

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 FIRST ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twenty first Annual General Meeting of the Members of the Company will be held on 17th July 2020 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:

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 2020 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.3.00/- per share (30% 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 2020 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 17th July 2020, making with the interim dividend of Rs.1.20 per share (12% on the face value of Rs.10/-), a total dividend of Rs.4.20/- per share (42% on the face value of Rs.10/-) for the year 2019-20 and that the total dividend amount of Rs. 42.53 crore representing the said total dividend of Rs.4.20/- per share (42% on the face value of Rs.10/-) be paid out of the profits for the year 2019-20.”

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. T T Srinivasaraghavan (DIN: 00018247) 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**, in accordance with the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, consent of the Company be and is hereby accorded for the appointment of Mr. Lakshminarayanan Duraiswamy (DIN: 07988186) as a Whole-time Director (designated as “Executive Director”) for a period commencing from 25th October 2019 till 31st March 2020 and for the payment of remuneration to him for his services, as set out hereunder:

Salary	₹4,54,900/- per month in the scale ₹3,75,000 – ₹6,00,000. Annual increments, effective 1st April every year, as may be decided by the Board.
Commission	As may be determined by the Board, subject to a ceiling of 1% of the annual net profits of the Company.

Perquisites:

1. Housing:
 - i. a) The expenditure incurred by the Company on hiring unfurnished accommodation, subject to a ceiling of 60% of the salary over and above 10% payable by Mr. Lakshminarayanan Duraiswamy.
 - b) The expenditure incurred by the Company on gas, electricity and water, evaluated as per Income-tax Rules, 1962.
 - c) Furniture, furnishings and other utilities in accordance with the Rules of the Company, evaluated as per Income-tax Rules, 1962.
 - ii. Wherever the Company does not provide accommodation, House Rent Allowance payable at 60% of the salary.
 - iii. Where accommodation in a Company-owned house is provided, rent at 10% of the salary to be charged.
2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the Rules of the Company.
Explanation: "Family" means the spouse, dependent children and dependent parents of the appointee.
 3. Personal Accident Insurance as per the Rules of the Company.
 4. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
 5. Payment of the Company's contributions to Provident Fund/ Pension Fund/Superannuation Fund/Gratuity Fund and encashment of leave (at the end of the tenure) not to be included in the computation of remuneration or ceiling on the perquisites.
 6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
 7. Provision of chauffeur-driven Company car.
 8. Provision of telephone(s) at the residence.
 9. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to other senior executives from time to time.

10. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time, subject to the provisions of the Companies Act, 2013.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income-tax Rules, 1962 wherever applicable, and, in the absence of any such rule, at actual cost.

The remuneration and perquisites as above shall be subject to the ceiling laid down in Section 197 and any other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

Minimum remuneration:

Where in any financial year, during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, allowances and perquisites as noted above shall be subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time, and applicable to the Company."

5. 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 provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, consent of the Company be and is hereby accorded for the appointment of Mr. Lakshminarayanan Duraiswamy (DIN: 07988186) as the Managing Director for a period of five years with effect from 1st April 2020 and for the payment of remuneration to him for his services as Managing Director, as set out hereunder:

Salary	₹5,40,000/- per month in the scale ₹3,75,000 – ₹6,00,000 Annual increments, effective 1st April every year, as may be decided by the Board.
Commission	As may be determined by the Board, subject to a ceiling of 1% of the annual net profits of the Company.

Perquisites:

1. Housing:
 - i. a) The expenditure incurred by the Company on hiring unfurnished accommodation, subject to a ceiling of 60% of the salary over and above 10% payable by Mr. Lakshminarayanan Duraiswamy.
 - b) The expenditure incurred by the Company on gas, electricity and water, evaluated as per Income-tax Rules, 1962.
 - c) Furniture, furnishings and other utilities in accordance with the Rules of the Company, evaluated as per Income-tax Rules, 1962.
 - ii. Wherever the Company does not provide accommodation, House Rent Allowance payable at 60% of the salary.
 - iii. Where accommodation in a Company-owned house is provided, rent at 10% of the salary to be charged.
2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the Rules of the Company.

Explanation: "Family" means the spouse, dependent children and dependent parents of the appointee.
3. Personal Accident Insurance as per the Rules of the Company.
4. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
5. Payment of the Company's contributions to Provident Fund/Pension Fund/Superannuation Fund/Gratuity Fund and encashment of leave (at the end of the tenure) not to be included in the computation of remuneration or ceiling on the perquisites.
6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Provision of chauffeur-driven Company car.
8. Provision of telephone(s) at the residence.
9. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to other senior executives from time to time.
10. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company

from time to time, subject to the provisions of the Companies Act, 2013.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income-tax Rules, 1962 wherever applicable, and, in the absence of any such rule, at actual cost.

