

# 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 Fax: 044 2858 2235

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

## NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of the Company will be held on 7th July 2023 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 Accounts

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 2023 and the Reports of the Directors and the Auditors thereon, be and are hereby approved and adopted.”

#### 2. Declaration of 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 dividend of ₹10/- per equity share (100% on the face value of ₹10/-) as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March 2023 on the paid-up capital of ₹101.25 crore and the same be paid out of the profits for the year 2022-23 to the shareholders, whose names stand on the Register of Members of the Company on 7th July 2023”

#### 3. Election of Director

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

“**RESOLVED THAT** Mr. A.N. Raju (DIN: 00036201) who retires by rotation and being eligible for re-appointment, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

#### 4. To Increase Borrowing Powers 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 Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing (including by private placement of non-convertible debentures), from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate amount so borrowed by the Company outstanding at any time shall not exceed ₹20,000 crore (Rupees Twenty thousand crore only).”

**RESOLVED FURTHER THAT** Mr. Lakshminarayanan Duraiswamy, Managing Director, Mr. Sridhar, Chief Financial Officer and Mr. R Venkatasubramanian, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution, from time to time.

#### 5. Creation of charge over assets 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 section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to Board or Committee thereof pledge and/or mortgage and/or charge all or any part of the moveable and/or immovable properties of the Company and/or the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating/fix

### Special Business:

charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks and/or Financial Institutions and/or any other lenders and/or trustees including debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company to any party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company and outstanding at any time, does not exceed ₹20,000/- crores (Rupees Twenty thousand crores).

**RESOLVED FURTHER THAT** Mr. Lakshminarayanan Duraiswamy, Managing Director, Mr. Sridhar, Chief Financial Officer and Mr. R Venkatasubramanian, Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution, from time to time.”

**6. To offer and Issue Redeemable Non-convertible debentures by way of Preferential allotment on private placement basis.**

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 and other applicable provisions, if any, of the Companies Act, 2013, the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions,

2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendments thereof, the consent 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 ₹5,000 crore (Rupees Five Thousand crore 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

**R. Venkatasubramanian**

Company Secretary

Place: Chennai

Date: 11th May 2023

Registered Office: 21, Patullos Road, Chennai - 600 002

**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.**
- 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 except last two Saturdays, during business hours up to the date of the Meeting and also at the venue of the Meeting.

Encl: Proxy Form

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 11th May 2023 convening the Twenty Fourth Annual General Meeting

### ITEM NO. 4

At the Eighteen Annual General Meeting of the Company held on 17th July 2017, the Board of Directors were authorised under Section 180 (1) (c) of the Companies Act, 2013, to borrow monies, including by way of private placement of Non-Convertible Debentures, in excess of the Company's paid-up capital and free reserves up to an aggregate limit of ₹15,000 crore.

Considering the increase in volume of business during the current and subsequent Financial Years, it is considered desirable to raise the limit of borrowing including by way of private placement of Non-Convertible Debentures to ₹20,000 crore (Rupees Twenty thousand crore only). The Board commends the Special Resolution proposed at Item No.4 for the approval of the Members.

### MEMORANDUM OF INTEREST

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

### ITEM NO.5

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company within the overall ceiling as and when prescribed by the members of the Company, in terms of section 180 (1) (c) of the Companies Act 2013.

### MEMORANDUM OF INTEREST

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

### ITEM NO.6

Considering the increase in volume of business, your Company proposes to issue NCDs up to ₹5,000 crore 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(2) 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 as set out at Item No. 6 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding ₹5,000 crore 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.

### MEMORANDUM OF INTEREST

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

By Order of the Board

**R. Venkatasubramanian**  
Company Secretary

Place: Chennai

Date: 11th May 2023

Registered Office: 21, Patullos Road, Chennai - 600 002

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

**ITEM NOS. 3**

<b>Name of the Director</b>	<b>Mr. A.N. Raju</b>
DIN	00036201
Date of Birth	May 15, 1959
Qualifications	B.Sc. (Engg.), MBA
Expertise in specific functional areas	Has nearly four decades of experience in the Automobile, Engineering, Finance and General Management
List of the Companies* in which directorships held as on 31st March 2023	<b>Director</b> <ul style="list-style-type: none"> <li>• Sundaram Finance Ltd.</li> <li>• Sundaram Business Services Limited</li> </ul>
Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2023	<b>Member</b> Stakeholders Relationship Committee Corporate Social Responsibility Committee Risk Management Committee Asset Liability Management Committee Information Technology Strategy Committee <ul style="list-style-type: none"> <li>• Sundaram Finance Ltd.</li> </ul>

\* Companies incorporated or established in India



SUNDARAM HOME

Sundaram Home Finance Limited

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ATTENDANCE SLIP

24th ANNUAL GENERAL MEETING

ON FRIDAY, JULY 7, 2023 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.....

- 1. Only Member/Proxy holder can attend the Meeting
2. 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 Twenty Fourth Annual General Meeting of the Company, to be held on Friday, July 7, 2023 at 9.30 a.m. 21, Patullos Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Adoption of Audited Financial Statements, Report of Directors and Auditors for the year ended March 31, 2023
2. Declaration of Dividend on equity shares
3. Re-appointment of Mr. A.N. Raju as a Director of the Company
4. Increase in Borrowing Powers of the Company
5. Creation of Charge over assets of the Company
6. Issuance of Non-Convertible Debentures on private placement basis

Affix Revenue Stamp

Signed this..... day of..... 2023

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

