



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:91:17-18/GN

June 21, 2017

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: Disclosure under Reg. 30 read with Sch. III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Notice of Annual General Meeting

We enclose the Notice of the 64th Annual General Meeting and the same will be hosted in our website www.sundaramfinance.in.

This is for your information and records.

Thanking you,

Yours truly,
for Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer

✓ 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

Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramfinance.in

www.sundaramfinance.in

NOTICE

Notice is hereby given that the 64th Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 20th July 2017, at 10.00 A.M. at the Music Academy, New No.168, Old No.306, TTK Road, Chennai 600 014, to transact the following business:

ORDINARY BUSINESS

- 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 2017 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.”
- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
“**RESOLVED** that a final dividend of ₹6.50 per share (65% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2017 on the paid-up capital of ₹111.10 cr. and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 5th July 2017, making with the interim dividend of ₹5.00 per share (50% on the face value of ₹10/-), a total dividend of ₹11.50/- per share (115% on the face value of ₹10/-) for the year 2016-17 and that the total dividend amount of ₹12776.94 lakhs representing the said total dividend of ₹11.50/- per share (115% on the face value of ₹10/-) be paid out of the profits for the year 2016-17.”
- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
“**RESOLVED** that Sri Harsha Viji (holding DIN: 00602484), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”
- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
“**RESOLVED** that Sri 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.”
- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
“**RESOLVED** that pursuant to Sections 139, 141 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors for appointing M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Regn. No. 004207S), as Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years, from the conclusion of the 64th Annual General Meeting until the conclusion of the 69th Annual General Meeting.
FURTHER RESOLVED that, the remuneration payable to M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, be and is hereby fixed at ₹60.00 lakhs towards statutory audit and ₹15.00 lakhs towards tax audit, apart from service tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit, for the period commencing from the conclusion of the 64th Annual General Meeting until the conclusion of the 65th Annual General Meeting of the Company.
FURTHER RESOLVED that the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, for periods subsequent to the conclusion of the 65th Annual General Meeting shall be subject to ratification by the members at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary resolution**:
“**RESOLVED** that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Rajiv C. Lochan (holding DIN: 05309534), who was appointed as an Additional Director of the Company by the Board of Directors

SUNDARAM FINANCE LIMITED



with effect from November 25, 2016 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri Rajiv C. Lochan as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto November 24, 2021, not liable to retire by rotation."

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

"RESOLVED that in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Act, the Company hereby accords its approval and consent to the re-appointment of Sri T.T. Srinivasaraghavan (holding DIN: 00018247) as Managing Director, for a period of three (3) years with effect from 01.04.2018 and for the payment of remuneration to him for his services as Managing Director, as set out hereunder:

Basic Salary	₹6,50,000/- per month in the scale of ₹6,50,000/- to ₹8,50,000/-. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors / Nomination, Compensation and Remuneration Committee.
Commission	Subject to a ceiling of 1% on the net profits of the Company the quantum whereof to be determined by the Board of Directors / Compensation and Remuneration Committee.
Perquisites	As detailed in the annexure to the Explanatory Statement, the annual value of which will be limited to a ceiling of 150% of annual salary.
Minimum Remuneration	Where in any financial year, during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

8. 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 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), including securitisation transactions, 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 / securitised and to be borrowed / securitised and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹21000 cr. (Rupees twenty one thousand crore only)."

Chennai 600 002
29.05.2017

By Order of the Board
P VISWANATHAN
Secretary & Compliance Officer

NOTE:

This Notice is being sent 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 9th June 2017.

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. The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than 10% of the total share capital of the Company.

2. Book Closure

The register of members and share transfer books of the Company will remain closed from 6th July 2017 to 20th July 2017 (both days inclusive). The dividend, if declared at the meeting, will be paid on 21st July 2017.

3. Unclaimed and Unpaid Dividends

Pursuant to the provisions of Sections 124(5) and 125, read with Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, of the Companies Act, 2013, the Company has transferred the unclaimed



and unpaid dividends for the financial years 1995-96 to Final Dividend 2008-09, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22nd July 2016 (date of last Annual General Meeting) on the website of the Company (www.sundaramfinance.in), as also on the Ministry of Corporate Affairs website.

4. 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 / e-voting at the venue) to the members.

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

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

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

The remote e-voting would commence on Monday, the 17th July 2017 (9:00 am) and end on Wednesday, the 19th July 2017 (5:00 pm).

