



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 Friday, 29th April 2022 at 3.00 p.m. at the Registered Office of the Company at 21, Patullos Road, Chennai - 600002 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bhavani Balasubramanian (DIN : 09194973) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 4th February 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 4th February 2022 to 4th February 2027, not subject to retirement by rotation.”

RESOLVED FURTHER THAT any Director / Company Secretary, be and are hereby authorised to file necessary documents with the Registrar of Companies and do all such acts and deeds as may be necessary in this regard.”

2. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahesh Parasuraman (DIN : 00233782) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 4th February 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 4th February 2022 to 4th February 2027, not subject to retirement by rotation.”

RESOLVED FURTHER THAT any Director / Company Secretary, be and are hereby authorised to file necessary documents with the Registrar of Companies and do all such acts and deeds as may be necessary in this regard.”

Sundaram Home Finance Limited





3. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Mahalingam (DIN : 00121727) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 4th February 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period from 4th February 2022 to 25th May 2024, co-terminus with his office as an Independent Director in the Board of Sundaram Finance Limited, not subject to retirement by rotation.”

RESOLVED FURTHER THAT any Director / Company Secretary, be and are hereby authorised to file necessary documents with the Registrar of Companies and do all such acts and deeds as may be necessary in this regard.”

By Order of the Board


R. Venkatasubramanian
Company Secretary

Place: Chennai

Date: 26th April 2022

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 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

Sundaram Home Finance Limited

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

Corporate Office: Sundaram Towers, 46, Whites Road, Chennai - 600 014, India Ph: 91 -44 -2851 5267/69

PAN: AADCS4826J CIN: U65922TN1999PLC042759

Website: www.sundaramhome.in | Toll Free Number : 1800 419 7722 | E-mail: corporateaffairs@sundaramhome.in



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated 26th April 2022 convening the Extraordinary General Meeting

Item No.1, 2 & 3

Mrs. Bhavani Balasubramanian, Mr. Mahesh Parasuraman and Mr. S. Mahalingam were appointed as Non-Executive Independent Directors of your Company with effect from 4th February 2022. Their particulars are annexed to the Notice.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Bhavani Balasubramanian, Mr. Mahesh Parasuraman and Mr. S. Mahalingam being eligible and offering themselves for appointment are proposed to be appointed as Independent Directors as stated in the respective Resolutions. Notices have been received from Members proposing them as Independent Directors. In the opinion of the Board, Mrs. Bhavani Balasubramanian, Mr. Mahesh Parasuraman and Mr. S. Mahalingam fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for their appointment as Independent Directors of the Company and are independent of the Management.

Copies of the draft letters of 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 and last two Saturdays during the business hours upto the date of the Meeting.

The Board considers that their continued association will be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of the Independent Directors, for the approval of the Members.

Memorandum of Interest

Mrs. Bhavani Balasubramanian, Mr. Mahesh Parasuraman and Mr. S. Mahalingam are deemed to have an interest with regard to their respective appointments. 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 **Special Resolution**.

By Order of the Board


R. Venkatasubramanian
Company Secretary

Place: Chennai
Date: 26th April 2022
Registered Office: 21, Patullos Road, Chennai 600 002

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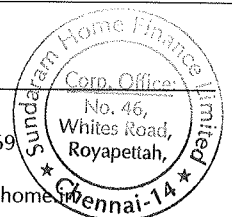


**Particulars of the Directors seeking appointment
at the Extraordinary General Meeting**

Item No. 1-3

Name of the Director	Mrs. Bhavani Balasubramanian	Mr. Mahesh Parasuraman	Mr. S. Mahalingam
DIN	09194973	00233782	00121727
Date of Birth	December 20, 1959	November 19, 1975	February 10, 1948
Qualifications	FCA, ACS	Bachelor of Commerce, AICWA, ACA	Bachelor's degree in Commerce (Honours), ACA
Expertise in specific functional areas	<ul style="list-style-type: none"> A chartered accountant and company secretary and had been a partner of Fraser & Ross and Deloitte Haskins & Sells with extensive experience in auditing variety of clients including listed companies and multi-nationals in different industries in India and abroad. She has more than four decades of audit experience including overseas experience. 	<ul style="list-style-type: none"> Specialist in Private Equity and Growth Capital investments. Corporate Finance professional with experience in investment banking (private equity syndication, mergers and acquisitions, valuations and business advisory) with a focus on the technology industry. 	Finance, IT and General Management
List of the Companies* in which directorships held as on 31 st March 2022	<p>Director</p> <ul style="list-style-type: none"> Sundaram Trustee Company Ltd. 	<p>Director</p> <ul style="list-style-type: none"> AAUM Investment Advisers Private Ltd. D2C Consulting Services Private Ltd. Wonderchef Home Appliance Private Ltd. Capital Small Finance Bank Ltd. 	<p>Director</p> <ul style="list-style-type: none"> Lucas-TVS Ltd Sundaram Finance Limited Kasturi & Sons Ltd TVS Supply Chain Solutions Ltd JSW Steel Limited Sundaram Fasteners Ltd Delphi-TVS Technologies Ltd CSI Publications (a Sec 8 Company) Nani Palkhivala Arbitration Centre (a Sec 8 Company) IIT Madras Research Park (a Sec 8 Company) Indian Institute of Information Technology and Management Kerala (a Sec 8 Company) LessonLeap Academy India Private Ltd. Veda Pata Nidhi Trust

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Name of the Director	Mrs. Bhavani Balasubramanian	Mr. Mahesh Parasuraman	Mr. S. Mahalingam
<p>Chairman/Member of the Committees of Boards of other companies* in which he is a Director as on 31st March 2022</p>	<p>Member</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Sundaram Trustee Company Ltd. <p>Risk Management Committee</p> <ul style="list-style-type: none"> Sundaram Trustee Company Ltd. 	<p>Chairman</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Wonderchef Home Appliance Private Ltd. <p>Member</p> <p>Audit Committee</p> <ul style="list-style-type: none"> D2C Consulting Services Private Ltd. <p>IPO Committee</p> <ul style="list-style-type: none"> Capital Small Finance Bank Ltd. <p>Corporate Governance Committee</p> <ul style="list-style-type: none"> D2C Consulting Services Private Ltd. 	<p>Chairman</p> <p>Audit Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd. Kasturi & Sons Ltd. TVS Supply Chain Solutions Ltd. <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> Kasturi & Sons Ltd. <p>Stakeholder Relationship Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd. <p>JSWSL ESOP</p> <ul style="list-style-type: none"> JSW Steel Ltd. <p>Share Allotment Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd. <p>Member</p> <p>Audit Committee</p> <ul style="list-style-type: none"> Sundram Fasteners Ltd. Lucas-TVS Ltd. <p>Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd. Lucas-TVS Ltd. TVS Supply Chain Solutions Ltd. Delphi-TVS Technologies Ltd. <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> Kasturi & Sons Ltd. TVS Supply Chain Solutions Ltd. <p>Risk Management Committee</p> <ul style="list-style-type: none"> Sundram Fasteners Ltd. <p>Project Review Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd. <p>Hedging Policy Review Committee</p> <ul style="list-style-type: none"> JSW Steel Ltd.

* Companies incorporated or established in India

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