

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

### NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of the Company will be held on Wednesday, 18th July, 2018, at 2.30 p.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 2018 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 2018 on the paid-up capital of ₹101.25 crore and the same be paid out of the profits for the year 2017-18 to the Members whose names appear on the Register of Members of the Company on 18th July 2018."

##### 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."

##### 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. Anthony Colwyn-Thomas (DIN: 05102669) 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."

##### 5. Appointment of Statutory Auditors

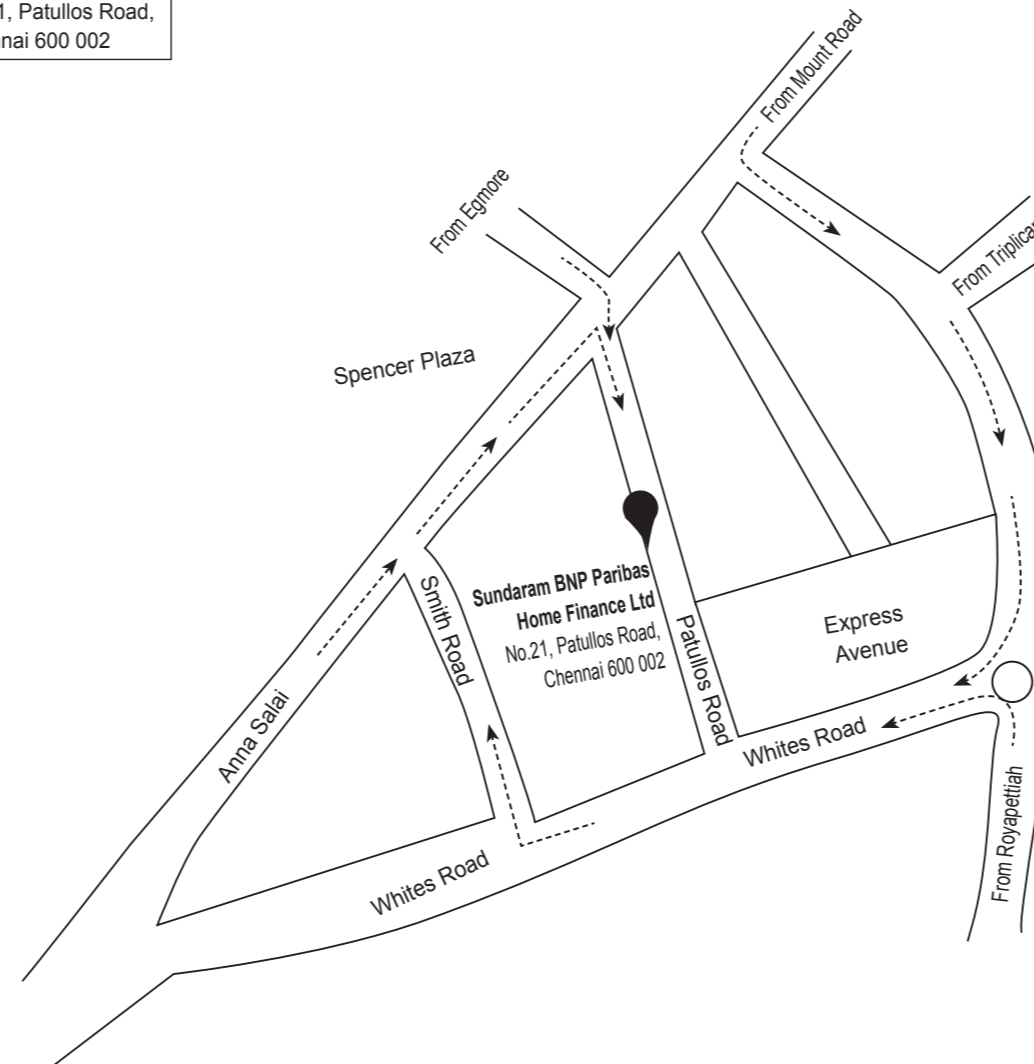
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Sections 139, 141 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors for appointing M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Regn. No. 004207S), as Statutory Auditors of the Company, to hold office for a period of four (4) consecutive years, from the conclusion of the 19th Annual General Meeting until the conclusion of the 23rd Annual General Meeting.

**"RESOLVED FURTHER THAT**, the remuneration payable to M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, be and is hereby fixed at ₹22 lakh towards statutory audit, apart from applicable Goods and Services Tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit, for the period commencing from the conclusion of the 19th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company.