The remuneration and perquisites as above shall be subject to the ceiling laid down in Section 197 and any other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

Minimum remuneration:

Where, in any financial year, during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, allowances and perquisites as noted above shall be subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time, and applicable to the Company."

6. 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. Harsha Viji (DIN: 00602484), who was appointed as Additional Director by the Board on 24th January 2020, 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. Harsha Viji as a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company."

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. N. Ganga Ram (DIN: 00001246), Independent Director of the Company, not having offered himself for re-appointment

shall be deemed to have retired on the expiry of the term of his office on 31st March 2020.”

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mrs. Radha Unni (DIN : 03242769), Director of the Company whose term of office expires at the ensuing 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 Ms. Radha Unni as a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years upto 5th March 2025, not liable to retire by rotation.”

9. 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. 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

V. Swaminathan
Company Secretary

Place: Chennai

Date: 20th May 2020

Registered Office: 21, Patullas 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 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 2020 convening the Twenty First Annual General Meeting

ITEM NO: 4

The Board at its meeting held on 25th October 2019 approved the appointment of Mr. Lakshminarayanan Duraiswamy as Whole-time Director of the Company with effect from 25th October 2019, and fixed the terms of remuneration payable to Mr. Lakshminarayanan Duraiswamy, Whole-time Director (designated as “Executive Director”) of the Company, subject to the approval of the Members.

The terms of remuneration are in conformity with Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and require the approval of the Members. Accordingly, the Ordinary Resolution is submitted for the Members’ approval.

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 passed.

Memorandum of Interest

Mr. Lakshminarayanan Duraiswamy 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

Consequent upon completion of the term of office of Mr. Srinivas Acharya as the Managing Director with effect from the close of office hours of 31st March 2020, the Board of Directors at the meeting held on 13th March 2020 appointed Mr. Lakshminarayanan Duraiswamy, subject to the approval of the Members, as Managing Director of the Company with effect from 01st April 2020 for a period of five years. Further, the Board, at its meeting held on 13th March 2020, fixed the terms of remuneration payable to Mr. Lakshminarayanan Duraiswamy, Managing Director of the Company, also subject to the approval of the Members.

The terms of remuneration are in conformity with Sections 196, 197 and other applicable provisions, if any, of the Companies

Act, 2013, read with Schedule V thereto and require the approval of the Members. Accordingly, the Ordinary Resolution is submitted for the Members’ approval.

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 passed.

Memorandum of Interest

Mr. Lakshminarayanan Duraiswamy 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. 6

Sundaram Finance Limited (SFL), the holding Company, has nominated Mr. Harsha Viji to the Board of Directors of the Company. Mr. Harsha Viji was appointed as an Additional Director by the Board at its meeting held on 24th January 2020, to hold office as Director, in terms of Section 66 of the Companies Act, 2013, upto the date of the ensuing Annual General Meeting. In this regard, the Company has received request in writing from a Member, proposing Mr. Harsha Viji’s candidature for appointment as a Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. 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. Harsha Viji 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. 7-8

Mr. N. Ganga Ram and Mrs. Radha Unni are Non-Executive Independent Directors of the Company. They joined Board of Directors of the Company on 28th October 2005 and 5th March 2015 respectively.

Based on the circular No. 14/2014 dated 9th June 2014 issued by the Ministry of Corporate Affairs (MCA), Government of India, and in terms of the explanation to section 149(11) of the Act and as approved by the Board and the shareholders of the Company, Mr. N. Ganga Ram and Mrs. Radha Unni were appointed as non-executive Independent Directors for a period of five years and these Directors would hold office as Directors only up to 31st March 2020 and 5th March 2020 respectively, unless re-appointed under the provisions of the 2013 Act for fresh terms up to five years each.

Mr. N. Ganga Ram has not offered himself for re-appointment and shall be deemed to have retired on the expiry of the term of his office on 31st March 2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Radha Unni being eligible and offering herself for re-appointment is proposed to be re-appointed as Independent Director for a further term of five (5) consecutive years as stated in the respective Resolution. Notice has been received from Members proposing her as Independent Director.

In the opinion of the Board, Mrs. Radha Unni fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for the re-appointment as Independent Director of the Company and is independent of the Management.

Copies of the draft letter of re-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 II and III 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 the services as Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of the Independent Director, for the approval of the Members.

