

Sundaram 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

Email: compsec@sundaramhome.in Website : www.sundaramhome.in

NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th (Twenty Sixth) Annual General Meeting of the Members of Sundaram Home Finance Limited will be held on Friday, 27th June 2025 at 10.00 a.m. at the Registered Office of the Company at No.21, Patullos Road, Chennai 600 002, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and the Auditors thereon
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 2025 together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted."
2. To declare dividend on equity shares for the financial year ended 31st March 2025
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT a final dividend of Rs 3.31 /- per equity share (33.13 % on the face value of Rs. 10 /-each), as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March 2025 on the paid-up capital of Rs.101.25 Crs. and the same be paid to the shareholders, whose names appear on the Register of Members of the Company on 27th June 2025, making with the interim dividend of Rs. 2.73 /- per equity share (27.29% on the face value of Rs. 10/-), a total dividend of Rs 6.04 /- per equity share, amount of Rs. 61.18 Crs. representing the said total dividend of Rs. 6.04 /- per equity share

(60.42 % on the face value of Rs. 10/-) be paid out of the profits for the year 2024-25."

3. To re-appoint Mr. Harsha Viji as a Director, liable to retire by rotation
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Mr. Harsha Viji (DIN: 00602484) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To appoint M/s M. Srinivasan & Associates, Chartered Accountants as one of the Joint Statutory Auditors of the Company
To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT in accordance with the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and the guidelines issued by the Reserve Bank of India (RBI)/National Housing Bank (NHB) from time to time, the approval of the Members of the Company be and is hereby accorded, for the appointment of M/s. M. Srinivasan & Associates, Chartered Accountants, Chennai (Firm Registration No: 004050S) as one of the Joint Statutory Auditors of the Company, to hold office for a period of 3 years i.e., from the conclusion of this 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting to be held in the year 2028, subject to the firm satisfying the eligibility norms under Section 141 of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Joint Statutory Auditors from time to time, apart from certification fee, GST, and reimbursement of travelling and other out-of-pocket expenses to be incurred by them, in connection with the audit.”

SPECIAL BUSINESS:

5. To re-appoint Mr. Lakshminarayanan Duraiswamy as Managing Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof, for the time being in force, approval of the Members of the Company be and is here accorded for re-appointment of Mr. Lakshminarayanan Duraiswamy (DIN: 07988186) as the Managing Director of the Company, for a period of 5 five years with effect from 01st April, 2025 on the following terms:

Pay scale: Rs. 8,00,000/- to Rs.16,00,000/- per month

Annual increments, effective 1st April every year, as may be decided by the Board.

Commission: As may be determined by the Board, subject to a ceiling of 1% of the annual net profits of the Company.

PERQUISITES:

1. Housing:
 - i. a) The expenditure incurred by the Company on hiring unfurnished accommodation, subject to a ceiling of 60% of the salary over and above 10% payable by Mr. Lakshminarayanan Duraiswamy.
 - b) The expenditure incurred by the Company on gas, electricity and water, evaluated as per Income-tax Rules, 1962.
 - c) Furniture, furnishings and other utilities in accordance with the Rules of the Company, evaluated as per Income-tax Rules, 1962.

- ii. Wherever the Company does not provide accommodation, House Rent Allowance payable at 60% of the salary.
- iii. Where accommodation in a Company-owned house is provided, rent at 10% of the salary to be charged.
2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the Rules of the Company.
Explanation: “Family” means the spouse, dependent children and dependent parents of the appointee.
3. Personal Accident Insurance as per the Rules of the Company.
4. Leave Travel Assistance for self and family once a year in accordance with the Rules of the Company.
5. Payment of the Company’s contributions to Provident Fund/ Pension Fund/Superannuation Fund/Gratuity Fund and encashment of leave (at the end of the tenure) not to be included in the computation of remuneration or ceiling on the perquisites.
6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Provision of chauffeur-driven Company car.
8. Provision of telephone(s) at the residence.
9. Such other allowances, perquisites, benefits and amenities as may be provided by the Company to other senior executives from time to time.
10. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time, subject to the provisions of the Companies Act, 2013. For the purpose of calculating the ceiling, perquisites shall be evaluated as per the Income-tax Rules, 1962 wherever applicable, and, in the absence of any such rule, at actual cost. The remuneration and perquisites as above shall be subject to the ceiling laid down in Section 197 and any other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

Minimum remuneration:

Where in any financial year, during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration payable to him by way of salary, allowances and perquisites as noted above shall be subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time, and applicable to the Company.

RESOLVED FURTHER THAT the approval of the Members to the appointment of Mr. Lakshminarayanan Duraiswamy in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a second term of 5 (Five) consecutive years with effect from 1st April 2025 to 31st March 2030 not liable to retire by rotation.

