

Sundaram Home Finance Limited

CIN: U65922TN1999PLC042759

Registered Office: 21, Patullos Road, Chennai - 600 002. Phone: 044 2852 1181

Corporate Office : "Sundaram Towers", 46, Whites Road, Chennai - 600 014. Phone: 044 2851 5267

Email: compsec@sundaramhome.in Website : www.sundaramhome.in

NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th (Twenty-Fifth) Annual General Meeting of the Members of Sundaram Home Finance Limited will be held on Monday, 12th August 2024 at 9.30 a.m. at the Registered Office of the Company at No.21, Patullos Road, Chennai 600 002, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31st March 2024 and the Reports of the Directors and the Auditors thereon, be and are hereby approved and adopted.”

2. Declaration of Final Dividend on Equity Shares

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

“**RESOLVED THAT** a final dividend of Rs.0.058/- per equity share (0.58% on the face value of Rs.10/-), as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March 2024 on the paid-up capital of Rs.101.25 Crs. and the same be paid to the shareholders, whose names appear on the Register of Members of the Company on 12th August 2024, making with the interim dividend of Rs.5.765/- per equity share (57.65% on the face value of Rs.10/-), a total dividend of Rs.5.823/- per equity share (58.23% on the face value of Rs.10/-) for the year 2023-24 and that the total dividend amount of Rs.58.96 Crs. representing the said total dividend of Rs.5.823/- per equity share (58.23% on the

face value of Rs.10/-) be paid out of the profits for the year 2023-24.”

3. Re-appointment of Mr. T.T Srinivasaraghavan as a Director

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

“**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, Mr. T.T. Srinivasaraghavan (DIN: 00018247) who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. Appointment of Statutory Auditors

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

“**RESOLVED THAT** in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated 27th April 2021 (RBI Guidelines) and related FAQ dated 11th June 2021, read with the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded to appoint M/s. Varma & Varma, Chartered Accountants, (Firm Reg.No. 004532S) as the Statutory Auditors of the Company, to hold office for a term of three (3) consecutive years, from the conclusion of this 25th Annual General Meeting till the conclusion of 28th Annual General Meeting to be held in the year 2027, subject to their eligibility under Section 141 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Statutory Auditors from time to time, apart from reimbursement of travelling/other out-of-pocket expenses incurred by them in connection with the audit and applicable taxes.”

SPECIAL BUSINESS:

5. Issue of Redeemable Non-Convertible Debentures on private placement basis, upto Rs.5,000 Crores.

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 Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof and subject to other applicable regulations/guidelines, the consent of the members of the Company, be and is hereby accorded to the Board of Directors

of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee constituted to exercise its powers conferred by this Resolution), to offer or invite subscriptions on private placement basis to Redeemable Non-Convertible Debentures (“NCDs”), secured/unsecured, in one or more series/tranches and issue such NCDs that are subscribed up to an aggregate amount *not exceeding* Rs. 5,000 Crores (Rupees Five Thousand Crores only), during a period of one year commencing from the date of this Annual General Meeting, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as may be required, and to delegate all or any of its powers herein conferred to any Committee of Directors and/or Officer(s) of the Company, to give effect to this Resolution.”

By Order of the Board
For Sundaram Home Finance Limited

R. Venkatasubramanian
Chief Compliance Officer
& Company Secretary

Place: Chennai

Date: 17th May 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 to compsec@sundaramhome.in, 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 hereto.
5. The Notice of the meeting is also posted on the website of the Company i.e., www.sundaramhome.in
6. The Register of Directors' and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested and such other relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members on all working days except last two Saturdays, during business hours up to the date of the Meeting and also at the venue of the Meeting.
7. Information as required under paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings issued by the Institute of the Company Secretaries of India (ICSI) in respect of re-appointment of Mr.T.T Srinivasaraghavan, Director is furnished and forms a part of the notice as Annexure A.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 17th May 2024 convening the Twenty Fifth Annual General Meeting

ITEM NO.5

To fortify lending operations, broaden the asset base, refinance existing debts, and pursue other corporate goals, the Company plans to raise funds by issuing Redeemable Non-Convertible Debentures (NCDs) on a private placement basis.

Your Company proposes to issue NCDs up to Rs. 5,000 Crores (Rupees Five Thousand Crores only) during a period of one year commencing from the date of this Annual General Meeting, on such terms and conditions as the Board may deem fit on private placement basis, for meeting its additional requirement of funds. In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities including NCDs under the Companies Act, 2013 only with the prior approval of its members by way of a Special Resolution for each of its Offers or Invitations. The said Rules further provide that it will be sufficient if the Company passes a previous Special Resolution once in a year for all the Offers/Invitations for such NCDs during a year. Thus, such a Special Resolution is to be passed every year.