**"RESOLVED FURTHER THAT** the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, for periods subsequent to the conclusion of the 20th Annual General Meeting

Route Map
19th Annual General Meeting
Date : July 18, 2018
Day : Wednesday
Time : 2:30 p.m.
Venue : Registered Office, No.21, Patullos Road, Chennai 600 002



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## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 21st April 2018 convening the Nineteenth Annual General Meeting

### ITEM NO: 6

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. Alexandre Adam (DIN: 05309888), Head of ALM & Treasury Management, BNP Paribas Personal Finance as its nominee on the Board of Sundaram BNP Paribas Home Finance Limited (SBNPPHFL).

Previously, Mr. Alexandre Adam had been appointed as the Director of the Company with effect from 20th July 2012. However, Mr. Alexandre Adam, Director of the Company had vacated his directorship from the Board of the Company effective 16th October 2017, due to non-attendance for a continuous period of 12 months. The non-attendance was on account of medical reasons. As his health has since improved and he is fit for overseas travel, it is proposed to induct Mr. Alexandre Adam as a nominee of BNP Paribas Personal Finance on the Board.

In this regard, the Company has received request in writing from a Member, proposing Mr. Alexandre Adam'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. Alexandre Adam 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

The Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount of ₹465 crore in the Financial Year 2017-18 and it proposes to issue further NCDs up to ₹1,500 crore during the current Financial Year, 2018-19, 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. 7 of this Notice, authorising the Board to issue NCDs up to an aggregate amount not exceeding ₹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. 7 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 &**  
**Head – Compliance & Administration**

Place : Chennai  
Date : 21st April 2018  
Registered Office: 21, Patullos Road, Chennai - 600 002

shall be on such remuneration as may be mutually agreed between the Board of Directors of the Company (on the recommendation of the Audit Committee) and the Statutory Auditors.”

### SPECIAL BUSINESS:

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 there under, Mr. Alexandre Adam (DIN: 05309888), who was appointed as Additional Director by the Board on 09th March 2018, 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. Alexandre Adam 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 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 &**  
**Head – Compliance & Administration**

Place: Chennai  
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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 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

## Particulars of the Directors seeking re-appointment/appointment at the Nineteenth Annual General Meeting Item Nos. 3, 4 & 6

Name of the Director	Mr. T. T. Srinivasaraghavan	Mr. Anthony Colwyn-Thomas	Mr. Alexandre Adam
DIN	00018247	05102669	05309888
Date of Birth	19th January 1955	5th October 1956	17th March 1973
Qualifications	B.Com., MBA	Fellow Member of the Institute of Chartered Accountants in England & Wales, BSc Joint Honours (Economics & Accountancy) from Southampton University	Advanced Graduate Degree of Ecole Polytechnique Statistician and Economist; Post-graduate Diploma of ENSAE
Expertise in specific functional areas	Has over three decades of experience in banking and financial services	Has over three decades of experience in banking and financial services	Academic and professional expert in Quantitative Finance and Asset & Liability Management
List of the Companies* in which directorships held as on 31st March 2018	<b>Director</b> <ul style="list-style-type: none"> <li>Sundaram Finance Ltd;</li> <li>Flometallic India Pvt Ltd;</li> <li>Brakes India Pvt Ltd;</li> <li>Sundaram Finance Holdings Ltd;</li> <li>NSE Strategic Investment Corporation Ltd;</li> <li>Sundaram BNP Paribas Fund Services Ltd;</li> <li>Royal Sundaram General Insurance Co. Ltd;</li> <li>Sundaram Business Services Ltd;</li> <li>Sundaram BPO India Ltd;</li> <li>Sundaram Asset Management Company Ltd; and</li> <li>Finance Industry Development Council</li> </ul>	NIL	NIL
Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2018	<b>Chairman</b> Risk Management Committee - Sundaram Finance Ltd. Asset Liability Management Committee - Sundaram Finance Ltd. Corporate Social Responsibility Committee - Royal Sundaram General Insurance Co. Ltd. Nomination and Remuneration Committee - Sundaram Asset Management Company Ltd. Executive Committee - Sundaram Asset Management Company Ltd. Audit Committee - NSE Strategic Investment Corporation Ltd. <b>Member</b> Stakeholders' Relationship Committee - Sundaram Finance Ltd. - Sundaram Finance Holdings Ltd. Corporate Social Responsibility Committee - Sundaram Finance Ltd. - Sundaram Asset Management Company Ltd. - Sundaram Finance Holdings Ltd. Information Technology Strategy Committee - Sundaram Finance Ltd. Nomination and Remuneration Committee - NSE Strategic Investment Corporation Ltd - Royal Sundaram General Insurance Co. Ltd. - Sundaram Business Services Ltd.	NIL	NIL

\* Companies incorporated or established in India