

January 29, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Mumbai 400 001
Scrip Code: 533166

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Bandra Kurla
Complex, Bandra East,
Mumbai 400 051
Symbol: SUNDARAM

Subject: Notice of Extra-Ordinary General Meeting and Intimation of Remote E-voting.

Dear Sir/Madam,

The Extraordinary General Meeting ('EGM') of the Company is scheduled to be held on **Monday, February 24, 2025** at **11.30 A. M.** (IST) through Video Conference or Other Audio Visual Means ('VC/OAVM') to transact businesses as set out in the Notice of EGM.

The Company is providing the remote e-voting facility to its shareholders to cast their votes on the resolutions set forth in the Notice of EGM through National Securities Depository Limited ('NSDL').

Further, the Eligible Shareholders will be able to attend the EGM through VC/OAVM facility provided by NSDL, by following the instructions provided in the Notes to the Notice of the EGM.

The remote e-voting will commence on **Friday, February 21, 2025** (9.00 A. M. IST) to **Sunday, February 23, 2025** (5.00 P. M. IST) and on **Monday, February 24, 2025** (within 15 minutes after conclusion of EGM). During this period, Members of the Company holding shares in physical or electronic form as on **Monday, February 17, 2025** (cut-off date) may cast their vote electronically.

We are enclosing a copy of the said Notice convening the Meeting along with the Explanatory Statement for your information and records.

This disclosure is being submitted in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Thanking You,

For Sundaram Multi Pap Limited

Amrut Premji Shah
Managing Director
DIN: 00033120

Date: January 29, 2025
Place: Mumbai

Notice of Extra-Ordinary General Meeting

To The Shareholders,

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Sundaram Multi Pap Limited will be held on **Monday, February 24, 2025** at **11.30 A. M.** (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ITEM NO. 1

TO APPROVE THE ISSUE OF SWEAT EQUITY SHARES TO MR. AMRUT P SHAH, MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations”**], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in this behalf and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and based on the approval and recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to issue and allot, for non-cash consideration, 1,75,46,584 (One Crore Seventy Five Lakhs Forty Six Thousand Five Hundred and Eighty Four only) Equity Shares as Sweat Equity Shares having face value of Re. 1/- each to Mr. Amrut Shah, Managing Director and Chairman of the Company (DIN: 00033120), at a Fair Market Value of Rs. 3.22 per equity share (Rupees Three and Twenty Two Paise) on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980, in lieu of the value additions he has made in around 40 (Forty) years and continue to make while in association with the Company, as may be decided from time to time.

RESOLVED FURTHER THAT valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having Registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980 determining the value additions for which the sweat equity shares are being issued, be and are hereby taken on record.

RESOLVED FURTHER THAT the equity shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the company.

RESOLVED FURTHER THAT the equity shares to be issued shall be locked in for a period of 18 (Eighteen) months from the date of Trading approval.

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to do all such acts, deeds and things as may deem necessary, desirable, proper or expedient for the allotment of the Sweat Equity Shares to Mr. Amrut Shah and do all such filings with the Registrar of Companies or other governing authorities as may be required from time to time.”

ITEM NO. 2

TO APPROVE THE ISSUE OF SWEAT EQUITY SHARES TO MR. SHANTILAL P SHAH, EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations”**], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in this behalf and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and based on the approval and recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to issue and allot, for non-cash consideration, 1,75,46,584 (One Crore Seventy Five Lakhs Forty Six Thousand Five Hundred and Eighty Four only) Equity Shares as Sweat Equity Shares having face value of Re. 1/- each to Mr. Shantilal Shah, Executive Director, of the Company, at a Fair Market Value of Rs. 3.22 per equity share (Rupees Three and Twenty Two Paise) on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980, in lieu of the value additions he has made in around 25 (Twenty Five) years and continue to make while in association with the Company, as may be decided from time to time.

RESOLVED FURTHER THAT valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having Registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980 determining the value additions for which the sweat equity shares are being issued, be and are hereby taken on record.

