

Sundaram Finance Holdings Limited

CIN: L65100TN1993PLC025996

Registered Office: 21 Patullos Road, Chennai 600 002

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www.sundaramholdings.in

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Shareholders of the Company will be held on Monday, the 15th July 2019, at 10.00 A.M. at the “Kasturi Srinivasan Building” (Mini Hall – The Music Academy), New No.168, Old No.306, TTK Road, Chennai 600 014, to transact the following business:

ORDINARY BUSINESS

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

“**RESOLVED** that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company, for the year ended 31st March 2019 and the Board’s and Auditors’ Reports thereon, be and are hereby approved and adopted.”

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

“**RESOLVED** that a dividend of ₹1.75 per share (35% on the face value of ₹5/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2019 on the paid-up capital of ₹75.55 cr. and the same be paid to shareholders whose names stand on the Register of Members of the Company on 1st July 2019 and that the dividend amount of ₹26.44 cr. representing the said dividend of ₹1.75 per share (35% on the face value of ₹5/-) be paid out of the profits for the year 2018-19.

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

“**RESOLVED** that Sri T.T. Srinivasaraghavan (holding DIN: 00018247), the retiring Director, be and is hereby

re-elected as Director of the Company, liable for retirement by rotation.”

SPECIAL BUSINESS

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

“**RESOLVED** that pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for the re-classification of the status of Sri Barath Rengarajan, person belonging to the promoter group, as public.”

“**FURTHER RESOLVED** that the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the stock exchange(s) and take all other steps in this regard.”

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

“**RESOLVED** that Sri Srivats Ram (holding DIN: 00063415) be and is hereby appointed as a Director of the Company, liable for retirement by rotation.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED** that pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, read with Section 197 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Company be and is hereby accorded for payment of remuneration in the form of commission of ₹5.00 lakhs to Sri R. Venkatraman, Independent Director, for the financial year 2018-19.

“**FURTHER RESOLVED** that the Board of Directors and Key Managerial Personnel of the Company be and are hereby

severally authorised to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

By Order of the Board

Chennai 600 002
17.05.2019

P.N. SRIKANT
Secretary & Compliance Officer

NOTE:

This Notice is being sent to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 7th June 2019.

1. Appointment of Proxy

A member entitled to attend and vote is entitled to appoint a proxy 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 forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on behalf of not more than fifty (50) members holding in the aggregate not more than 10% of the total share capital of the Company.

2. Book Closure

The register of members and share transfer books of the Company will remain closed from 2nd July 2019 to 15th July 2019 (both days inclusive). The dividend, if declared at the meeting, will be paid on 16th July 2019.

3. Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

The Board of Directors has appointed Sri T.K. Bhaskar, Partner, HSB Partners, Advocates, Chennai, as the

Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.

It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available at the link www.evotingindia.com during the following voting period:

The remote e-voting would commence on Wednesday, the 10th July 2019 (9:00 am) and end on Sunday, the 14th July 2019 (5:00 pm).

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 8th July 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 14th July 2019. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 8th July 2019. Only those persons, whose name are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (8th July 2019), shall be entitled to avail the facility of remote e-voting / voting at the venue through polling paper.

Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holds

shares as on the cut-off date for remote e-voting i.e. 8th July 2019, may obtain the login Id and password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.4 (ii).

The facility for voting either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members intending to vote at the venue are requested to bring their photo identity card.

The procedure and instructions for e-voting is furnished in this notice.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of e-voting / poll, will be announced by the Company on its website – www.sundaramholdings.in within 48 hours of the conclusion of the AGM.

4. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for ECS / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and
- Avail nomination facility.

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective depository participants (DP)
and
- (ii) shareholders holding shares in physical mode can approach M/s. Cameo Corporate Services Limited,

our Registrar & Share Transfer Agent, 'Subramanian Building', No 1 Club House Road, Chennai 600 002, Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com.

5. Members who are holding shares in physical form are requested to avail dematerialisation facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website www.nSDL.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item 4

Pursuant to the amendment made by Securities and Exchange Board of India to Regulation 31A – 'Conditions for re-classification of any person as promoter / public' of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) vide notification dated 16th November 2018, permitting re-classification of the status of promoters/ persons belonging to the promoter group as 'public', the Company has received a request from Sri Barath Rengarajan, person belonging to promoter group, seeking re-classification of his status as 'public', subject to necessary approvals.

Sri Barath Rengarajan, as part of his rationale for seeking such re-classification, has cited family related commitments as the reason for disinvesting his shares from time to time, which requires him to comply with complex regulatory requirements, resulting in considerable loss of time and return. He has also stated that he had been categorised as a person belonging to the promoter group only by virtue of his status as a promoter in Sundaram Finance Limited, the promoter of Sundaram Finance Holdings Limited and he did not have any participation in the day-to-day operations of the Company. Further, Sri Barath Rengarajan:

- i. holds only 0.3099% voting rights in the Company;
- ii. does not have any participation in the day-to-day operations and therefore does not exercise control over the affairs of the Company directly or indirectly;

- iii. does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. is not represented on the board of directors of the Company in any manner;
- v. does not act as a key managerial person in the Company;
- vi. is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- vii. is not a fugitive economic offender.

