

Sundaram BNP Paribas 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@sundarambnpphome.in Website : www.sundarambnpphome.in

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on Wednesday, 17th July 2019 at 2:00 p.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 2019 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 ₹3.50 per equity share (35% of the face value of ₹10/-), as recommended by the Directors be and is hereby declared for the year ended 31st March 2019 on the paid-up capital of ₹101.25 crore and the same be paid out of the profits for the year 2018-19 to the Members whose names appear on the Register of Members of the Company on 17th July 2019".

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. S. Viji (DIN: 00139043) 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. 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. Srinivas Acharya (DIN: 00017412) 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:

5. 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 there under, Mr. Patrick Miron de L'Espinay (DIN: 08339942), who was appointed as Additional Director by the Board on 30th January 2019, 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. Patrick Miron de L'Espinay as a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company."

6. 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

**V. Swaminathan
Company Secretary**

Place: Chennai

Date: 21st May 2019

Registered Office: 21, Patullas 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 21st May 2019 convening the Twentieth Annual General Meeting

ITEM NO: 5

Pursuant to the Joint Venture Agreement entered between Union de Credit Pour le Batiment S.A. (UCB), now known as BNP Paribas Personal Finance, a subsidiary of BNP Paribas, France and Sundaram Finance Ltd. (SF), the promoter of the Company, BNP Paribas Personal Finance has nominated Mr. Patrick Miron de L'Espinay (DIN: 08339942), Deputy Head of Key Partners Department, BNP Paribas Personal Finance as its nominee on the Board of Sundaram BNP Paribas Home Finance Limited (SBNPPHFL).

Accordingly, Mr. Patrick Miron de L'Espinay was appointed as an Additional Director by the Board at its meeting held on 30th January 2019, 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. Patrick Miron de L'Espinay'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 passed.

Memorandum of Interest

Mr. Patrick Miron de L'Espinay 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

During the Financial Year 2018-19, the Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount

of Rs. 1120 crore (face value) (including partly paid NCD of Rs.500 crore (face value) of which Rs.100 crore received during the year) and it proposes to issue further NCDs up to Rs. 2,000 crore during the current Financial Year, 2019-20, 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. 6 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. 6 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 : 21st May 2019

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

Particulars of the Directors seeking re-appointment/appointment at the Twentieth Annual General Meeting

Item Nos. 3, 4 & 5

Name of the Director	Mr. S. Viji	Mr. Srinivas Acharya	Mr. Patrick Miron de L'Espinay
DIN	00139043	00017412	08339942
Date of Birth	7th June 1946	8th February 1954	2nd March 1962
Qualifications	B.Com, A.C.A, M.B.A (University of Michigan, Ann Arbor, USA)	B.Sc., CAIIB	Civil Engineer of Mines - Ecole des Mines de Saint-Étienne
Expertise in specific functional areas	Has three decades of experience in banking, finance and insurance. Has over four decades of experience in Automotive Component Manufacturing Industry.	Has over three decades of experience in banking and financial services.	Has over three decades of experience in manufacturing and financial services.
List of the Companies* in which directorships held as on 31st March 2019	Chairman <ul style="list-style-type: none"> • Sundaram Finance Ltd. • Royal Sundaram General Insurance Co. Ltd. Managing Director <ul style="list-style-type: none"> • Brakes India Pvt. Ltd. Director <ul style="list-style-type: none"> • T.V. Sundram Iyengar & Sons Pvt. Ltd. • Wheels India Ltd. • Sundaram Industries Pvt. Ltd. • Sundaram Dynacast Pvt. Ltd. • Sundaram Trustee Company Ltd. • Trichur Sundaram Santhanam & Family Pvt. Ltd. 	Director <ul style="list-style-type: none"> • Turbo Energy Pvt Ltd. • Sundaram Hydraulics Ltd. 	NIL
Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2019	Chairman Corporate Social Responsibility Committee - Brakes India Pvt. Ltd. Stakeholders Relationship Committee - Wheels India Ltd. Member Audit Committee Corporate Social Responsibility Committee - Wheels India Ltd.	Chairman Audit Committee - Turbo Energy Pvt Ltd. - Sundaram Hydraulics Ltd.	NIL

* Companies incorporated or established in India

Route Map

20th Annual General Meeting

Date : July 17, 2019

Day : Wednesday

Time : 2:00 p.m.

Venue : Registered Office,
No.21, Patullos Road,
Chennai 600 002



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