

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 62nd Annual General Meeting of the Shareholders of the Company will be held on Thursday, the 23rd July 2015, at 11.00 A.M. at the Music Academy, New No.168, Old No.306, TTK Road, Chennai 600 014, to transact the following business:

ORDINARY BUSINESS

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

“**RESOLVED** that the Audited Statements of Accounts of the Company for the year ended 31st March 2015 and the Directors’ and Auditors’ Reports thereon, be and are hereby approved and adopted.”

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

“**RESOLVED** that a final dividend of ₹6/- per share (60% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2015 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 8th July 2015, making with the interim dividend of ₹4.50 per share (45% on the face value of ₹10/-), a total dividend of ₹10.50 per share (105% on the face value of ₹10/-) for the year 2014-15 and that the total dividend amount of ₹11665.90 lakhs representing the said total dividend of ₹10.50 per share (105% on the face value of ₹10/-) be paid out of the profits for the year 2014-15.”

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

“**RESOLVED** that Sri S Viji (holding DIN:00139043), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

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

“**RESOLVED** that Sri S Ram (holding DIN:00018309), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

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

“**RESOLVED** that Messrs. Brahmayya & Company, Chartered Accountants, Chennai, (Registration No.000511S), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the statutory audit fee, payable to them, be fixed at ₹48.00 lakhs, in addition to tax audit fee of ₹12.00 lakhs, certification fee, service tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit”.

SPECIAL BUSINESS

6. 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 (the Act) and other applicable provisions, if any, of the Act, the Company hereby accords its approval and consent to the re-appointment of Sri Harsha Viji (holding DIN: 00602484) as Director (Strategy & Planning), for a period of 5 years with effect from 24th September 2015 and for the payment of remuneration to him for his services as Director (Strategy & Planning), as set out hereunder:

SALARY	₹4,00,000/- per month in the scale of ₹4,00,000/- to ₹7,00,000/-. 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 / Nomination, 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 his tenure, 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 Part II of Section II of 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.

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

“**RESOLVED** that pursuant to Section 62 of the Companies Act, 2013 (“the Act”) and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “the Regulations”) and other regulatory laws, the consent of the Company be and is hereby accorded to the Board of Directors for the purpose of:

i) making suitable amendments to the Sundaram Finance Employee Stock Option Scheme-2008 (SFESOS) to:

a. issue, grant, offer, either directly or through the Sundaram Finance Employees Welfare Trust (SFEWT), equity stock options or other benefits (notified under the Regulations), not exceeding 2% of the paid-up equity share capital of the Company (presently 11,11,03,860 equity shares of ₹10/- each) adjusted for any corporate actions that may be applicable from time to time, in one or more tranches, at par or at any other price as may be fixed by the Nomination, Compensation and Remuneration Committee (NCRC) on such terms and conditions as may be fixed or determined by the Board or the NCRC to eligible employees of the Company,

b. include, as and when considered necessary, one or more of the following new Schemes notified by SEBI, vide the Regulations viz.,

- Employee Stock Purchase
- Stock Appreciation Rights

- General Employee Benefits
- Retirement Benefits

c. incorporate other changes, if any, specified in respect of the provisions relating to granting of Employee Stock Options;

ii) acquiring equity shares of the Company, whenever considered necessary, from the secondary market, upto a limit not exceeding 2% of the paid-up equity share capital of the Company as at the end of each previous financial year, for the purpose of grant of stock options or other benefits from time to time;

iii) acquiring equity shares of the Company from the secondary market in case the share capital expands due to capital expansion undertaken by the company including preferential allotment of shares or qualified institutions placement, so as to ensure that the total number of shares under secondary acquisition does not exceed 5% of the paid-up equity capital of the company.”

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 62 of the Companies Act, 2013 (“the Act”) and the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “the Regulations”) and other regulatory laws, the consent of the Company be and is hereby accorded to the Board of Directors to extend the amended “Sundaram Finance Employee Stock Option Scheme-2008” to the eligible employees of its subsidiaries and associates, so however that the Stock Options or other benefits (notified under the Regulations), issued / extended to such employees, together with the Stock Options or other benefits issued / extended to the employees of the Company in the aggregate shall not exceed 2% of the paid-up equity share capital of the Company (presently 11,11,03,860 equity shares of ₹10/- each) adjusted for any corporate actions that may be applicable from time to time.”

By Order of the Board

Chennai 600 002
29.05.2015

P VISWANATHAN
Secretary & Compliance Officer

NOTE:

1. **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. The register of members and share transfer books of the Company will remain closed from 9th July 2015 to 23rd July 2015 (both days inclusive). The dividend, if declared at the meeting, will be paid on 24th July 2015.
3. Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends for the financial years 1995-96 to 2005-06, 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 23rd July 2014 (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. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, postal ballot / e-voting facility have been provided to the members.