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 14th July 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 19th July 2017. 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 14th July 2017. Only those persons, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (14th July 2017), shall be entitled to avail the facility of remote e-voting / e-voting at the venue / voting at the venue through polling paper.

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. 14th July 2017, may obtain the login Id and password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (ii).

The facility for voting either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The 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.

Members intending to vote at the venue are requested to bring their photo identity card.

The procedure and instructions for e-voting is furnished in this notice.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of e-voting / e-voting at the venue / poll, will be announced by the Company on its website – www.sundaramfinance.in within 48 hours of the conclusion of the AGM.

5. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for NACH / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and
- Avail nomination facility.

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 – Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com.

6. 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.



Explanatory Statement Under Section 102 of The Companies Act, 2013

SPECIAL BUSINESS

ITEM 6

Sri Rajiv C. Lochan, aged 45 years, was co-opted as a Non-Executive Independent Director of your Company with effect from 25.11.2016. His particulars are annexed to the notice. Under Section 161 of the Companies Act, 2013, he holds office as Additional Director up to the date of the Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Reg. 16(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Rajiv C. Lochan, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years as mentioned in the Resolution. Notice has been received from a member proposing him as an Independent Director.

In the opinion of the Board, Sri Rajiv C. Lochan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Independent Director, for the approval by the shareholders of the Company.

INTEREST OF DIRECTORS

None of the Directors except Sri Rajiv C. Lochan is concerned or interested in the said appointment.

ITEM 7

At the Annual General Meeting held on 16.07.2012, Sri T.T. Srinivasaraghavan was appointed as Managing Director for a period of 5 years with effect from 01.04.2013, on a remuneration comprising basic salary of ₹4,00,000/- per month in the scale of ₹4,00,000/- to ₹7,00,000/-, together with commission and perquisites. He is presently drawing a basic salary of ₹5,85,000/- per month.

Your Board of Directors at the meeting held on 29.05.2017, re-appointed Sri T.T. Srinivasaraghavan as Managing Director for a period of 3 years with effect from 01.04.2018 on a basic salary of ₹6,50,000/- per month in the scale of ₹6,50,000/- to ₹8,50,000/-, commission subject to a ceiling of 1% of the net profits and perquisites which are subject to a ceiling of 150% of the annual salary. The perquisites payable to Sri T.T. Srinivasaraghavan are detailed in the annexure to this statement.

Accordingly, an Ordinary Resolution is submitted for your consent.

INTEREST OF DIRECTORS

None of the Directors except Sri T.T. Srinivasaraghavan is concerned or interested in the said re-appointment.

ITEM 8

At the Annual General Meeting held on 16.07.2012, the Board of Directors were authorised to borrow upto a limit of ₹15000 cr. (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) under Section 293(1)(d) of the Companies Act, 1956. The present aggregate borrowings, including securitisation transactions and temporary loans obtained from the Company's bankers amount to ₹19372.67 cr.

As at 31.03.2017, the own funds of the Company have risen to ₹3745.63 cr. The capital adequacy ratio of the Company is comfortable at 17.85%, well above the required level, leaving sufficient scope for further borrowings.

It is considered desirable to raise the present limit of borrowing, including securitisation transactions, to ₹21000 cr. Accordingly, the Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out in the notice, is submitted for consideration and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS

None of the directors of the Company is interested in the resolution.



Annexure to the Explanatory Statement

Details of Perquisites payable to Sri T. T. Srinivasaraghavan

1. Housing:

- i. the expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 60% of the salary over and above 10% payable by the managerial person;
- ii. a) the expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income-tax Rules, 1962.
b) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income-tax Rules, 1962;
- iii. wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above;
- iv. where accommodation in a Company-owned house is provided, the Company will charge 10% of his salary by way of rent.

2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the rules of the Company.

Explanation: "Family" means the spouse, dependant children and dependant parents of the appointee.

3. Personal Accident Insurance as per the rules of the Company.
4. Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.
5. Payment of company's contributions to Provident Fund / Pension Fund / Superannuation Fund / Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or ceiling on the perquisites.
6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Provision of chauffeur driven company car(s).
8. Provision of telephone(s) at the residence of the Director.
9. Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior executives from time to time.
10. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time, subject to the provisions of the Companies Act, 2013.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.

The above said remuneration and perquisites shall be subject to the ceiling laid down in Section 197 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.