RESOLVED FURTHER THAT the equity shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the company.

RESOLVED FURTHER THAT the equity shares to be issued shall be locked in for a period of 18 (Eighteen) months from the date of trading approval.

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to do all such acts, deeds and things as may deem necessary, desirable, proper or expedient for the allotment of the Sweat Equity Shares to Mr. Shantilal Shah and do all such filings with the Registrar of Companies or other governing authorities as may be required from time to time. “

**By order of the Board
For Sundaram Multi Pap Limited
Sd/-
Amrut Premji Shah
Managing Director
DIN: 00033120**

**Date: January 27, 2025
Place: Mumbai**

Notes:

- a) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 1 to 2 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
- b) The Extra-ordinary General Meeting ('EGM') is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 09/2023 dated 08.04.2020, 13.04.2020, 15.06.2020, 29.09.2020, 31.12.2020, 23.06.2021, 08.12.2021, 25.09.2023, and 05.05.2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular dated 12.05.2020, 15.01.2021 and 13.05.2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), the latest being 09/2024 dated September 19, 2024 (collectively referred to as MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM at the registered office of Company at Mumbai being deemed venue for the meeting.
- c) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and the details required under Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolution set out in the Notice is annexed hereto. Since the EGM is being held by VC/OAVM, the special business under Item No. 1 and 2, are being considered unavoidable and therefore proposed to be transacted at the EGM of the Company. Further, this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
- d) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- e) All the documents referred to in the EGM Notice and Explanatory Statement will be available for electronic inspection by the Members without any fee by the members during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the EGM and during the continuance of the EGM. Members seeking to inspect such documents may write to the Company Secretary through email on cs@sundaramgroups.in
- f) Members/Representatives of Corporate Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g) The Company is providing facility of remote e-Voting as well as e-Voting on the date of EGM to its Members in respect of the business to be transacted at the EGM and for this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

- h) Only those Members/ shareholders, who will be present in the EGM 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 on the date of EGM.
- i) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- j) Once the vote on a resolution is casted by the member, the same shall not be allowed to change it subsequently or cast the vote again.
- k) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. **Monday, February 17, 2025**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in the instructions given below.
- l) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at cs@sundaramgroups.in or upload on the VC portal / e-voting portal.
- m) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- n) The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the EGM through e-Voting system is **Monday, February 17, 2025**.
- o) Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary through email on cs@sundaramgroups.in The same shall be taken up in EGM and replied by the Company suitably.
- p) Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, are requested to update their email address through their respective Depository Participant/s.
- q) In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their mobile number and email addresses with our Registrar and Share Transfer Agent viz. M/s MUFG Intime India Private Limited, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
- r) In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the EGM is being sent only through electronic mode to the Members and the same will also be available on the website of the Company www.sundaramgroups.in. Further, 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 and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- s) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- t) The Company has appointed CS Vishwas Sharma, Practicing Company Secretary (Membership No. FCS: 12606; CP No: 16942), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
- u) 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the EGM will be provided by NSDL.
- v) Facility for joining the EGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the EGM. Members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues. 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 EGM without restriction on account of first come first served basis.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRAORDINARY GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on **Friday, February 21, 2025** at 09:00 A. M. and end on **Sunday, February 23, 2025** at 05:00 P. M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, February 17, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, February 17, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their 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 Easi / Easiest are

	<p>https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 abovementioned website.

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 02223058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishwasb@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of

www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar, Assistant Manager at rahul.rajbhar@nsdl.com andevoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@sundaramgroups.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sundaramgroups.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the EGM are as under:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM

link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sundaramgroups.in. The same will be replied by the company suitably.
6. Shareholders desirous to register themselves as Speaker during the EGM, may send their name demat account number/folio number, email id, mobile number at cs@sundaramgroups.in at least 3 days in advance from the date of EGM.