The Board of Directors has appointed Sri T K Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the Scrutinizer, for conducting the postal ballot and 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 in a secure manner.

It may be noted that this 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 20th July 2015 (9:00 am) and end on Wednesday, the 22nd July 2015 (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 16th July 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 22nd July 2015. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 16th July 2015. A person, 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 (16th July 2015) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.

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 Friday, the 12th June 2015.

Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 16th July 2015, 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 ballot 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 or by postal ballot form shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting or by postal ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

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

Pursuant to Clause 35B (ii) of the Listing Agreement, to enable those shareholders who do not have access to e-voting facility, the Company has enabled a postal ballot facility. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer by 5.00 p.m. on Wednesday, the 22nd July 2015.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the postal ballot / e-voting / poll / e-voting at the venue, 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 NECS / 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

On 20th December 2010, Sri Harsha Viji was appointed as Director (Strategy & Planning) for a period of 5 years with effect from 24th September 2010, on a remuneration comprising salary of ₹1,75,000/- per month in the scale of ₹1,75,000 - ₹3,00,000, together with allowances, commission and perquisites. He is presently drawing a salary of ₹3,00,000/- per month.

Based on the recommendations of the Nomination, Compensation and Remuneration Committee, your Board of Directors at the meeting held on 29th May 2015, re-appointed Sri Harsha Viji as Director (Strategy & Planning) for a period of 5 years with effect from 24th September 2015 on a salary of ₹4,00,000/- per month in the scale of ₹4,00,000/- to ₹7,00,000/-, commission subject to a ceiling of 1% of the net profits of the Company and perquisites subject to a ceiling of 150% of the annual salary. The perquisites payable to Sri Harsha Viji are detailed in the annexure to this statement.

Accordingly, an Ordinary Resolution is submitted for your consent.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Sri S Viji, Chairman of the Company and father of Sri Harsha Viji and Sri Harsha Viji, Director (Strategy & Planning), none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEMS 7 & 8

To promote the culture of employee ownership in your Company, the Sundaram Finance Employee Stock Options Scheme - 2008 (the Scheme) was instituted with effect from 24th July 2008 pursuant to the approval obtained from the shareholders. The object of the Scheme is to issue, grant or offer, either directly or through an Employee Welfare Trust, equity stock options not exceeding 1% of the paid-up capital of the Company (adjusted for any corporate actions that may be applicable from time to time) in one or more tranches, to such of the Employees and Directors of the Company and its subsidiaries, as are eligible and qualify under the Scheme.

The Scheme is being administered by the Nomination, Compensation and Remuneration Committee through the Sundaram Finance Employees Welfare Trust (SFEWT) formed for this purpose. The particulars of SFEWT and the Trustees are as follows:

Particulars of the Trust		
1	Name of the Trust	Sundaram Finance Employees Welfare Trust
2	Date of Formation	4th August 2008
3	Registered Office	21, Patullos Road, Chennai 600 002
4	Objects of the Trust	To implement various welfare schemes framed by the Company from time to time, including granting of stock options, in order to benefit the eligible employees of the Company, its subsidiaries and associates, in such a manner as the Company may determine from time to time.

Particulars of the Trustees			
Name	Sri S Srinivasan	Sri M J Kulkarni	Sri C Balasubramanian
Position	Chairman Trustee	Trustee	Trustee
Address	Door No 4, Thambu Samy Road, Kilpauk, Chennai 600010	206, Second Floor, Swastik Chambers, Sion Trombay Road, Chembur, Mumbai 400071	Flat E, Old No. 50, New No. 28, 48th Street, Ashok Nagar SO, Chennai 600083
Occupation	Company Executive		
Nationality	Indian		
Relationship with Promoters, Directors or KMP	Not related to Promoters, Directors or Key Managerial Personnel		

The objects of SFEWT, inter alia, permitted purchase of SFL shares from the secondary market. Accordingly, SFEWT acquired 2,77,759 shares from SFL Shares Trust during July 2008, out of funds received from Sundaram Finance Limited, Author of the Trust, as corpus.

Further, SFEWT acquired 54,812 shares during November 2011 and December 2012 from the secondary market, out of dividends received by the Trust. The balance of shareholding in SFEWT (including Bonus Shares received), after granting Stock Options to eligible employees of the Company and its subsidiaries, as on date is 10,26,160 shares.

Effective January 2013, SEBI prohibited employee welfare trusts from acquiring shares from the secondary market by amending the ESOP Guidelines. Pursuant to this, SFEWT did not acquire any shares.

