



Notice of an Extraordinary General Meeting of the Members

Notice is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Wednesday, 27th September 2023 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:

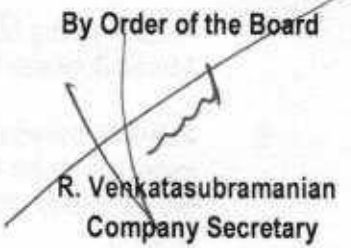
Special Business:

1. 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 14 of the Companies Act, 2013, read with Reg. 23(6) of the SEBI (Issue and Listing of Non Convertible Securities) Regulations, 2021 and other applicable provisions, the Articles of Association of the Company be and is hereby altered in the following manner:

After Article 13, the following Article shall be inserted: 13A. Subject to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Board of Directors shall appoint the person nominated by the Debenture Trustee(s) in accordance with Reg. 15(1) (e) of the SEBI (Debenture Trustees) Regulations, 1993, as a Nominee Director on the Board.

By Order of the Board


R. Venkatasubramanian
Company Secretary

Place: Chennai

Date: 01st September 2023

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

Sundaram Home Finance Limited

(Formerly known as Sundaram BNP Paribas Home Finance Limited)

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

Corporate Office: Sundaram Towers, 45, Whites Road, Chennai - 600 014, India Ph: 91 -44 -2851 5267/69

PAN: AADCS4826J CIN: U65922TN1999P-C042759

Website: www.sundaramhome.in | Tollfree: 1800 419 7722 | Email: corporateaffairs@sundaramhome.in



SUNDARAM HOME

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 last two Saturdays, during business hours up to the date of the Meeting and also at the venue of the Meeting.

Encl: Proxy Form

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 01st September 2023 convening the Extraordinary General Meeting

SPECIAL BUSINESS

Item No.1

Reg. 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, provides that the duties of the debenture trustee shall include appointment of a nominee director on the Board of the company, which is an issuer of debt securities, in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

The Securities and Exchange Board of India has, vide notification dated 2nd February, 2023, amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, requiring a company who is an issuer of debt securities, to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of Reg.15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors. For this purpose, it is proposed to amend the Articles of Association of the Company by inserting Article 13A after Article 13, with the approval of the Shareholders. Accordingly, the Special Resolution is submitted for your consent and the Board recommends that the Resolution be passed.

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**.

For Sundaram Home Finance Limited


R. Venkatasubramanian
Company Secretary

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