By order of the Board
For Sundaram Multi Pap Limited
Sd/-
Amrut Premji Shah
Managing Director
DIN: 00033120

Date: January 27, 2025
Place: Mumbai

ANNEXTURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 1:**

The members of the Company are hereby informed that taking into consideration, the benefits derived/ to be derived by the Company from the Value Additions by Mr. Amrut Shah (DIN: 00033120), Managing Director and Chairman, the Board of Directors in their meeting held on January 27, 2025, have approved the issue of Equity Shares 1,75,46,584 (One Crore Seventy Five Lakhs Forty Six Thousand Five Hundred and Eighty Four only) as Sweat Equity Shares to Mr. Amrut Shah, at INR 3.22 per share on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

1. Total no. of shares to be issued as sweat equity:

1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only)

2. The Current Market Price of the Shares of the Company:

The Closing price on date of Notice, i.e. 24.01.2025 is Rs. 2.31 per share.

3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:

Rs. 3.22/- per share as per Valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:

Mr. Amrut Shah (DIN: 00033120), Managing Director and Chairman of the Company. He is associated with the Company from around 40 (Forty) years.

5. The consideration to be paid for the sweat equity:

The Sweat Equity Shares are issued to Mr. Amrut Shah in lieu of the value additions he has made in around 40 (Forty) years and continue to make while in association with the Company. Thus, no consideration is being paid by Mr. Amrut Shah.

6. The price at which the sweat equity shares shall be issued:

The Sweat Equity Share shall be issued at the Fair Market Value of Rs. 3.22/- per share.

7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:

Not Applicable, as the value additions will take the form of an asset which can be carried to the balance sheet of the Company in accordance with the relevant accounting standards.

8. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards / standards specified by the Central Government (Based on the Financial Statement of March 31, 2024):

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2024) is Rs. (0.11)/-

The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:

1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:

January 27, 2025

2. The reasons or justification for the issue:

The Sweat Equity Shares are being issued to Mr. Amrut Shah in lieu of the value additions he has made in around 40 (Forty) years and continue to make while in association with the Company.

Mr. Amrut shah is the key founder of the company. Mr. Amrut Shah, brings rich experience of over 40 years in business operations, financial management, corporate negotiations, financial control, business planning, due diligence, business development, treasury, capital raising, investor relations, commercial, taxation, people development and strategic planning.

He started his career at a tender age of 20 years in the notebook manufacturing and marketing that provided him the opportunity to understand complete intricacies of this business-like sourcing raw materials, complete manufacturing processes like printing, ruling, cutting, folding, pinning, pasting and packing and selling to various retail outlets in and around vicinity.

His current responsibility is providing and making strategies and enhancing Growth of the Company and also increasing the Shareholder's Wealth. From day 1 the goal of the founder is to provide quality products, and also develop a sustainable and long-term profitable business.

3. The class of shares under which sweat equity shares are intended to be issued:

Equity Shares

4. The total number of shares to be issued as sweat equity:

1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only)

5. The class or classes of directors or employees to whom such equity shares are to be issued:

Managing Director and Chairman

6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:

Quantum: 1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only) Equity Shares are being issued as Sweat Equity Shares.

Lock-in: The Sweat equity shares shall be locked in for a period of 18 (Eighteen) months from the date of Trading approval.

Gist of Valuation: The Sweat equity shares are issued at Fair Market Value Rs. 3.22/-per share on the basis of valuation report dated January 24, 2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902, The value additions for which sweat equity shares are being issued, is determined by the valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, (Registration number IBBI/RV/06/2020/12902) and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

Pari Passu: The equity shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the company.

7. The time period of association of such person with the company:

Around 40 (Forty) years.

8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:

Mr. Amrut Shah, Managing Director and Chairman is also one of the Promoters of the Company.