SEBI has now replaced the SEBI (Employee Stock Option and Employee Stock Purchase Scheme) Guidelines, 1999 with SEBI (Share Based Employee Benefits) Regulations, 2014 vide notification dated 28th October 2014. The New Regulations provide for the following Schemes:

- a) Employee Stock Option;
- b) Employee Stock Purchase;
- c) Stock Appreciation Rights;
- d) General Employee Benefits; and
- e) Retirement Benefits.

The new Regulations permit acquisition of shares by the Trust from the secondary market subject to (i) approval of shareholders through Special Resolution and (ii) a limit of 2% of the paid-up equity capital of the Company as at the end of the previous financial year.

Further, the new Regulations provide that the total number of shares under secondary acquisition held by the Trust shall at no time exceed the below mentioned prescribed limits as a percentage of the paid-up equity capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained for such secondary acquisition:

Sr. No.	Particulars	Limit
A.	Employee Stock Option Scheme, Employee Stock Purchase Scheme, Stock Appreciation Rights Scheme	5%
B.	General Employee Benefits Scheme and Retirement Benefit Scheme	2%
C.	All Schemes in aggregate	5%

The new Regulations also provide that approval of shareholders by way of Special Resolution in General Meeting shall be obtained by the Company in case of grant of Option or other benefits, as the case may be, to identified employees of the Company, its subsidiaries or associates, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of such grant. Accordingly, the Special Resolution as set out in the notice is submitted for consideration and the Board recommends that the resolution be passed.

The principal terms and conditions of the Scheme, as amended, are as follows:

- a. **Total number of options/shares to be issued under the Scheme:** The total number of Equity Stock Options to be granted under the Scheme shall not exceed 2% of the paid up equity capital of the Company (presently 11,11,03,860 equity shares of

₹10/- each) adjusted for any corporate actions that may be applicable from time to time. Options granted to any one employee will not exceed 0.1% of the number of equity shares of the Company.

- b. **Identification of classes of employees entitled to participate under the Scheme:** All permanent and confirmed employees of the Company, its subsidiaries and associates (including past employees), in Senior Management Grades including Directors/Whole-time-Directors/Managing Director (other than employees who are promoters or who belong to the promoter group or promoter directors or directors who either by themselves or through their relatives or through any body corporate, directly or indirectly hold more than 10% of the outstanding equity shares of the Company) and such other designated employees as may be recommended by the Managing Director to the Nomination, Compensation and Remuneration Committee (NCRC) will be eligible for grant of Stock Options, based on the recommendations of the Managing Director to the NCRC.
- c. **Date of Grant:** The date of grant to such of the eligible employees as the NCRC may determine would be such date as would be decided by the Board/NCRC for the purpose of grant of options.
- d. **Requirements of Vesting and period of vesting and Maximum period within which the Options shall be vested:** The Options granted to any individual employee will vest in one or more tranches over a period specified by the NCRC in each case. This period shall not be less than one year and not more than five years from the date of grant of the options. For the Options to vest, the employee in question should continue to be in employment of the Company and/or its subsidiaries and associates.
- e. **Exercise Period:** The exercise period shall be a period of upto five years from the date of vesting of options as specified by the NCRC in each case. Any options not exercised within such period shall lapse.
- f. **Appraisal process for determining the eligibility of employees to the Options under the Scheme:** The Managing Director, as a part of the annual appraisal process of employees, will submit to the NCRC, his recommendations on the employees to be granted options that year, along with his recommendations on the quantum of options and terms of vesting in each case. While deciding the eligibility amongst employees of the company and also for determining the number of Options to be granted to each of them, the Managing Director would take into account the grade, performance and direct or indirect contribution towards profit by the employee and such other factors as may be deemed appropriate, and recommend to the NCRC. The NCRC at its sole discretion will make a final decision on the number of Options granted and the terms relating thereto.

- g. **Exercise Process:** The employee may exercise options by written notice to the Company or to the Trustees of the SFEWT, as the case may be, along with a cheque for the full price of Options to be exercised. The NCRC has framed rules governing such eventualities as (a) resignation, retirement or termination of employees who have options vested but unexercised, (b) employees on long leave, and (c) adjustment to the terms of options granted to account for changes in value due to Corporate Actions. Shares against which options have been exercised will be transferred by the Employees Welfare Trust to the eligible employees. For this purpose, the company will, at its discretion, either issue shares to the Trust or fund the Trust to acquire shares.
- h. **Exercise Price:** The grant price of the Options under SFESOS shall be par value of the share or at any price as may be fixed by the NCRC.
- i. i) The Company shall use the intrinsic value method to value the Options.
- ii) In case the Company calculates the employee compensation cost using the intrinsic value of the Options, the difference between the employee compensation cost so computed and the employee

compensation cost that shall have been recognised if it had used the fair value of the options, shall be disclosed in the Directors' Report. The impact of this difference on profits and EPS of the company shall also be disclosed in the Directors' report.