Accordingly, the approval of the Members is being sought by way of Special Resolution under Sections 42, 71 and other applicable provisions, if any, of

the Companies Act, 2013 read with Rules made thereunder as set out at Item No. 5 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding Rs. 5,000 Crores on a private placement basis for all the Offers/Invitations for such debentures during a period of one year from the date of this Annual General Meeting.

The Board, accordingly, recommends the Special Resolution set out at Item No. 5 of accompanying Notice for the approval of the Members.

MEMORANDUM OF INTEREST

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

By Order of the Board
For Sundaram Home Finance Limited

R. Venkatasubramanian
Chief Compliance Officer
& Company Secretary

Place: Chennai
Date: 17th May 2024

**Particulars of the Director seeking re-appointment / appointment
at the Twenty Fifth Annual General Meeting**

Annexure-A

ITEM NOS. 3

Name of the Director	Mr. T.T. Srinivasaraghavan
DIN	00018247
Age	69 Years
Qualifications	B.Com., MBA
Brief Profile of Director / Experience	Has over three decades of experience in Banking and Financial services
Expertise in specific functional areas	Banking and Financial services
Terms and conditions of appointment or reappointment / revision in remuneration	Retiring by rotation and being eligible offers himself for re-appointment, subject to the approval of Members at the 25 th Annual General Meeting.
Proposed remuneration	Sitting Fee and Commission
Last drawn remuneration	Rs.3 Lacs (Sitting Fee) Rs.18 Lacs (Annual Commission)
Date of First Appointment on Board	02/07/1999
Shareholding in the Company	Holding 1 Equity Share as a Nominee of Sundaram Finance Limited (Holding Company)
Disclosure of relationships with other directors, Manager and KMP of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
Number of the Meetings of Board of Directors Attended during the year i.e., (2023-24)	8 (Eight) out of 8 (Eight) meetings held
List of the Companies in which directorships held as on 31st March 2024	<p>Chairman</p> <ul style="list-style-type: none"> • Sundaram Business Services Ltd. <p>Director</p> <ul style="list-style-type: none"> • Sundaram Finance Ltd. • Royal Sundaram General Insurance Co. Ltd. • Sundaram Trustee Company Ltd. • Brakes India Private Ltd. • Finance Industry Development Council • Five Star Business Finance Ltd. • Turbo Energy Private Ltd. • R K Swamy Ltd. • Hansa Customer Equity Private Ltd.
Chairman/Member of the Committees of Boards of other Companies in which he is a Director as on 31st March 2024	<p>Chairman</p> <p>Risk Management Committee</p> <ul style="list-style-type: none"> • Five Star Business Finance Ltd. <p>Customer Service Committee</p> <p>Policy Review and Compliance Committee</p> <ul style="list-style-type: none"> • Sundaram Finance Ltd. <p>Member</p> <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> • Sundaram Finance Ltd. <p>Audit Committee</p> <p>Risk Management Committee</p> <ul style="list-style-type: none"> • Royal Sundaram General Insurance Co. Ltd. <p>Nomination & Remuneration Committee</p> <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> • Sundaram Business Services Ltd.



SUNDARAM HOME

Sundaram Home Finance Limited

CIN: U65922TN1999PLC042759

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Email: compsec@sundaramhome.in Website: www.sundaramhome.in

ATTENDANCE SLIP

25TH ANNUAL GENERAL MEETING

ON MONDAY, 12TH AUGUST 2024 AT 9.30 A.M. AT 21, PATULLOS ROAD, CHENNAI 600 002

Folio No..... DP ID No Client ID No.....

Name of the Member Signature.....

Name of the Proxy holder..... Signature.....

- Only Member/Proxy holder can attend the Meeting
- Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No/ Client Id : DPIDNo:.....

I/We, being the member(s) of shares of Sundaram Home Finance Limited, hereby appoint

1. Name : E-mail Id:.....

Address:.....

Signature:

or failing him

2. Name : E-mail Id:.....

Address:.....

Signature:

or failing him

3. Name : E-mail Id:.....

Address:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on MONDAY, 12TH AUGUST 2024 AT 9.30 A.M.. at 21, Patullos Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Adoption of Financial Statements
- Declaration of Final Dividend on Equity Shares
- Re-appointment of Mr.T.T Srinivasaraghavan as a Director
- Appointment of Statutory Auditors

Affix
Revenue
Stamp

Special Business:

- Issue of Redeemable Non-Convertible Debentures by way of Preferential allotment on private placement basis, upto Rs.5,000 Crores

Signed this..... day of..... 2024

Signature of shareholder..... Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002, not less than 48 hours before the commencement of the Meeting.

Route Map