9. The price at which the sweat equity shares are proposed to be issued:

The Sweat Equity Shares are issued at Rs. 3.22/-per share on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

10. The consideration including consideration other than cash, if any to be received for the sweat equity:

The Sweat Equity Shares are issued to Mr. Amrut Shah in lieu of the value additions he has made in around 40 (Forty) years and continue to make while in association with the Company. Thus, no consideration is being paid by Mr. Amrut Shah.

11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:

Not Applicable, as the value additions will take the form of an asset which can be carried to the balance sheet of the Company in accordance with the relevant accounting standards.

12. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2024) is Rs. (0.11)/-

The pre and post Sweat Equity Issue Shareholding pattern of the company will be as follows:

Particulars	No. of Shares before issue of Sweat Equity Shares	%	No. of Shares to be issued through Sweat Equity	No. of Shares after issue of Sweat Equity Shares	%
Promoter's holding	14,74,40,311	31.11	3,50,93,168	18,25,33,479	35.86
Public holding	32,64,37,462	68.89	0	32,64,37,462	64.14
Total Shareholding	47,38,77,773	100.00	3,50,93,168	50,89,70,941	100.00

Note: The pre-issue Share Holding Pattern is as per the share holding pattern as on December 31, 2024. The post issue paid-up capital is arrived after considering all the sweat equity allotment, proposed to be made under this notice.

The Board of Directors of the Company recommends the Resolution to be passed as Ordinary Resolutions as set out at Item No. 1 for approval of the Members.

None of the Directors, Manager and Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except Mr. Amrut Shah, Managing Director and Chairman of the Company to whom such Sweat Equity Shares are proposed to be issued and their relatives to the extent of their shareholding in the Company.

The Promoters/ Promoter group shall not participate/ vote on the said resolution no. 1.

ITEM NO. 2:

The members of the Company are hereby informed that taking into consideration, the benefits derived/ to be derived by the Company from the Value Additions by Mr. Shantilal Shah (DIN: 00033182), Executive Director, the Board of Directors in their meeting held on January 27, 2025, have approved the issue of Equity Shares 1,75,46,584 (One Crore Seventy Five Lakhs Forty Six Thousand Five Hundred and Eighty Four only) as Sweat Equity Shares to Mr. Shantilal Shah, at INR 3.22 per share on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

1. Total no. of shares to be issued as sweat equity:

1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only)

2. The Current Market Price of the Shares of the Company:

The Closing price on date of Notice, i.e. 24.01.2025 is Rs. 2.31 per share.

3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:

Rs. 3.22/- per share as per Valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:

Mr. Shantilal Shah (DIN: 00033182), Executive Director of the Company. He is associated with the Company from around 25 (Twenty-Five) years.

5. The consideration to be paid for the sweat equity:

The Sweat Equity Shares are issued to Mr. Shantilal Shah in lieu of the value additions he has made in around 25 (Twenty-Five) years and continue to make while in association with the Company. Thus, no consideration is being paid by Mr. Shantilal Shah.

6. The price at which the sweat equity shares shall be issued:

The Sweat Equity Share shall be issued at the Fair Market Value of Rs. 3.22/- per share.

7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:

Not Applicable, as the value additions will take the form of an asset which can be carried to the balance sheet of the Company in accordance with the relevant accounting standards.

8. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards / standards specified by the Central Government (Based on the Financial Statement of March 31, 2024):

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2024) is Rs. (0.11)/-

The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:

1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:

January 27, 2025

2. The reasons or justification for the issue:

The Sweat Equity Shares are being issued to Mr. Shantilal Shah in lieu of the value additions he has made in around 25 (Twenty-Five) years and continue to make while in association with the Company.

Mr. Shantilal Shah has been a vital part of the Sundaram Group since its inception. With strong leadership and interpersonal skills, he heads the Group's sales operations and has been responsible for developing its business relationships for entire paper stationery department.

His proactive and personalized approach toward the business and his competitive spirit have contributed greatly to the growth of the Group and its diverse businesses. He currently manages over 15000+ distributors, dealers and sales people network in Maharashtra.

