

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

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held on 6th September 2021 at 9.00 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 2021 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 Rs.5.50/- per share (55% 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 2021 on the paid-up capital of Rs.101.25 crore and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 6th September 2021, making with the interim dividend of Rs.1.50 per share (15% on the face value of Rs.10/-), a total dividend of Rs.7/- per share (70% on the face value of Rs.10/-) for the year 2020-21 and that the total dividend amount of Rs. 70.88 crore representing the said total dividend of Rs.7/- per share (70% on the face value of Rs.10/-) be paid out of the profits for the year 2020-21."

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. Lakshminarayanan Duraiswamy (DIN: 07988186) 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. A.N. Raju (DIN: 00036201), who was appointed as Additional Director by the Board on 20th May 2021, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, signifying the Member's intention to propose Mr. A.N. Raju as a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company."

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 Rs. 1,500 crore (Rupees one thousand five hundred 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

V. Swaminathan
Company Secretary

Place: Chennai

Date: 20th May 2021

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.
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 except second and third 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 20th May 2021 convening the Twenty Second Annual General Meeting

ITEM NO. 4

Sundaram Finance Limited (SFL), the holding Company, has nominated Mr. A.N. Raju to the Board of Directors of the Company. Accordingly, Mr. A.N. Raju was appointed as an Additional Director by the Board at its meeting held on 20th May 2021, to hold office as Director, in terms of Section 66 of the Companies Act, 2013, upto the date of the ensuing Annual General Meeting. As provided in Section 160 of the Companies Act, 2013, notices along with the requisite fee have been received from some Members intimating their intention to propose the appointment of Mr. A.N. Raju as Director of the Company liable to retire by rotation. Accordingly, the Ordinary Resolution as set out in the Notice is submitted for the consideration of the Members. The Board recommends that the Resolution be approved.

MEMORANDUM OF INTEREST

Mr. A.N. Raju is deemed to have an interest with regard to his 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 Ordinary Resolution.

ITEM NO.5

During the Financial Year 2020-21 the Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount of Rs. 750 crore (face value) (excluding partly paid NCD issued during FY:2018-19 of which Rs.100 crore each received during FY19, FY20 & FY21 (face value - Rs.500 crore) and it proposes to issue further NCDs up to Rs. 1,500 crore during the current Financial Year, 2020-21, 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. 4 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding Rs. 1,500 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

V. Swaminathan
Company Secretary

Place: Chennai

Date: 20th May 2021

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

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

ITEM NOS. 3 & 4

Name of the Director	Mr. Lakshminarayanan Duraiswamy	Mr. A.N. Raju
DIN	07988186	00036201
Date of Birth	25th July 1969	15th May 1959
Qualifications	<ol style="list-style-type: none"> 1. Post Graduate Diploma in Business Administration from Loyola Institute of Business Administration. 2. Grad CMA 3. Commerce Graduate from the University of Madras 	B.Sc. (Engg.), MBA
Expertise in specific functional areas	<ul style="list-style-type: none"> • Experience of over 3 years with Citibank in Consumer Finance and over 14 years with GE in India and abroad in various financial services divisions. • Experience of over 10 years in Sundaram Asset Management Company Ltd. 	3 decades of experience in the Automobile, Engineering and Financial and General Management
List of the Companies* in which directorships held as on 31st March 2021	Director <ul style="list-style-type: none"> • Sundaram Alternate Assets Ltd. 	Deputy Managing Director <ul style="list-style-type: none"> • Sundaram Finance Ltd.
Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2021	Member Credit Committee <ul style="list-style-type: none"> • Sundaram Alternate Assets Ltd. 	

* Companies incorporated or established in India