TSF Investments Limited

(formerly known as Sundaram Finance Holdings Limited)
CIN: L65100TN1993PLC025996
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CORRIGENDUM TO THE POSTAL BALLOT NOTICE DATED 19th AUGUST 2026

To
The Members

The Company had issued a Postal Ballot Notice dated 19th August 2026 (Postal Ballot Notice") for e-voting facility which commenced from Saturday, August 22, 2026 (9.00 A.M.) and ends on Sunday, September 20, 2026 (5.00 P.M.). The Postal Ballot Notice was dispatched on 20th August 2026 in accordance with the relaxation granted by the MCA Circular, to all the shareholders whose names appeared 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, 14th August 2026 ("Cut-off Date") and who have registered their email id with the Company/Depositories.

This corrigendum to the Postal Ballot Notice ("**Corrigendum**") is being issued in continuation to the Postal Ballot Notice, together with the explanatory statement thereof and shall be deemed to be an integral part of the Postal Ballot Notice.

Pursuant to this Corrigendum, the Members of the Company are hereby informed that Wheels India Limited ("**Wheels India**") was advised by National Stock Exchange of India Limited ("**NSE**") to revise the price of the equity shares being offered on preferential basis by applying an appropriate pricing methodology as per Chapter V of the SEBI (ICDR) Regulations. Wheels India on the basis of advice by NSE, has now determined the revised price of the preferential issue as **₹1461/-** per share as against the earlier price of ₹1418/- per share.

Consequent to the change in pricing, there will be a reduction in number of shares being allotted to the Company but there is no change in the aggregate investment amount of ₹150 Crores for which approval was sought.

Details of the proposed allotment of shares to the proposed allottees consequent to the revised price per share, is highlighted in the tabular column given below:

Name of the proposed allotees	No of Shares (Based on earlier price of ₹1418/- per share)	**No of shares proposed to be allotted (Based on revised price of ₹1461/- per share)**	No change in Consideration payable. (₹in. Cr)
TSF Investments Limited	10,57,827	**10,26,694**	150.00
Mr Srivats Ram	1,05,782	**1,02,669**	15.00
Ms Gita Ram	52,891	**51,334**	7.50
Ms Nivedita Ram	52,891	**51,334**	7.50

The Members of the Company are hereby informed that the relevant portion of the resolution and the explanatory statement requiring amendments are extracted below with the consequential changes highlighted in bold letters.

SPECIAL BUSINESS

Approval of Material Related Party Transaction – Subscription to the Preferential Issue of Equity Shares offered on Private Placement basis by Wheels India Limited – Ordinary Resolution

“RESOLVED THAT pursuant to (i) Regulations 2(1) (zb), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”); (ii) applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the applicable rules made thereunder, including any amendment, modification, variation or re-enactment thereof; (iii) applicable circulars, regulations and guidelines issued by Securities and Exchange Board of India (“SEBI”); (iv) provisions of the Memorandum of Association and Articles of Association of TSF Investments Limited (“Company”); (v) the Company’s policy on related party transactions; and (vi) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, SEBI, the Ministry of Corporate Affairs, the stock exchanges and / or any other competent authorities, and subject to such other approvals, consents, permissions and sanctions as may be necessary, based on the approval of the audit committee of the Company dated August 19th , 2026, the approval of the board of directors of the Company (“Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred hereunder) dated August 19th, 2026, the approval and consent of the members of the Company (“Members”) be and is hereby accorded to the Board to enter into, carry out and complete the material related party transaction proposed to be entered into between the Company and Wheels India Limited (“Wheels India”), being a related party of the Company as defined under the Act and SEBI Listing Regulations, for subscription of *10,57,827 equity shares of Wheels India having face value of ₹ 10/- (Rupees Ten Only) (“Equity Share”) for cash at an issue price of ₹1,418/- (Rupees One Thousand Four Hundred and Eighteen Only) per Equity Share including a premium of ₹1,408/- (Rupees One Thousand Four Hundred and Eight Only),* aggregating to an amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores only) by way of preferential issue on a private placement basis, on such terms and conditions as set out in the explanatory statement annexed to this notice and as may be mutually agreed between the Company and Wheels India and subject to applicable laws and regulations.

Subsequently, as a result of communication received from Wheels India, based on the approval of the Audit Committee, the Board at its meeting held on 03rd September 2026, approved the revised proposal for subscription of 10,26,694 equity shares of Wheels India having face value of ₹ 10/- (Rupees Ten Only) (“Equity Share”) for cash at an issue price of ₹1,461/- (Rupees One Thousand Four Hundred and Sixty One Only) per Equity Share including a premium of ₹1,451/- (Rupees One Thousand Four Hundred and Fifty One Only), per equity share, aggregating to an amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores only) offered by way of preferential issue on a private placement basis, subject to the approval of shareholders of the Company.