He is a great marketing brain in the paper stationery industry that has evolved and developed a unique dealer/retailer network in the form of retails shops in Maharashtra, Gujarat and Goa. He constantly strives to expand the dealer/retail network through personal relationships and innovative schemes of rewarding the dealer achievers. He has put in place the system to gather from this network great deal of market intelligence in terms of customer preference for Sundaram products vis-à-vis the competitors' products. He is Promoter as well as Director of the Company. His role is to enhance sales in domestic as well as international Market.

3. The class of shares under which sweat equity shares are intended to be issued:

Equity Shares

4. The total number of shares to be issued as sweat equity:

1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only)

5. The class or classes of directors or employees to whom such equity shares are to be issued:

Executive Director

6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:

Quantum: 1,75,46,584 (One Crore Seventy-Five Lakhs Forty-Six Thousand Five Hundred and Eighty-Four only) Equity Shares are being issued as Sweat Equity Shares.

Lock-in: The Sweat equity shares shall be locked in for a period of 18 (Eighteen) months from the date of Trading approval.

Gist of Valuation: The Sweat equity shares are issued at Fair Market Value Rs. 3.22/- per share on the basis of valuation report dated January 24, 2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902, The value additions for which sweat equity shares are being issued, is determined by the valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, (Registration number IBBI/RV/06/2020/12902) and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

Pari Passu: The equity shares to be issued shall rank pari passu in all respects with the existing Equity Shares of the company.

7. The time period of association of such person with the company:

Around 25 (Twenty-Five) years.

8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:

Mr. Shantilal Shah, Executive Director is also a one of the Promoters of the Company.

9. The price at which the sweat equity shares are proposed to be issued:

The Sweat Equity Shares are issued at Rs. 3.22/-per share on the basis of valuation report dated 24.01.2025 received from Mr. Krishna Komaravolu, Registered Valuer, having registration number IBBI/RV/06/2020/12902 and also a fair opinion received from Swaraj Shares & Securities Private Limited, Merchant Banker, having registration number INM000012980.

10. The consideration including consideration other than cash, if any to be received for the sweat equity:

The Sweat Equity Shares are issued to Mr. Shantilal Shah in lieu of the value additions he has made in around 25 (Twenty-Five) years and continue to make while in association with the Company. Thus, no consideration is being paid by Mr. Shantilal Shah.

11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:

Not Applicable, as the value additions will take the form of an asset which can be carried to the balance sheet of the Company in accordance with the relevant accounting standards.

12. A statement to the effect that the company shall conform to the applicable accounting standards:

The Company shall conform to the applicable accounting standards.

13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2024) is Rs. (0.11)/-

The pre and post Sweat Equity Issue Shareholding pattern of the company will be as follows:

Particulars	No. of Shares before issue of Sweat Equity Shares	%	No. of Shares to be issued through Sweat Equity	No. of Shares after issue of Sweat Equity Shares	%
Promoter's holding	14,74,40,311	31.11	3,50,93,168	18,25,33,479	35.86
Public holding	32,64,37,462	68.89	0	32,64,37,462	64.14
Total Shareholding	47,38,77,773	100.00	3,50,93,168	50,89,70,941	100.00

Notes: The pre-issue Share Holding Pattern is as per the share holding pattern as on December 31, 2024. The post issue paid-up capital is arrived after considering all the sweat equity allotment, proposed to be made under this notice.

The Board of Directors of the Company recommends the Resolution to be passed as Ordinary Resolutions as set out at Item No. 2 for approval of the Members.

None of the Directors, Manager and Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the

resolution except Mr. Shantilal Shah, Executive Director of the Company to whom such Sweat Equity Shares are proposed to be issued and their relatives to the extent of their shareholding in the Company.

The Promoters/ Promoter group shall not participate/ vote on the said resolution no. 2.

**By order of the Board
For Sundaram Multi Pap Limited
Sd/-
Amrut Premji Shah
Managing Director
DIN: 00033120**

**Date: January 27, 2025
Place: Mumbai**