Memorandum of Interest

Ms. Radha Unni 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

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(FORMERLY KNOWN AS SUNDARAM BNP PARIBAS HOME FINANCE LIMITED)

concerned or interested, financially or otherwise, in the Special Resolution.

ITEM NO: 9

During the Financial Year 2019-20 the Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount of Rs. 842 crore (face value) (excluding partly paid NCD issued during FY:2018-19 of which Rs.100 crore each received during FY19 and FY20 (face value - Rs.500 crore) and it proposes to issue further NCDs up to Rs. 2,000 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. 9 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding Rs. 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. 9 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 2020

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

Particulars of the Director seeking re-appointment/ appointment at the Twenty First Annual General Meeting
ITEM NOS. 3 – 6 & 8

Name of the Director	Mr. T.T. Srinivasaraghavan	Mr. Lakshminarayanan Duraiswamy	Mr. Harsha Viji	Ms. Radha Unni
DIN	00018247	07988186	00602484	03242769
Date of Birth	19th January 1955	25th July 1969	28th August 1975	4th December 1948
Qualifications	B.Com., MBA	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.Com., ACA, MBA (Ann Arbor, Michigan)	M.A., B.Ed., CAIIB
Expertise in specific functional areas	Has over three decades of experience in banking and financial services	<ul style="list-style-type: none"> • Experience of over 3 years with Citi Bank 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. 	<ul style="list-style-type: none"> • Has more than a decade's experience in areas of specialisation particularly in 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"> • Has more than 36 years of experience in banking covering all segments of credit and project appraisal of small, medium and large projects. • Served a 5 year term in SBI Capital Markets overseeing public issues, debt placements, project appraisal etc. • Retired as the Chief General Manager, State Bank of India, Kerala Circle.
List of the Companies* in which directorships held as on 31st March 2020	<p>Chairman</p> <ul style="list-style-type: none"> • Sundaram Finance Holdings Ltd. <p>Director</p> <ul style="list-style-type: none"> • Sundaram Finance Ltd; • Sundaram Asset Management Company Ltd; • Royal Sundaram General Insurance Co. Ltd; • Sundaram Business Services Ltd; • Brakes India Pvt. Ltd; • Flometallic India Pvt. Ltd; • Finance and Industry Development Council; • Sundaram Fund Services Ltd 	<p>Director</p> <ul style="list-style-type: none"> • Sundaram Alternate Assets Ltd. 	<p>Director</p> <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; • Flometallic India Pvt. Ltd. 	<p>Director</p> <ul style="list-style-type: none"> • Muthoot Capital Services Ltd. • Nitta Gelatin India Ltd. • Royal Sundaram General Insurance Co. Ltd. • Axles India Ltd. • V Guard Industries Ltd. • Wil Car Wheels Ltd. • The Western India Plywoods Ltd.

Name of the Director	Mr. T.T. Srinivasaraghavan	Mr. Lakshminarayanan Duraiswamy	Mr. Harsha Viji	Ms. Radha Unni
Chairman/ Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2020	Chairman Asset Liability Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Risk Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Sundaram Asset Management Company Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Royal Sundaram General Insurance Co. Ltd. Executive Committee <ul style="list-style-type: none"> Sundaram Asset Management Company Ltd. Investment Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Member Stakeholders' Relationship Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Sundaram Finance Holdings Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Sundaram Asset Management Company Ltd. Sundaram Finance Holdings Ltd. Information Technology Strategy Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Royal Sundaram General Insurance Co. Ltd. Sundaram Business Services Ltd. 	Member Credit Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd. 	Chairman Audit Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd. Member Audit Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Sundaram Asset Management Company Ltd. Royal Sundaram General Insurance Co. Ltd. Risk Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Royal Sundaram General Insurance Co. Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Sundaram Asset Management Company Ltd. Royal Sundaram General Insurance Co. Ltd. Asset Liability Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Sundaram Asset Management Company Ltd. 	Chairman Audit Committee <ul style="list-style-type: none"> Nitta Gelatin India Ltd. Member Audit Committee <ul style="list-style-type: none"> Muthoot Capital Services Ltd. Royal Sundaram Alliance Insurance Company Ltd. Axles India Ltd. V Guard Industries Ltd. Wil Car Wheels Ltd. The Western India Plywoods Ltd Corporate Social Responsibility Committee <ul style="list-style-type: none"> Muthoot Capital Services Ltd. Royal Sundaram Alliance Insurance Company Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Muthoot Capital Services Ltd. Royal Sundaram Alliance Insurance Company Ltd. Policyholders Protection Committee <ul style="list-style-type: none"> Royal Sundaram General Insurance Co. Ltd.

* Companies incorporated or established in India