



Notice of an Extraordinary General Meeting of the Members

Notice is hereby given that an Extraordinary General Meeting (01/2024-25) of the Members of the Company will be held on Friday, 17th May 2024 at 10.00 a.m. at the Registered Office of the Company at No.21, Patullos Road, Chennai 600 002 to transact the following business:

Special Business:

- RE-APPOINTMENT OF MR. S. MAHALINGAM (DIN: 00121727) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

*To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. S. Mahalingam (DIN: 00121727), Independent Director of the Company, who holds office of Independent Director upto 25th May 2024, and who is eligible for re-appointment for a Second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five years i.e. from 26th May 2024 to 25th May 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval is hereby accorded for the re-appointment of Mr. S. Mahalingam (DIN: 00121727), as an Independent Director of the Company who is beyond the age of 75 years.

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby authorized to sign and file, digitally or otherwise, necessary communication, e-form(s) as may be prescribed from time to time under the Companies Act, 2013 with the Registrar of Companies, and to get the statutory registers updated for the same and to do such acts, deeds, things and matters as may be necessary to implement the above resolution including intimation of said appointment to the stakeholders wherever required.”

**By Order of the Board
For Sundaram Home Finance Limited**

**R. Venkatasubramanian
Chief Compliance Officer & Company Secretary**

Place: Chennai
Date: 23rd April 2024



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH A PROXY NEED NOT BE A MEMBER.
2. THE PROXY FORM, DULY STAMPED AND EXECUTED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to forward a certified copy of the Board Resolution, authorising their representatives to attend and vote on their behalf at the Meeting and at any adjournment thereof.
4. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business set out in the Notice is annexed.
5. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting and at the venue of the Meeting.
6. Information required to be furnished as required under the Secretarial Standard (SS-2) on the General Meeting issued by the Institute of Company Secretaries of India, the particulars of Director who is proposed to be re-appointed is given as **Annexure A**.





Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 23rd April 2024 convening the Extraordinary General Meeting

SPECIAL BUSINESS

Item No.1

At the Extraordinary General Meeting (EGM) held on 29th April 2022, Mr. S. Mahalingam (DIN: 00121727) was appointed as an Independent Director of the Company for a period from 04th February 2022 to 25th May 2024, whose term as an Independent Director in the Company is co-terminus with his term as an Independent Director on the Board of Sundaram Finance Limited.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. S. Mahalingam is eligible to be re-appointed as an Independent Director for a further term of five (5) consecutive years.

Mr. S. Mahalingam, B.Com. (H), FCA, has over 4 decades of experience in Finance, Information Technology and General Management. He was formerly the Chief Financial Officer and Executive Director of Tata Consultancy Services Limited.

Mr. S. Mahalingam fulfils the eligibility criteria laid down for Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. S. Mahalingam after considering his vast knowledge, experience and expertise as well as the contribution made by him to the proceedings of the Board and its Committees,

Hence, the Board recommends the Special Resolution in relation to the re-appointment of office of Mr. S. Mahalingam as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 for a second term of 5 (Five) consecutive years with effect from 26th May 2024 to 25th May 2029, for approval by the shareholders of the Company.

Memorandum of Interest

Except Mr. S. Mahalingam, Non-Executive Independent Director, none of the other Directors or Key Managerial Personnel of the Company or the relatives thereof are concerned or interested financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

**By Order of the Board
For Sundaram Home Finance Limited**


R. Venkatasubramanian
Chief Compliance Officer & Company Secretary

Place: Chennai
Date: 23rd April 2024



ANNEXURE A:

DETAILS PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):

Name of the Director	Mr. S. Mahalingam
Age	76 years
Qualifications	Bachelor's Degree in Commerce (Honours) & FCA
Brief Profile of Director / Experience	Mr. S. Mahalingam, a Fellow member of the Institute of Chartered Accountants of India (ICAI) has over 4 decades of experience in Finance, Information Technology and General Management. He was formerly the Chief Financial Officer and Executive Director of Tata Consultancy Services Limited.
Nature of his Experience in specific functional areas	Finance, IT and General Management
Terms and conditions of appointment or reappointment / revision in remuneration	Will be appointed for a second term of 5 (Five) consecutive years with effect from 26th May 2024 to 25th May 2029, subject to the approval of the shareholders
Proposed remuneration	Sitting Fee & Commission, if applicable
Last drawn remuneration	Rs.2.70 Lacs (Sitting Fee) Rs. 10 Lacs (Annual Commission)
Date of First Appointment on Board	04 th February 2022
Shareholding of Director	Nil
Disclosure of relationships with other directors, Manager and KMP of the Company	Not related to any managerial personnel of the Company
Number of the Meetings of Board of Directors Attended during the year i.e., (2023-24)	Seven
Directorships, Chairmanships/Memberships of Committees of other listed entities	Directorships – 3 Chairmanships of Committees – 3 Memberships of Committees – 5
Directorships, Chairmanships/Memberships of Committees of other non-listed entities	Directorships – 10 Chairmanships of Committees – 2 Memberships of Committees – 4