As required under Reg.31A.(3).(a).(ii) of the LODR Regulations, the Board of Directors of the Company, at its meeting held on 29th March 2019, considered Sri Barath Rengarajan's request and approved the same for being placed before the shareholders at the ensuing Annual General Meeting for approval. Further, as required under Reg.31A.8 of the LODR Regulations, the request letter received from Sri Barath Rengarajan and the extract of the Board Resolution have been submitted to the National Stock Exchange of India Limited.

The Board of Directors of the Company is of the view that the request made by Sri Barath Rengarajan is fair and legitimate. Further, Sri Barath Rengarajan is not disqualified from seeking such re-classification under any of the points mentioned under Reg.31A.(3).(b) of the LODR Regulations. Accordingly, the enclosed draft Ordinary Resolution, approving the re-classification of the status of Sri Barath Rengarajan, member of the promoter group, as 'public', is submitted for consideration of the shareholders and the Board recommends that the resolution be passed.

Interest of Directors

None of the Directors of the Company is interested in the resolution.

Item 5

Sri Srivats Ram, aged 49 years, was co-opted as a Director of your Company with effect from 27th August 2018. His particulars are annexed to the notice.

Under Section 161 of the Companies Act, 2013, he holds office as Additional Director upto the date of the Annual General Meeting. After taking into account the eligibility criteria, as well as the

experience and expertise of Sri Srivats Ram, the Nomination and Remuneration Committee has recommended his appointment as a Director on the Board. Notice has also been received from a member intimating his intention to propose the appointment of Sri Srivats Ram as a Director at the ensuing Annual General Meeting. The Board of Directors considers that his appointment as a Director will be in the interests of the Company and recommends the acceptance of the resolution.

Interest of Directors

Sri Srivats Ram, Director, is interested in the above resolution relating to his appointment as a Director of the Company.

Item 6

At the Board Meeting held on 17th May 2019, the Board of Directors has recommended a commission of ₹5.00 lakhs to Sri R. Venkatraman, Chairman, Audit Committee, for the financial year 2018-19. Under Reg.17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders through Special Resolution is required every year, in which the annual remuneration payable to a single non-executive director exceeds 50% of the total annual remuneration payable to all non-executive directors. The Company does not pay any other form of remuneration to any of the Non-executive Directors, except payment of sitting fees to the Independent Directors for attending meetings of the Board and its Committees.

Accordingly, the enclosed draft Special Resolution, approving the commission payable to Sri R. Venkatraman, is submitted for consideration of the shareholders and the Board recommends that the resolution be passed.

Interest of Directors

Sri R. Venkatraman, Director, is deemed to be interested in the above resolution.

By Order of the Board

Chennai 600 002

P.N. SRIKANT

17.05.2019

Secretary & Compliance Officer

Particulars of the Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)

ITEMS 3 & 5

Name of Director	Sri T.T. Srinivasaraghavan	Sri Srivats Ram
DIN	00018247	00063415
Date of Birth	19.01.1955	20.02.1970
Expertise in specific functional areas	Has nearly 4 decades of experience in Banking and Financial Services. Has held various operational roles in the Company and brings to bear in-depth knowledge of automotive financing.	Has more than 25 years of experience in the automotive industry.
Qualifications	B.Com., MBA (Gannon University, USA)	B.A. (Economics) MBA (Case Western Reserve University, USA)
List of other public companies in which directorship held as on 31st March 2019	Director - Sundaram Finance Limited - Sundaram Asset Management Company Limited - Sundaram BNP Paribas Home Finance Limited - Royal Sundaram General Insurance Co. Limited - Sundaram Business Services Limited - Sundaram BNP Paribas Fund Services Limited - NSE Investments Limited - Sundaram BPO India Limited	Director - Wheels India Limited - Axles India Limited - Maham Holdings Limited - WIL Cars Wheels Limited - Sundaram Hydraulics Limited - Enfluence Technologies Limited
Chairman / Member of the Committees of the Board of other public companies in which he is a Director as on 31st March 2019	Chairman Sundaram Finance Limited - Risk Management Committee & Asset Liability Management Committee Sundaram Asset Management Company Limited - Nomination and Remuneration Committee Sundaram BNP Paribas Home Finance Limited - Nomination and Remuneration Committee & Executive Committee Royal Sundaram General Insurance Co. Limited - CSR Committee and Investment Committee	Chairman Wheels India Limited - CSR Committee
	Member Sundaram Finance Limited - Stakeholders Relationship Committee, CSR Committee & Information Technology Strategy Committee Sundaram Asset Management Company Limited - CSR Committee Sundaram BNP Paribas Home Finance Limited - Audit Committee Royal Sundaram General Insurance Co. Limited - Audit Committee, Risk Management Committee & Nomination and Remuneration Committee Sundaram Business Services Limited - Nomination and Remuneration Committee NSE Investments Limited - Audit Committee & Nomination and Remuneration Committee	Member Axles India Limited - Stakeholders Relationship Committee
Shareholding as on 31st March 2019:		
(a) held individually	–	17,01,322 shares
(b) held as Karta of HUF	1,23,192 shares	77,200 shares
(c) held jointly with others	3,26,376 shares	–
(d) held as Trustee	1,10,000 shares	–
Relationship with other Directors	–	–

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10th July 2019 (9:00 A.M.) and ends on 14th July 2019 (5:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th July 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

