

# Sundaram Finance Limited

CIN: L65191TN1954PLC002429

Registered Office: 21 Patullos Road, Chennai 600 002

Tel: 044 2852 1181, Fax: 044 2858 6641

Email: investorservices@sundaramfinance.in

www.sundaramfinance.in

## NOTICE

Notice is hereby given that the 66th Annual General Meeting of the Shareholders of the Company will be held on Friday, the 19th July 2019, at 10.00 A.M. at 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 final dividend of ₹7.50/- per share (75% on the face value of ₹10/-) and an additional special dividend of ₹5/- per share (50% on the face value of ₹10/-) as recommended by the Directors, be and is hereby declared for the financial year ended 31st March 2019 on the paid-up capital of ₹111.10 cr. and the same be paid to shareholders, whose names stand on the Register of Members of the Company on 4th July 2019, making with the interim dividend of ₹5.00 per share (50% on the face value of ₹10/-), a total dividend of ₹17.50/- per share (175% on the face value of ₹10/-) for the year 2018-19 and that the total dividend amount of ₹194.43 cr. representing the said total dividend of ₹17.50/- per share (175% on the face value of ₹10/-) 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 S. Ravindran (holding DIN:00045076), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

4. 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

5. 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, promoter, 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.”

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

“**RESOLVED** that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri R. Raghuttama Rao (holding DIN: 00146230), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 1st April 2019 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri R. Raghuttama Rao as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto March 31, 2024, not liable to retire by rotation”

By Order of the Board

Chennai 600 002  
30.05.2019

**P VISWANATHAN**  
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 14th 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 5th July 2019 to 19th July 2019 (both days inclusive). The dividend, if declared at the meeting, will be paid on or after 20th July 2019.

### 3. Unclaimed and Unpaid Dividends

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and other relevant provisions,

- (a) the Company has transferred the unclaimed and unpaid dividends for the financial years 1995-96 to Interim Dividend 2011-12, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- (b) the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 20th July 2018 (date of last Annual General Meeting) on the website of the Company ([www.sundaramfinance.in](http://www.sundaramfinance.in)), as also on the Ministry of Corporate Affairs (MCA) website; and
- (c) the Company has transferred the relevant equity shares of the shareholders who have not claimed the dividend for seven consecutive years or more, to the demat account of Investor Education and Protection Fund Authority.

### 4. 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](http://www.evotingindia.com) during the following voting period:

**The remote e-voting would commence on Sunday, the 14th July 2019 (9:00 am) and end on Thursday, the 18th 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 11th July 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 18th 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 11th July 2019. Only those persons, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (11th 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. 11th July 2019, may obtain the login Id and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact our Registrar & Share Transfer Agent at the address mentioned on Note no.5 (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 / proxies 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.sundaramfinance.in](http://www.sundaramfinance.in) within 48 hours of the conclusion of the AGM.

### 5. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for NACH / 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 – Tel. No. 044 2846 0390 - 0395, Email: [investor@cameoindia.com](mailto:investor@cameoindia.com)

6. Queries relating to the Annual Report of the Company may be addressed to [agm@cameoindia.com](mailto:agm@cameoindia.com).
7. 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](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website: [www.cdslindia.com](http://www.cdslindia.com).

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### SPECIAL BUSINESS

#### ITEM 5

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, promoter, 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 promoter only by virtue of ancestral association and he did not have any participation in the day-to-day operations of the Company.

Further, Sri Barath Rengarajan:

- i. holds only 0.4154% 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, promoter, 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 6

Sri R. Raghuttama Rao, aged 56 years, was co-opted as a Non-Executive Independent Director of your Company with effect from 01.04.2019. His particulars are annexed to the notice. Under Section 161 of the Companies Act, 2013, he holds office as Additional Director up to the date of the Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Reg. 16(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri R. Raghuttama Rao, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years as mentioned in the Resolution. Notice has been received from a member proposing him as an Independent Director.

In the opinion of the Board, Sri R. Raghuttama Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Independent Director, for the approval by the shareholders of the Company.

#### INTEREST OF DIRECTORS

Sri R. Raghuttama Rao, Director, is interested in the above resolution relating to his appointment as a Director of the Company.

By Order of the Board

Chennai 600 002  
30.05.2019

**P VISWANATHAN**  
Secretary & Compliance Officer d

**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, 4 & 6**

Name of Director	<b>Sri S Ravindran</b>	<b>Sri T T Srinivasaraghavan</b>	<b>Sri R Raghuttama Rao</b>
DIN	00045076	00018247	00146230
Date of Birth	November 28, 1951	January 19, 1955	May 10, 1963
Expertise in specific functional areas	Has 4 decades of experience in Finance and Engineering.	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 over 3 decades of work experience spanning Manufacturing, Financial Markets, Public Policy and Management Consulting.
Qualifications	B.Com., A.C.A	B.Com., MBA (Gannon University, USA)	B.Tech. (Mech. Engg.) – IIT Madras, CMA – ICWAI, P.G.D.M. – IIM Ahmedabad
List of other public companies in which directorship held as on 31st March 2019	<b>Director:</b> - ABI-Showatech (India) Ltd - Brakes India Senior Officers' Welfare Association Ltd.	<b>Chairman:</b> - Sundaram Finance Holdings Limited <b>Director:</b> - 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
Chairman/Member of the Committees of the Board of other public companies in which he is a Director as on 31st March 2019		<b>Chairman:</b> <a href="#">Sundaram Asset Management Company Limited</a> - Nomination and Remuneration Committee <a href="#">Sundaram BNP Paribas Home Finance Limited</a> - Nomination and Remuneration Committee & Executive Committee <a href="#">Royal Sundaram General Insurance Co. Limited</a> - CSR Committee & Investment Committee	
	<b>Member:</b> <a href="#">ABI-Showatech India Ltd</a> - CSR Committee	<b>Member:</b> <a href="#">Sundaram Finance Holdings Limited</a> - CSR Committee, Stakeholders Relationship Committee & Investment Committee <a href="#">Sundaram Asset Management Company Limited</a> - CSR Committee <a href="#">Sundaram BNP Paribas Home Finance Limited</a> - Audit Committee <a href="#">Royal Sundaram General Insurance Co. Limited</a> - Audit Committee, Nomination and Remuneration Committee & Risk Management Committee <a href="#">Sundaram Business Services Limited</a> - Nomination and Remuneration Committee <a href="#">NSE Investments Limited</a> - Audit Committee & Nomination and Remuneration Committee	<b>Member:</b> <a href="#">Wheels India Limited</a> - Audit Committee & Nomination and Remuneration Committee
Shareholding as on 31st March 2019			
(a) held individually	4,91,360 shares	Nil	Nil
(b) held as Karta of HUF	Nil	1,23,192 shares	Nil
(c) held jointly with others	1,36,342 shares	3,26,376 shares	Nil
(d) held as Executor / Trustee	Nil	1,10,000 shares	Nil
Relationship with other Directors	–	–	–



**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 14th July 2019 (9:00 A.M.) and ends on 18th July 2019 (5:00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 11th 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

