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SUNDARAM FINANCE HOLDINGS

SUNDARAM FINANCE HOLDINGS LIMITED

Sundaram Finance Holdings Limited (our "Company" or "Issuer"), a public limited company was incorporated in Chennai under the Companies Act, 1956 pursuant to a certificate of incorporation dated October 13, 1993, issued by the Registrar of Companies, Tamil Nadu at Chennai. For details regarding changes in the name and registered office of the Company, please see "General Information" on page 40 of the LOF.

Registered and Corporate Office: 21, Patullus Road, Chennai - 600 002, Tamil Nadu, India | Telephone: +91 44 2852 1181 | Website: www.sundaramholdings.in

Contact Person: P. N. Srikanth, Secretary and Compliance Officer | E-mail: investorservices@sundaramholdings.in |

Corporate Identity Number: L65100TN1993PLC025996

PROMOTER OF OUR COMPANY: SUNDARAM FINANCE LIMITED

ISSUE OF UP TO 7,10,00,000 EQUITY SHARES OF OUR COMPANY OF FACE VALUE OF ₹ 5 EACH ("RIGHTS EQUITY SHARES") AGGREGATING UP TO ₹ 35,500 LAKHS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 50 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 45 PER RIGHTS EQUITY SHARE) ON A RIGHTS BASIS IN THE RATIO OF 23 RIGHTS EQUITY SHARES FOR EVERY 49 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS, ON TUESDAY, APRIL 27, 2021 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 113 OF THE LETTER OF OFFER.

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

**ISSUE OPENS ON:
THURSDAY, MAY 6, 2021**

**LAST DATE FOR ON MARKET
RENUNCIATION*
FRIDAY, MAY 28, 2021**

**ISSUE CLOSES ON#
WEDNESDAY, JUNE 2, 2021**

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of making
an application - Make use of it

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, Refer to the Letter of Offer.

ADDENDUM TO THE LETTER OF OFFER, THE ABRIDGED LETTER OF OFFER, THE APPLICATION FORM AND THE RIGHTS ENTITLEMENT LETTER

This addendum ("Addendum") is being issued pursuant to item (4) Schedule IX, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

This Addendum is being issued pursuant to item (4) Schedule IX, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

In reference to the Letter of Offer filed with SEBI and the Stock Exchange read with the advertisement dated April 30, 2021 published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Chennai edition of Makkal Kural (a Tamil regional daily newspaper, Tamil being the regional language in Chennai where our Registered Office is located) in relation to the Issue, Eligible Equity Shareholders should note the following:

- As disclosed on pages 60 and 65 of the Letter of Offer, the board of directors of the Company ("Board") had, pursuant to a resolution dated March 22, 2021, approved the acquisition of 6.84% shareholding in Flometallic India Private Limited ("FIPL"). Such acquisition was completed on April 30, 2021 and consequently, the shareholding of the Company in FIPL has increased from 40.00% to 46.84%. Accordingly, the relevant note to the table on pages 60 and 65 of the Letter of Offer stands modified to that extent. Additionally, the disclosure on shareholding of our Company in FIPL on page 66 also consequently, stands modified.
- Copies of the documents for inspection referred to in the section titled "Material Contracts and Documents for Inspection" on page 161 of the Letter of Offer, shall be made available for inspection electronically to the Eligible Equity Shareholders until the Issue Closing Date. Eligible Equity Shareholders interested in inspecting the documents can send an email to investorservices@sundaramholdings.in with the subject line "Documents for Inspection - Sundaram Finance Holdings Limited - Rights Issue" and upon receipt and processing of the received request, access can be provided to the respective Eligible Equity Shareholders for electronic inspection of documents.
- The optional mechanism of Registrar's web-based application platform ("R-WAP") provided by SEBI pursuant to the R-WAP Circulars, has been further extended pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 ("Extension Circular"). Accordingly, the definition of 'R-WAP Circulars' as disclosed on page 7 in the section "Definitions and Abbreviations" of the Letter of Offer, stands modified to that extent. In addition, as required under the Extension Circular, our Company along with the Lead Manager, the Registrar to the Issue, and other relevant intermediaries involved in the Issue, shall ensure completion of refund for un-allotted / partial allotted application on or before T+1 day, T being the Basis of Allotment day. Further, the Registrar to the Issue, shall ensure that all data with respect to refund instructions is error free to avoid any technical rejections and in case of any technical rejection of refund instruction, the same shall be addressed promptly.

Further, this Addendum should be read in conjunction with the Letter of Offer, Abridged Letter of Offer, Application Form and other applicable Issue materials. This Addendum shall be communicated to SEBI and the Stock Exchange. Further, this Addendum can be accessed on websites of:

- our Company at www.sundaramholdings.in;
- the Registrar and at the Registrar's web-based application platform at <https://rights.cameoindia.com/sfhl>; and
- the Lead Manager at www.jmfl.com.

Investors should only rely on the information included in this Addendum, the Letter of Offer, the Abridged Letter of Offer, the Application Form and other applicable Issue materials while making an investment decision to invest in the Issue.

For SUNDARAM FINANCE HOLDINGS LIMITED

On behalf of the Board of Directors

Sd/-

P. N. Srikanth

Secretary and Compliance Officer

Place: Chennai
Date: April 30, 2021

SUNDARAM FINANCE HOLDINGS LIMITED is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated April 21, 2021 with SEBI and the Stock Exchange. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the website of the Lead Manager, i.e., JM Financial Limited at www.jmfl.com and on the R-WAP at <https://rights.cameoindia.com/sfhl>. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 18 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in 'offshore transactions' outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.