SUNDARAM FINANCE LIMITED

CIN: L65191TN1954PLC002429
Regd. Office: 21, Patullos Road, Chennai 600 002
Tel: 044 2888 1236, Fax: 044 2855 8180
Email: investorservices@sundaramfinance.in
www.sundaramfinance.in

POSTAL BALLOT NOTICE

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

To

The Members

Notice is hereby given pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for obtaining the approval of the Members through postal ballot, for the appointment of Mr. Sriram Viji (holding DIN: 03630636), Additional Director, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The draft Ordinary Resolution, together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto, is enclosed.

By Order of the Board

Chennai 600 002 — **P N Srikant**

Date: 04.11.2026 — CCO & Company Secretary

Notes:

1. This Notice is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs vide Circular dated 22nd September 2025, 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 6th November 2026 ("Cut-off Date") and who have registered their email id with the Company/ Depositories.
2. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. 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.
4. 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/ Toll free no. 1800 22 55 33/ 022-23058542/43.
5. The e-voting will commence on **Tuesday, the 17th November 2026 (9.00 A.M.) and end on Wednesday, the 16th December 2026 (5.00 P.M.)**.
6. The Board of Directors has appointed Mr. T.K. Bhaskar, Partner, H&B Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Executive Vice Chairman or Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Executive Vice Chairman or Managing Director on Thursday, the 17th December 2026 at 5.00 P.M, at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002.
8. The date of declaration of the postal ballot result will be taken to be the date of passing the Ordinary Resolution.
9. The results of the postal ballot will be posted on the Company's website – www.sundaramfinance.in.

DRAFT RESOLUTION

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 the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of the RBI (NBFCs – Governance) Directions, 2025 and all other applicable regulatory provisions, Mr. Sriram Viji (holding DIN: 03630636), who was appointed by the Board of Directors as an Additional Director, to function as a Non-Executive Non-Independent Director of the Company, with effect from 4th November 2026, 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 Mr. Sriram Viji as a Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the company, liable to retire by rotation."

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

SPECIAL BUSINESS

Mr. Sriram Viji, aged 47 years, was co-opted as an Additional Director of your Company with effect from 4th November 2026, based on the recommendations of the Nomination, Compensation and Remuneration Committee. The details of his profile are furnished under Particulars of Directors annexed to the Notice.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI (NBFCs – Governance) Directions, 2025 and other applicable regulatory provisions, Mr. Sriram Viji, being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.

According to the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders, for the appointment of Mr. Sriram Viji as a Non-Executive Non-Independent Director on the Board at the next annual general meeting or within three months from the date of appointment, i.e., 3rd February 2027, whichever is earlier. Hence, approval of the shareholders is being sought through Postal Ballot for the appointment of Mr. Sriram Viji as a Non-Executive Non-Independent Director on the Board, liable to retire by rotation. Notice has been received from a member conveying his intention to propose the appointment of Mr. Sriram Viji as a Director.

In the opinion of the Board, Mr. Sriram Viji fulfils the conditions relating to eligibility, and fit and proper status, as stipulated in the Companies Act, 2013 and Rules framed thereunder, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI (NBFCs – Governance) Directions, 2025 and other applicable regulatory provisions, for his appointment as a Non-Executive Non-Independent Director of the Company.

The Board of Directors considers that Mr. Sriram Viji's experience and expertise, coupled with his business acumen, would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution relating to the appointment of Mr. Sriram Viji as a Non-Executive Non-Independent Director for approval by the shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Mr. Harsha Viji, Executive Vice Chairman and Mr. Sriram Viji, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

By Order of the Board

Chennai 600 002
Date: 04.11.2026

P N Srikant
CCO & Company Secretary

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2]

Name of Director	**Mr. Sriram Viji**
DIN	03630636
Date of Birth	01/02/1979
Age	47 years
Expertise in specific functional areas	Mr. Sriram Viji has more than 2 decades of experience in the areas of Management, Consultancy, Strategy and Planning.
Qualifications	B.Tech in Aerospace Engineering from IIT Madras, Master's in Computer Science and Aeronautics from Stanford University and Master of Business Administration from University of Michigan.
Date of first appointment on the Board	04/11/2026
Terms and conditions of re-appointment and remuneration sought to be paid	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation. He will be entitled to receive (a) sitting fees for attending meetings of the Board and Committees of the Board; and (b) commission as may be decided by the Board of Directors.
Remuneration last drawn by such person	NA
Number of Board Meetings attended during the year (As of the date of this Notice)	NA
Directorships in other entities as on 4th November 2026	**Listed Entities:** - TSF Investments Limited (Formerly known as Sundaram Finance Holdings Limited) - Carborundum Universal Limited **Unlisted Entities:** - Brakes India Private Limited - Axles India Limited - Trichur Sundaram Santhanam & Family Private Limited - Sundaram Composite Structures Private Limited - Mind S.r.l, Italy - Uthirattadhi Sri Ram Holdings Private Limited - Pinpoint Vehicle Systems Private Limited - Automotive Component Manufactures Association of India - ACMA Mobility Foundation - Worth Trust
Chairman/Member of the Committees of the Board of other listed companies in which he is a Director as on 4th November 2026	TSF Investments Limited (Formerly known as Sundaram Finance Holdings Limited) Member: - Investment Committee Carborundum Universal Ltd Member: - Nomination and Remuneration Committee
List of listed entities from which the person has resigned in the past three years	NA
Shareholding as on 4th November 2026:	
(a) held individually	(a) 12,78,620 shares
(b) held as Karta of HUF	(b) -
(c) held jointly with others	(c) 3,156 shares
(d) held as Executor / Trustee	(d) -
Relationship with other Directors	Brother of Mr. Harsha Viji, Executive Vice Chairman

INSTRUCTIONS FOR E-VOTING

(i) The E-voting period begins on Tuesday, the 17th November 2026 at 9.00 A.M. and ends on Wednesday, the 16th December 2026 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 of Friday, the 6th November 2026, 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 ABOVE SAID 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 & New System Myeasi 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.

Type of shareholders	Login Method
	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 & New System Myeasi 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	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

(iv) 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** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vi) 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.

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

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

(ix) 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.

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

(xi) 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.

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

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

(xiv) 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.

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@sundaramfinance.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@cameoindia.com
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 22 55 33

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 Mills Compound, 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 22 55 33 or call on 022-23058542/43.