

Sundaram Home Finance Limited

CIN: U65922TN1999PLC042759

Registered Office: 21, Patullas 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: corporateaffairs@sundaramhome.in Website : www.sundaramhome.in

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on 27th July 2022 at 9:00 a.m. at the Registered Office of the Company at No.21, Patullas 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 2022 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 final dividend of ₹6.50/- per share (65% 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 2022 on the paid-up capital of ₹101.25 crore and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 14th July 2022, making with the interim dividend of ₹1.50 per share (15% on the face value of ₹10/-), a total dividend of ₹8/- per share (80% on the face value of ₹10/-) for the year 2021-22 and that the total dividend amount of ₹81 crore representing the said total dividend of ₹8/- per share (80% on the face value of ₹10/-) be paid out of the profits for the year 2021-22."

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. Harsha Viji (DIN: 00602484) 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."

Special Business:

4. 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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. C. Sruthi (DIN : 07253998) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 14th May 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 14th May 2022 to 14th May 2027, not subject to retirement by rotation."

RESOLVED FURTHER THAT any Director / Company Secretary, be and are hereby authorised to file necessary documents with the Registrar of Companies and do all such acts and deeds as may be necessary in this regard.”

5. 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 ₹2,000 crore (Rupees Two 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: 14th May 2022

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

NOTES:

- 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.**
- 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.

- 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.
- 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 14th May 2022 convening the Twenty Third Annual General Meeting

ITEM NO. 4

Ms. C. Sruthi was appointed as Non-Executive Independent Director of the Company with effect from 14th May 2022. Her particulars are annexed to the Notice.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. C. Sruthi being eligible and offering herself for appointment is proposed to be appointed as Independent Director as stated in the respective Resolution. Notice have been received from a Member proposing her as an Independent Director. In the opinion of the Board, Ms. C. Sruthi fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as Independent Director of the Company and is independent of the Management.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions will be available for inspection without any fee by the Members at the Registered Office of the Company on any working day except last two Saturdays during the business hours upto the date of the Meeting.

The Board considers that her continued association will be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board recommends the resolutions in relation to appointment of the Independent Director, for the approval of the Members.

MEMORANDUM OF INTEREST

Ms. C. Sruthi is deemed to have an interest with regard to her appointment. None of the other 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

During the Financial Year 2021-22 the Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount

of ₹715 crore (face value) (excluding partly paid NCD issued during FY:2018-19 of which ₹100 crore each received during FY19, FY20, FY21 & FY22 (face value - ₹500 crore)) and it proposes to issue further NCDs up to ₹2,000 crore during the current Financial Year, 2021-22, also 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. 5 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding ₹2,000 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. The Board, accordingly, commends the Special Resolution as set out at Item No.5 of this Notice, for the approval of the Members.

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: 14th May 2022

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

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

ITEM NOS. 3 & 4

Name of the Director	Mr. Harsha Viji	Ms. C. Sruthi
DIN	00602484	07253998
Date of Birth	August 28, 1975	December 9, 1987
Qualifications	B.Com., ACA, MBA (Ann Arbor, Michigan)	M S - Architecture
Expertise in specific functional areas	<ul style="list-style-type: none"> • Has more than a decade's experience in areas of specialisation particularly strategy formulation, joint venture negotiations and new business development • Fairly long experience in financial services sector. More particularly, he has a very good knowledge of the mortgage finance sector including builder finance as a director of Sundaram Alternate Assets Limited – Alternate Investment Fund 	<ul style="list-style-type: none"> • A graduate from Rhode Island School of Design • Ceebros Design Works (CDW) is an interdisciplinary design practice founded by Ms. C. Sruthi, Principal Architect and creative Director. • Have rich experience and portfolios of Private, multi-residential and hospitality sectors in particular.
List of the Companies* in which directorships held as on 31st March 2022	Director <ul style="list-style-type: none"> • Sundaram Finance Ltd. • Sundaram Asset Management Company Ltd. • Royal Sundaram General Insurance Co. Ltd. • Sundaram Finance Holdings Ltd. • Trichur Sundaram Santhanam & Family Private Ltd. • Azorius Holdings Private Ltd. • Sundaram Alternate Assets Ltd. • Principal Asset Management Private Ltd. 	Director <ul style="list-style-type: none"> • Ceebros Hotels Pvt Ltd. • Ceebros Property Development Pvt Ltd.
Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2022	Chairman Audit Committee <ul style="list-style-type: none"> • Sundaram Alternate Assets Ltd. Asset Liability Management Committee <ul style="list-style-type: none"> • Sundaram Finance Ltd. Member Audit Committee <ul style="list-style-type: none"> • Sundaram Finance Holdings Ltd. • Sundaram Asset Management Co. Ltd. • Royal Sundaram General Insurance Co. Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> • Sundaram Finance Ltd. • Sundaram Finance Holdings Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> • Sundaram Finance Holdings Ltd. • Sundaram Asset Management Co. Ltd. • Royal Sundaram General Insurance Co. Ltd. • Sundaram Alternate Assets Ltd. Risk Management Committee <ul style="list-style-type: none"> • Royal Sundaram General Insurance Co. Ltd. Investment Committee <ul style="list-style-type: none"> • Sundaram Finance Holdings Ltd. Policyholders Protection Committee <ul style="list-style-type: none"> • Sundaram Asset Management Co. Ltd. Information Technology Strategy Committee <ul style="list-style-type: none"> • Sundaram Finance Ltd. 	

* Companies incorporated or established in India



SUNDARAM HOME

Sundaram Home Finance Limited

CIN: U65922TN1999PLC042759

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

ATTENDANCE SLIP

23rd ANNUAL GENERAL MEETING

ON WEDNESDAY, JULY 27, 2022 AT 9:00 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 Third Annual General Meeting of the Company, to be held on Wednesday, July 27, 2022 at 9.00 a.m. at 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, 2022
2. Declaration of Dividend on equity shares
3. Re-appointment of Mr. Harsha Viji as a Director of the Company
4. Appointment of Director
5. Issuance of Non-Convertible Debentures on private placement basis

Affix Revenue Stamp

Signed this..... day of..... 2022

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