Particulars of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) ITEMS 3, 4, 6 & 7

	Sri Harsha Viji	Sri A.N. Raju	Sri Rajiv C. Lochan	Sri T.T. Srinivasaraghavan
Name of Director	Sri Harsha Viji	Sri A.N. Raju	Sri Rajiv C. Lochan	Sri T.T. Srinivasaraghavan
DIN	00602484	00036201	05309534	00018247
Date of Birth	August 28, 1975	May 15, 1959	July 23, 1971	January 19, 1955
Expertise in specific functional areas	Has more than a decade experience in areas of specialisation particularly in strategy formulation, joint venture negotiations and new business development	3 decades of experience in Automobiles, Engg. Finance and General Management.	Has two decades of experience in the field of management especially in the areas of finance, social sector, and public health	Has nearly four decades of experience in Banking and Financial Services. Has held various operational roles in the Company and brings to bear in-depth knowledge of automotive financing.
Qualifications	B.Com., ACA, MBA (Ann Arbor, Michigan)	B. Sc (Engg.), M.B.A.	B.Tech. (IIT), MS (MIT), MBA (Columbia Business School)	B.Com., MBA
List of other public companies in which directorship held as on 31st March 2017	Director: - Sundaram Asset Management Company Ltd. - Royal Sundaram General Insurance Co. Ltd. - Sundaram Finance Holdings Ltd. - Flometallic India Private Ltd. - Association of Mutual Funds in India	Director: - Sundaram BNP Paribas Fund Services Ltd. - Equifax Credit Information Services Pvt. Ltd. - Sundaram BPO India Ltd.	Director: - Sundaram Asset Management Company Ltd. - Sundaram BNP Paribas Home Finance Ltd. - Royal Sundaram General Insurance Co. Ltd. - Sundaram Business Services Ltd. - Brakes India Private Ltd. - Flometallic India Private Ltd. - Sundaram BPO India Ltd. - Finance Industry Development Council - NSE Strategic Investment Corporation Ltd. - Sundaram BNP Paribas Fund Services Ltd - Sundaram Finance Holdings Limited	Director: - Sundaram Asset Management Company Ltd. - Sundaram BNP Paribas Home Finance Ltd. - Royal Sundaram General Insurance Co. Ltd. - Sundaram Business Services Ltd. - Brakes India Private Ltd. - Flometallic India Private Ltd. - Sundaram BPO India Ltd. - Finance Industry Development Council - NSE Strategic Investment Corporation Ltd. - Sundaram BNP Paribas Fund Services Ltd - Sundaram Finance Holdings Limited
Chairman / Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2017	Member: Audit Committee: - Sundaram Asset Management Company Ltd. - Sundaram Finance Holdings Ltd. Nomination & Remuneration Committee: - Sundaram Asset Management Company Ltd. - Royal Sundaram General Insurance Co. Ltd.	Chairman: Audit Committee - Sundaram BPO India Ltd. Member: Nomination and Remuneration Committee - Sundaram BNP Paribas Fund Services Ltd.	Chairman: Corporate Social Responsibility Committee - Kasturi & Sons Ltd. Member: Strategy Implementation Committee - Kasturi & Sons Ltd.	Chairman: Nomination and Remuneration Committee - Royal Sundaram General Insurance Co. Ltd. Member: Audit Committee - Sundaram BNP Paribas Home Finance Ltd. - Sundaram Business Services Ltd. NSE Strategic Investment Corporation Ltd Nomination and Remuneration Committee - Sundaram BNP Paribas Home Finance Ltd - Sundaram Asset Management Company Ltd. - NSE Strategic Investment Corporation Ltd CSR Committee - Royal Sundaram General Insurance Co. Ltd
Shareholding as on 31st March 2017:				
a) held individually	13,66,068 shares	Nil	Nil	Nil
b) held as Karta of HUF	Nil	Nil	Nil	1,23,192 shares
c) held jointly with others	3,156 shares	28,028 shares	Nil	3,26,376 shares
d) held as Executor / Trustee	Nil	Nil	Nil	1,10,000 shares
Relationship with other Directors	Son of Sri S. Viji, Chairman	-	-	-



The instructions (as provided by CDSL) for shareholders voting electronically are as under:

- i) The voting period begins on 17th July 2017 (9:00 A.M.) and ends on 19th July 2017 (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 14th July 2017 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.



- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