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

BACKGROUND, DETAILS AND BENEFITS OF THE TRANSACTION:

Your Company holds 61,09,914 equity shares of ₹10/- each constituting 25.007% of the paid-up equity share capital of M/s. Wheels India Limited, your associate company ("WIL" or "Associate Company"). WIL, an associate of your Company proposes to raise capital through the issuance ***of 12,32,031 equity shares of ₹10/- each ("Equity Shares") on preferential basis at a price of ₹1,461/- per share including a premium of ₹1,451/- per share.***

The pricing of preferential issue has been determined as per the provision of Chapter V of the SEBI ICDR Regulations. Out of the above total issue your Company is being offered ***10,26,694 equity shares of Wheels India having face value of ₹ 10/- (Rupees Ten Only) ("Equity Share") for cash at an issue price of ₹1,461/- (Rupees One Thousand Four Hundred and Sixty One Only) per Equity Share including a premium of ₹1,451/- (Rupees One Thousand Four Hundred and Fifty One Only),*** to be allotted on preferential basis.

The Board, at its meeting held on 19th August 2026, approved the proposal for subscription of *10,57,827 equity shares of Wheels India having face value of ₹ 10/- (Rupees Ten Only) ("Equity Share") for cash at an issue price of ₹1,418/- (Rupees One Thousand Four Hundred and Eighteen Only) per Equity Share including a premium of ₹1,408/- (Rupees One Thousand Four Hundred and Eight Only),* per equity share, aggregating to an amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores only) offered by way of preferential issue on a private placement basis, subject to the approval of shareholders of the Company.

Subsequently, as a result of communication received from Wheels India, the Board, at its meeting held on 03rd September 2026, approved the revised proposal for subscription of 10,26,694 equity shares of Wheels India having face value of ₹ 10/- (Rupees Ten Only) ("Equity Share") for cash at an issue price of ₹1,461/- (Rupees One Thousand Four Hundred and Sixty One Only) per Equity Share including a premium of ₹1,451/- (Rupees One Thousand Four Hundred and Fifty One Only), per equity share, aggregating to an amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores only) offered by way of preferential issue on a private placement basis, subject to the approval of shareholders of the Company.

Considering the long term prospects of your Associate Company and in line with the investment strategy of your Company, it is proposed to subscribe to the preferential issue of ***10,26,694 Equity Shares of Wheels India Limited having face value of ₹10/- for cash at an issue price of ₹1,461/- per Equity Share including a premium of ₹1,451/-,*** aggregating to an amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores only), which would be beneficial to the Company and hence the board recommends the resolution to the shareholders for their approval.

This Corrigendum shall form an integral part of the Postal Ballot Notice together with the Explanatory Statement thereof, which has already been circulated to the Members of the Company on August 20th,2026 and on and from the date hereof, the Postal Ballot Notice together with the Explanatory Statement thereto shall always be read in conjunction with this Corrigendum. Accordingly, all concerned shareholders, NSE, Depositories, Registrar and Share Transfer Agent, Scrutinizer, or other agencies appointed for e-voting, other authorities and all other concerned persons are requested to take note of the above changes.

Effect of this Corrigendum

- **No Change in E-Voting period which commenced from Saturday, August 22, 2026 (9.00 A.M.) and ends on Sunday, September 20, 2026 (5.00 P.M.).**
- **Wherever there is a reference to the preferential price of share and subscription to the preferential shares in the Postal Ballot Notice and the Explanatory Statement, the same shall be read as Rs.1461/- per Equity Share and 10,26,694 Equity Shares, respectively**
- **There is no change in the aggregate amount of investment which remains within the limit of Rs.150 Crores.**

All other contents of the Postal Ballot Notice, save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged. The Members are requested to take note of the same.

A copy of this Corrigendum and the Postal Ballot Notice shall be available on the Company's website – www.tsfinvestments.com and the same will be communicated to National Stock Exchange of India (www.nseindia.com).

In the event any shareholder who has already exercised their vote desires to revise or change the vote cast earlier in light of this Corrigendum, such shareholder may submit a request by email to the Scrutinizer (email- scrutinizer.tsfinvestments@gmail.com) before the conclusion of the e-voting period. The Scrutinizer shall consider such requests in accordance with the applicable provisions of law and the e-voting process adopted by the Company.

By Order of the Board

Chennai 600 002
Date: 03.09.2026

S Kalyanaraman
Secretary & Compliance Officer