act, 2013 and rules framed thereunder and any other applicable regulatory provisions, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded for the material related party transaction arising out of the proposed dis-investment of entire stake of 3,90,00,000 equity shares of Rs.10/- each held by the Company in the equity share capital of M/s Sundaram Composite Structures Private Limited to M/s Brakes India Private Limited for a consideration of Rs.24,64,80,000/- (Rupees Twenty Four Crores Sixty Four Lakhs and Eighty Thousand Only).

FURTHER RESOLVED THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer and Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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

SPECIAL BUSINESS

Pursuant to the provisions of Section 2(76)(iv) and 188 of the Companies Act, 2013, Regulation 23 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 Rs.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.

The annual consolidated turnover of the Company for the year ended 31st March 2025 was ₹160.02 Crores and any transaction in excess of ₹16.00 Crores (10% of the annual consolidated turnover) with a related party will be deemed to be a material related party transaction.

BACKGROUND, DETAILS AND BENEFITS OF THE TRANSACTION:

Your Company holds 3,90,00,000 equity shares of Rs.10/each constituting 39% in the paid up equity share capital of M/s. Sundaram Composite Structures Private Limited (Suncomp) your associate company. M/s Sundaram Composite Structures Private Limited is engaged in the manufacture of composite fibre parts which will be used in Automotive and other sectors with technology assistance from MIND S.r.I.Italy, a subsidiary of M/s Sundaram Composite Structures Private Limited. M/s Brakes India Private Limited, currently holds 10% in the paid-up equity share capital of M/s Sundaram Composite Structures Private Limited.

M/s. Sundaram Composite Structures Private Limited has been incurring losses, on Standalone and on Consolidated basis, partly due to market conditions and partly due to providing for diminution in value of investments held by it in its subsidiary Mind S r I, Italy.

Consequentially, the fair market value of the investment in Sundaram Composite Structures Private Limited held by your Company had diminished to Rs.6.32 per share.

In order to bring in more operational efficiency and reduce risk, the management thought fit to dis-invest the entire

stake held in Sundaram Composite Structures Private Limited to Brakes India Private Limited, Brakes India Private Limited, which has deep manufacturing experience, customer connects and sales teams in Europe, can use its expertise and oversee the manufacturing activity and hold greater control in Sundaram Composite Structures Private Limited (Suncomp) which holds majority stake in MIND S r I Italy. Moreover, considering the diminution in the value of this investment, with further investment required for turnaround plan, the management thought fit, that it would be in the interest of the shareholders of the Company, that this dis-investment at this stage would be appropriate and also avoid any impact on the financials of the Company, by continuing to hold on to this investment. Upon completion of the sale of this investment, M/s Sundaram Composite Structures Private Limited will cease to be your associate Company.

The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed related party transaction including rationale, material terms and basis of pricing. The Audit Committee considered the proposal of dis-investment and satisfying itself on the arm's length pricing of Rs.24,64,80,000/- (Rupees Twenty Four Crores Sixty Four Lakhs and Eighty Thousand Only), approved this dis-investment, which is in the ordinary course of business subject to approval of the shareholders. Accordingly, the Board recommends the resolution for the approval by the Shareholders of the Company.

The details as per SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, in relation to related party transactions are stated below:-

S. No	Description	Details
a.	Type, material terms and particulars of the proposed transaction;	Dis-Investment of 3,90,00,000 equity shares of Rs.10/- each held representing 39% in the paid-up equity share capital
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	of M/s. Sundaram Composite Structures Private Limited.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s. Brakes India Private Limited. Associate Company. (23.57% held by the Company)
C.	Tenure of the proposed transaction	The transaction is expected to be completed before end of December 2025
d.	Value of the proposed transaction	At the carrying value of the investment in the books of the Company, i.e. Rs. 6.32 per share aggregating to Rs.24,64,80,000/- (Rupees Twenty Four Crores Sixty Four Lakhs and Eighty Thousand Only).
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	15.40%
f.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	NA

S. No	Description	Details
g.	Justification for why the proposed transaction	Please refer to background, details and benefits of the
	is in the interest of the listed entity	transaction, given under explanatory statement.
h.	A copy of the valuation or other external party	The proposed transaction would be done on arm's length
	report, if any such report has been relied upon;	basis.
i.	Percentage of the counter-party's annual	0.32%
	consolidated turnover that is represented by	
	the value of the proposed RPT	
j.	Any other information that may be relevant	All important information forms part of the statement
		setting out material facts, pursuant to Section 102(1) of the
		Companies Act, 2013 forming part of this Notice.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Directors Sri Sriram Viji, being the Managing Director of M/s.Brakes India Private Limited, Sri Harsha Viji and Sri Ananth Ramanujam, being relatives of Directors of Brakes India Private Limited, no other Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested, financially or otherwise in the proposed resolution.

By Order of the Board

Chennai 600 002 S Kalyanaraman

Date: 29.08.2025 Secretary & Compliance Officer

CDSL E-VOTING SYSTEM - FOR REMOTE E-VOTING

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 **Saturday the 30th August, 2025 at 9.00 a.m.** and ends on **Sunday the 28th September, 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 (record date) of **22nd August, 2025** 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 abovesaid 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 Depository	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 Depository

- 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.
- 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.

	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.

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

Login type	Helpdesk details
	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
	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 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.
 - 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	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.
Date of Birth (DOB)	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@
 sundaramholdings.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system
 for the scrutinizer to verify the same.

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 & joining virtual meetings 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 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 at toll Free No. 1800 21 09911