- iii) In the context of the above, the company shall conform to the accounting policies specified by SEBI (Share Based Employee Benefits) Regulations, 2014, from time to time.

The copy of the SFESOS is available for inspection by the members at the registered Office of the Company between 10.30 a.m. and 12.30 p.m. on any working day except Saturday and Sunday prior to the Meeting.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Directors and Key Managerial Personnel of your Company may be deemed to be interested in this Resolution to the extent of Options that may be granted in their favour.

By Order of the Board

Chennai 600 002
29.05.2015

P VISWANATHAN
Secretary & Compliance Officer

ANNEXURE TO THE EXPLANATORY STATEMENT

Details of Perquisites payable to Sri Harsha Viji

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 Clause 49 of the Listing Agreement

ITEMS 3, 4 & 6

	Sri S Ram	Sri S Viji	Sri Harsha Viji
Name of Director	00018309	00139043	00602484
Date of Birth	April 27, 1940	June 7, 1946	August 28, 1975
Expertise in specific functional areas	Has over 5 decades of work experience in Vehicle and Component Industry.	Has nearly 5 decades of experience in Banking, Finance, Insurance and Automotive Component Manufacturing Industry.	Has nearly 13 years of experience in strategy formulation, joint venture negotiations and new business development
Qualifications	BE (Mech.), MS (Prod. Engg.)	B.Com., A.C.A., M.B.A (University of Michigan – USA)	B.Com., ACA, MBA (Ann Arbor, Michigan)
List of other companies in which directorship held as on 31st March 2015	<p>Chairman:</p> <ul style="list-style-type: none"> - Wheels India Ltd. - Axles India Ltd. - India Motor Parts & Accessories Ltd. <p>Director:</p> <ul style="list-style-type: none"> - T V Sundram Iyengar & Sons Pvt. Ltd. - Sundaram Industries Pvt. Ltd. - Southern Roadways Ltd. - Global TVS Bus Body Builders Ltd. - TVS Logistics Services Ltd. 	<p>Chairman:</p> <ul style="list-style-type: none"> - Sundaram BNP Paribas Home Finance Ltd. <p>Managing Director:</p> <ul style="list-style-type: none"> - Brakes India Private Ltd. <p>Director:</p> <ul style="list-style-type: none"> - Sundaram Trustee Co. Ltd. - T V Sundram Iyengar & Sons Pvt. Ltd. - Wheels India Ltd. - Royal Sundaram Alliance Insurance Co. Ltd. - Sundaram Industries Pvt. Ltd. - Sundaram Dymacast Pvt. Ltd. - The Dunes Oman LLC (FZC) - BIH Braking Company Ltd - IIT Madras Research Park 	<p>Managing Director:</p> <ul style="list-style-type: none"> - Sundaram Asset Management Company Limited <p>Director:</p> <ul style="list-style-type: none"> - Flometallic India Private Limited - TVS Commutation Solutions Limited - Royal Sundaram Alliance Insurance Company Limited
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2015	<p>Chairman:</p> <ul style="list-style-type: none"> Stakeholders Relationship Committee - Axles India Ltd. <p>Member:</p> <ul style="list-style-type: none"> Audit Committee - T V S Logistics Services Ltd. Stakeholders Relationship Committee - Wheels India Ltd. 	<p>Chairman:</p> <ul style="list-style-type: none"> Stakeholders Relationship Committee - Wheels India Ltd. <p>Member:</p> <ul style="list-style-type: none"> Audit Committee - Wheels India Ltd. - IIT Madras Research Park 	<p>Member:</p> <ul style="list-style-type: none"> Audit Committee - Sundaram Asset Management Company Limited
Shareholding as on 31st March 2015:	5,06,788 shares Nil Nil 12,25,160 shares*	9,09,780 shares 4,79,912 shares 8,684 shares 12,25,160 shares*	13,66,068 shares Nil 3,156 shares Nil
a) held individually			
b) held as Karta of HUF			
c) held jointly with others			
d) held as Executor / Trustee			
Relationship with other Directors	Brother of Sri S. Viji, Chairman	Brother of Sri S. Ram, Director & Father of Sri Harsha Viji, Director (Strategy & Planning)	Son of Sri S. Viji, Chairman

* Held jointly as Trustees, Sri T S Santhanam Testamentary Trust

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- v) 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. If you are a first time user follow the steps given below.
- vi) Now, fill up the following details in the appropriate boxes:

PAN *	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department
DOB #	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account / folio.

*** Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name followed by last 8 digits of Folio No / Client ID in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 838 then enter RA00000838 in the PAN field.**

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) 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.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xiv) 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.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

xviii) 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 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.

In case of members receiving the physical copy:

- A) Please follow all steps referred above to cast vote.
- B) 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 in under help section or write an email to helpdesk.evoting@cdslindia.com