FURTHER RESOLVED THAT any one of the Board of Directors and/or the Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint M/s. Damodaran & Associates LLP, Practising Company Secretaries as Secretarial Auditors of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-2030

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued thereunder from time to

time and applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to re-appoint M/s. Damodaran & Associates LLP, Practising Company Secretaries (Firm registration number: L2019TN006000) as Secretarial Auditors of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-2030.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby severally authorised to finalise the remuneration payable to the Secretarial Auditors from time to time, apart from certification fee, GST, and reimbursement of travelling and other out-of-pocket expenses to be incurred by them, in connection with the audit.”

By Order of the Board
For Sundaram Home Finance Limited

P. Subramanyam
Company Secretary

Place: Chennai

Date: 5th May 2025

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 to compsec@sundaramhome.in, 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 and Ordinary Business set out in the Notice is annexed hereto.
5. The Notice of the meeting is also posted on the website of the Company i.e., www.sundaramhome.in
6. The Register of Directors' and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested and such other relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members 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.
7. Information as required under paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings issued by the Institute of the Company Secretaries of India (ICSI) in respect of re-appointment of Mr. Lakshminarayanan Duraiswamy, Managing Director and Mr. Harsha Viji, Director is furnished and forms a part of the notice as Annexure A.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, annexed to the Notice dated June 2025 convening the Twenty Sixth Annual General Meeting

Item No. 4: To appoint M/s. M.Srinivasan & Associates, Chartered Accountants as one of the Joint Statutory Auditors of the Company

The Members at the 25th Annual General Meeting (AGM) held on 12th August 2024 approved the appointment of M/s. Varma & Varma, Chartered Accountants (Regn. No. 004532S), as Statutory Auditors of the Company for a term of three (3) consecutive years, from the conclusion of the 25th AGM until the conclusion of the 28th AGM to be held in the year 2027.

The Guidelines for Appointment of Statutory Auditors of Banks and NBFCs, issued by the Reserve Bank of India (RBI) vide their Notification dated 27th April 2021 (RBI Guidelines), inter alia stipulate that Non-Banking Finance Companies (including HFCs) with an asset size in excess of Rs.15,000 Cr. as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two independent Chartered Accountant firms.

Given the asset size of the Company as of 31st March 2025 is more than Rs.15,000 Crores, the Board of Directors after evaluating various factors such as industry experience, competency of the audit team, efficiency in conduct of audit and based on the recommendation of the Audit Committee, it is proposed to the members to appoint M/s. M.Srinivasan & Associates, Chartered Accountants (Firm Registration Number: 004050S), as the other Joint Statutory Auditors of the Company for a period of three years to hold office from the conclusion of this 26th AGM until the conclusion of the 29th AGM at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors.

M/s. M.Srinivasan & Associates, Chartered Accountants has consented to act as the Joint Statutory Auditor of the Company and have intimated that such appointment would be in accordance with the conditions prescribed in Section 139 of the Companies Act, 2013 ("the Act") and have also confirmed their eligibility to be appointed as Statutory Auditors, in terms of Section 141 of the Act and applicable rules and RBI/NHB Guidelines.

Memorandum of Interest:

None of the Directors or the Key Managerial Personnel of the Company and their relatives as per Section 2(77) of the Companies Act, 2013 are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item No.4 of this Notice.

Item No.5: To re-appoint Mr. Lakshminarayanan Duraiswamy as Managing Director of the Company

The shareholders at their 21st Annual General Meeting (AGM) held on 17th July 2020 appointed Mr. Lakshminarayanan Duraiswamy (DIN: 07988186) as the Managing Director of the Company w.e.f. 1st April 2020 for a period of 5 years and whose term as a Managing Director concluded on 31st March 2025.

Accordingly, the Board of Directors, at their meeting held on 26th March 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Lakshminarayanan Duraiswamy as Managing Director of the Company for a further period of 5 years i.e. from 01st April 2025 to 31st March 2030, on the terms and conditions, including the remuneration payable to him.

The Board considers that the appointment of Mr. Lakshminarayanan as Managing Director would be of immense benefit to the Company. His exemplary academic qualifications, coupled with an illustrious professional track record, including over a decade of leadership experience at Sundaram Asset Management Company Ltd and a five-year tenure as Managing Director of this Company, establish him as a leader of exceptional calibre. Accordingly, the Board recommends the Ordinary Resolution in relation to the re-appointment of Mr. Lakshminarayanan Duraiswamy as Managing Director of the Company for a second term of 5 (Five) consecutive years with effect from 1st April 2025 to 31st March 2030, for the approval of shareholders.

Memorandum of Interest:

None of the Directors or the Key Managerial Personnel of the Company and their relatives as per Section 2(77) of the Companies Act, 2013 except Mr. Lakshminarayanan Duraiswamy are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.5 of this Notice.

