

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 EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of the Company will be held on Monday, 17th July 2017, at 1.15. 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 2017 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 2017 on the paid-up capital of ₹101.25 crore and the same be paid out of the profits for the year 2016-17 to the Members whose names appear on the Register of Members of the Company on 17th July 2017."

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."

5. Appointment of Auditors

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

"RESOLVED THAT M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Registration No.004207S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and be paid the following remuneration:

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|---|--|
| Statutory Audit | ₹22 lakh |
| Tax Audit | ₹6 lakh |
| Certification | Based on the nature and number of certificates |
| Service Tax | As applicable |
| Travelling and other Out-of-pocket expenses | Reimbursement at actuals |

SPECIAL BUSINESS:

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 Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company for borrowing (including by private

placement of non-convertible debentures), from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate amount so borrowed by the Company outstanding at any one time shall not exceed ₹15,000 crore (Rupees fifteen thousand crore only).”

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 ₹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

Date: 28th April 2017

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 Statement 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 28th April 2017 convening the Eighteenth Annual General Meeting

ITEM NO: 6

At the Seventeenth Annual General Meeting of the Company held on 21st July 2016, the Board of Directors were authorised under Section 180 (1) (c) of the Companies Act, 2013, to borrow monies, including by way of private placement of Non-Convertible Debentures, in excess of the Company's paid-up capital and free reserves up to an aggregate limit of ₹10,500 crore.

As at 31st March 2017, the aggregate borrowings of the Company including fixed deposits amounted to ₹6471 crore. Having regard to the growth in the volume of business during the current and subsequent Financial Years, the Company's demand for funds is expected to increase substantially. Hence, it is considered desirable to raise the limit of borrowing including by way of private placement of Non-Convertible Debentures to ₹15,000 crore (Rupees fifteen thousand crore only). The Board commends the Special Resolution proposed at Item No.6 for the approval of the Members.

MEMORANDUM OF INTEREST

None of the 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.7

The Company issued Non-Convertible Debentures (NCDs) by way of private placement for an aggregate amount of ₹939 crore in the Financial Year 2016-17 and it proposes to issue further NCDs up to ₹1,500 crore during the current Financial Year, 2017-18, 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 after the receipt of 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: 28th April 2017

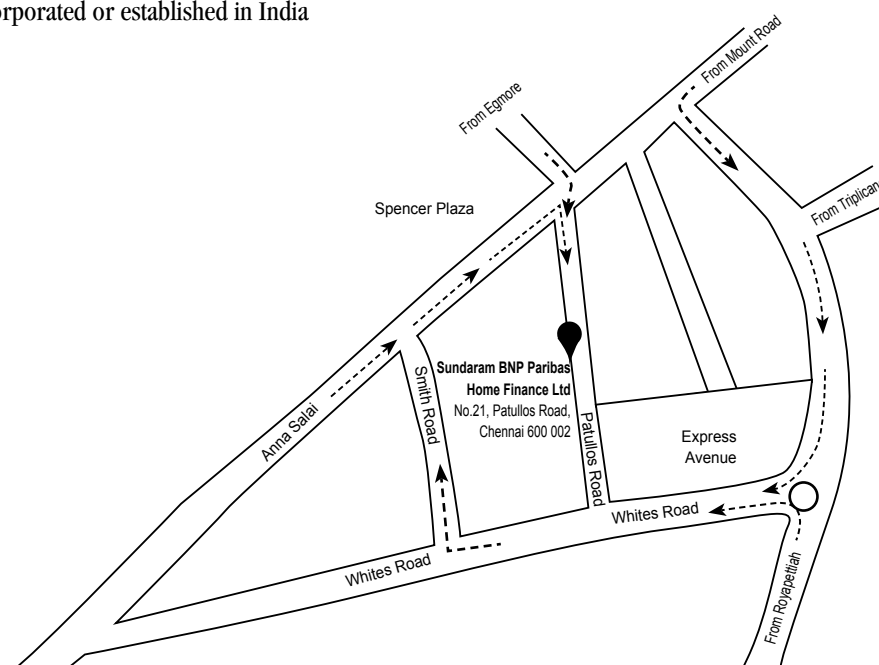
Registered Office: 21, Patullos Road, Chennai - 600 002

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

Item Nos. 3 & 4

| | | |
|---|---|---|
| Name of the Director | Mr. S. Viji | Mr. Srinivas Acharya |
| DIN | 00139043 | 00017412 |
| Date of Birth | June 7, 1946 | February 8, 1954 |
| Qualifications | B.Com., A.C.A, M.B.A. (USA) | B.Sc., C.A.I.I.B |
| Expertise in specific functional areas | Has over three decades of experience in banking, finance, insurance and road transport industry | Has over three decades of experience in banking and financial services |
| List of the Companies* in which directorships held as on 31st March 2017 | <p>Chairman</p> <ul style="list-style-type: none"> Sundaram Finance Ltd. <p>Managing Director</p> <ul style="list-style-type: none"> Brakes India Pvt. Ltd. <p>Director</p> <ul style="list-style-type: none"> Royal Sundaram General Insurance Co. Ltd. Sundaram Dynacast Pvt. Ltd. Sundaram Industries Pvt. Ltd. Sundaram Trustee Company Ltd. Sundaram Finance Holdings Ltd. T.V. Sundram Iyengar & Sons Pvt. Ltd. Wheels India Ltd. | <p>Director:</p> <ul style="list-style-type: none"> Infreight Logistics Solutions Ltd. Royal Sundaram General Insurance Co. Ltd. Sundaram Hydraulics Ltd. Sundaram Infotech Solutions Ltd. Sundaram Insurance Broking Services Ltd. Turbo Energy Pvt. Ltd. |
| Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2017 | <p>Chairman</p> <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> Wheels India Ltd. <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> Brakes India Pvt. Ltd. <p>Member</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Wheels India Ltd. | <p>Chairman</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Sundaram Hydraulics Ltd. Turbo Energy Pvt. Ltd. <p>Member</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Infreight Logistics Solutions Ltd. Sundaram Infotech Solutions Ltd. |

* Companies incorporated or established in India



| Route Map |
|--|
| 18th Annual General Meeting |
| Date : July 17, 2017 |
| Day : Monday |
| Time : 1:15 p.m. |
| Venue : Registered Office, No.21, Patullus Road, Chennai 600 002 |