By Order of the Board
For Sundaram Home Finance Limited

P. Subramanyam
Company Secretary

Place: Chennai

Date: 5th May 2025

**Particulars of the Director seeking re-appointment / appointment
at the Twenty Sixth Annual General Meeting**

Annexure-A

ITEM NO. 3 & 5

Name of the Director	Mr. Harsha Viji	Mr. Lakshminarayanan Duraiswamy
DIN	00602484	07988186
Age	49 Years	55 Years
Qualifications	B.Com., ACA, MBA (Ann Arbor, Michigan)	1. Post Graduate Diploma in Business Administration from Loyola Institute 2. GRAD CMA 3. Commerce Graduate from the University of Madras
Expertise in specific functional areas	Has more than 2 decades experience in areas of specialization particularly, strategy formulation, joint venture negotiations, new business development etc. Formerly with McKinsey & Company and Price Water house.	He brings a diverse background in financial services, including over 3 years in Consumer Finance at Citibank and more than 14 years with GE, where he held various roles across multiple financial divisions in India and overseas. This was followed by over a decade at Sundaram Asset Management Company Ltd. and 5 years with Sundaram Home Finance Limited.
Terms and conditions of appointment or reappointment / revision in remuneration	Retiring by rotation and being eligible offers himself for re-appointment, subject to the approval of Members at the 26th Annual General Meeting.	Re-appointment as Managing Director of the Company for a further period of 5 years i.e. from 01st April 2025 to 31st March 2030 on the terms and conditions, including the remuneration payable to him.
Proposed remuneration	NIL	Salary: 2.76 crores Annual Commission: As decided by the Board for FY 2025-26
Last drawn remuneration	NIL	Salary: Rs. 2.52 crores Annual Commission: Rs. 0.92 crores
Date of First Appointment on Board	24/01/2020	25/10/2019
Shareholding in the Company	NIL	NIL

Disclosure of relationships with other directors, Manager and KMP of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors, Manager and other Key Managerial Personnel of the Company
Number of the Meetings of Board of Directors Attended during the year i.e., (2024-25)	8 (Eight) out of 9 (Nine) meetings held	9 (Nine) out of 9 (Nine) meetings held
Directorships in other Companies (excluding foreign companies)	Director Sundaram Finance Ltd. Sundaram Asset Management Company Ltd. Royal Sundaram General Insurance Co. Ltd. Sundaram Finance Holdings Ltd. Trichur Sundaram Santhanam & Family Private Ltd. Azorius Holdings Private Ltd. Sundaram Alternate Assets Ltd.	Director Sundaram Alternate Assets Limited.
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Chairman Asset Liability Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Royal Sundaram General Insurance Co. Ltd. Sundaram Asset Management Co. Ltd. Investment Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Royal Sundaram General Insurance Co. Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Sundaram Asset Management Co. Ltd. Member Audit Committee <ul style="list-style-type: none"> Sundaram Asset Management Co. Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Sundaram Finance Holdings Ltd. Royal Sundaram General Insurance Co. Ltd. Sundaram Alternate Assets Ltd. Investment Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. 	Chairman Credit Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd. Member Asset Liability Management Committee <ul style="list-style-type: none"> Sundaram Finance Ltd. Audit Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd. Corporate Social Responsibility Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd. Nomination & Remuneration Committee <ul style="list-style-type: none"> Sundaram Alternate Assets Ltd.



SUNDARAM HOME

Sundaram 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

Email: compsec@sundaramhome.in Website: www.sundaramhome.in

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING

ON FRIDAY, 27TH JUNE 2025 AT 10.00 A.M AT 21, PATULLOS ROAD, CHENNAI 600 002

Folio No..... DP ID No Client ID No.....

Name of the Member Signature.....

Name of the Proxy holder..... Signature.....

1. Only Member/Proxy holder can attend the Meeting
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No/ Client Id : DPIDNo:

I/We, being the member(s) of shares of Sundaram Home Finance Limited, hereby appoint

1. Name : E-mail Id:
Address:.....
..... Signature:

or failing him

2. Name : E-mail Id:
Address:.....
..... Signature:

or failing him

3. Name : E-mail Id:
Address:.....
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, 27th June 2025 at 10.00 AM at 21, Patullos Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and the Auditors thereon
2. To declare dividend on equity shares for the financial year ended 31st March 2025
3. To re-appoint Mr. Harsha Vijji as a Director, liable to retire by rotation
4. To appoint M/s. M. Srinivasan & Associates, Chartered Accountants as one of the Joint Statutory Auditors of the Company

Special Business:

5. To re-appoint Mr. Lakshminarayanan Duraiswamy as Managing Director of the Company
6. To appoint M/s. Damodaran & Associates LLP, Practising Company Secretaries as Secretarial Auditor of the Company for an audit period of 5 years commencing from FY 2025-26 till FY 2029-2030.

Affix
Revenue
Stamp

Signed this..... day of..... 2025

Signature of shareholder..... Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002, not less than 48 hours before the commencement of the Meeting

Route Map

