

## NOTICE OF THE 21st ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

**NOTICE** is hereby given that the 21st Annual General Meeting of the shareholders of Sundaram Asset Management Company Limited will be held on Friday, 30th day of June 2017 at 3:00 p.m. at the Corporate Office, I & II Floor, Sundaram Towers, 46, Whites Road, Royapettah, Chennai - 600 014 to transact the following business:

### ORDINARY BUSINESS:

- To consider and approve the audited financial statements of the Company for the year ended March 31, 2017 and to consider the Directors' Report and Auditors' report thereon.
- To declare Dividend, if any.
- To elect a Director in the place of **Mr. T T Srinivasaraghavan** (holding DIN: 00018247), who retires by rotation and being eligible offers himself for re-election.
- To appoint M/s. Suri & Co., Chartered Accountants, (Registration No.004283S) as Statutory Auditors [in the place of M/s. Brahmayya & Co., Chartered Accountants (Registration No. 000511S), Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting], to hold office from the conclusion of this (21st) meeting until the conclusion of the next (22nd) Annual General meeting of the Company on a remuneration of Rs.8,50,000/- towards Statutory Audit Fees, Rs.3,40,000/- towards tax audit and certification fees on actual basis, exclusive of Service Tax and out of pocket expenses, if any.

### SPECIAL BUSINESS:

- 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 and 203 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its approval and consent to the re-appointment of Mr. Harsha Viji (holding DIN: 00602484) as Managing Director, for a period of 5 years with effect from 1st July 2017 without any remuneration."
- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:  
**"RESOLVED** that pursuant to Sections 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act), consent of the Company be and is hereby accorded for variation in the terms of remuneration of Mr. Sunil Subramaniam, (holding DIN: 07222050) Chief Executive Officer as under:

|                                       |  |
|---------------------------------------|--|
| <b>Commission / Performance Bonus</b> | <p><b>For the Financial Year 2016-17:</b><br/>Exceeding 2% but upto 3% of the net profits of the Company.</p> <p><b>For the Financial Year 2017-18:</b><br/>Subject to a ceiling of 3% on the net profits of the Company the quantum whereof to be determined by the Board of Directors / Nomination and Remuneration Committee.</p> |
| <b>Perquisites</b>                    | Ceiling of 150% of annual salary shall be exclusive of stock options granted by Sundaram Finance Limited, the Holding Company.   |

**FURTHER RESOLVED** that all other terms and conditions, as approved earlier, remain unchanged."

By Order of the Board

**P Sundararajan**

Company Secretary

Date: 10-May-2017

Place: Chennai

### NOTE

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxy forms should be lodged at the registered office of the company at least 48 hours before the date of the meeting.
- The relative explanatory statement to notice pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the notice is annexed hereto.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

At the Annual General Meeting held on 25th June 2012, Mr Harsha Viji was appointed as Managing Director for a period of 5 years with effect from 1st July 2012 without any remuneration.

Based on the recommendations of the Nomination and Remuneration Committee, your Board of Directors at the meeting held on 20th March 2017, re-appointed Mr Harsha Viji as Managing Director for a period of 5 years with effect from 1st July 2017. Mr Harsha Viji is also the Deputy Managing Director of Sundaram Finance Limited and his remuneration has been paid by Sundaram Finance Limited. Hence, the present proposal is submitted for his re-appointment.

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 Managing Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Managing Director for the approval by the shareholders of the Company.

**INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Except Mr Harsha Viji, Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

**Item No. 6**

At the Extra-ordinary General Meeting held on August 14, 2015, Mr Sunil Subramaniam was appointed as Whole-time Director and designated as Chief Executive Officer for a period of 3 years with effect from June 26, 2015 and for the payment of remuneration to him effective from April 01, 2015.

Taking into consideration the good performance made by the company, the Nomination and Remuneration Committee and the Board of Directors enhanced the fixed pay and performance bonus to all the Employees. The Board also recommended a commission of Rs.1.00 cr. for the year 2016-17 to Mr. Sunil Subramaniam, Chief Executive Officer. As the quantum of commission payable to him exceeds the ceiling of 2% approved by the Members, it is now proposed to increase the ceiling limit from 2% to 3%.

It is also proposed to modify the provisions relating to perquisites in such a manner that the ceiling of 150% of annual salary shall be exclusive of stock options granted by Sundaram Finance Limited, the Holding Company.

All other terms and conditions of his appointment as the Chief Executive Officer of the Company as approved earlier, shall remain unchanged.

**INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Except Mr Sunil Subramaniam, Chief Executive Officer, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

By Order of the Board

Date: 10-May-2017

**P Sundararajan**

Place: Chennai

Company Secretary

Regd. Office: No. 21, Patullos Road, Chennai 600 002 CIN: U93090TN1996PLC034615

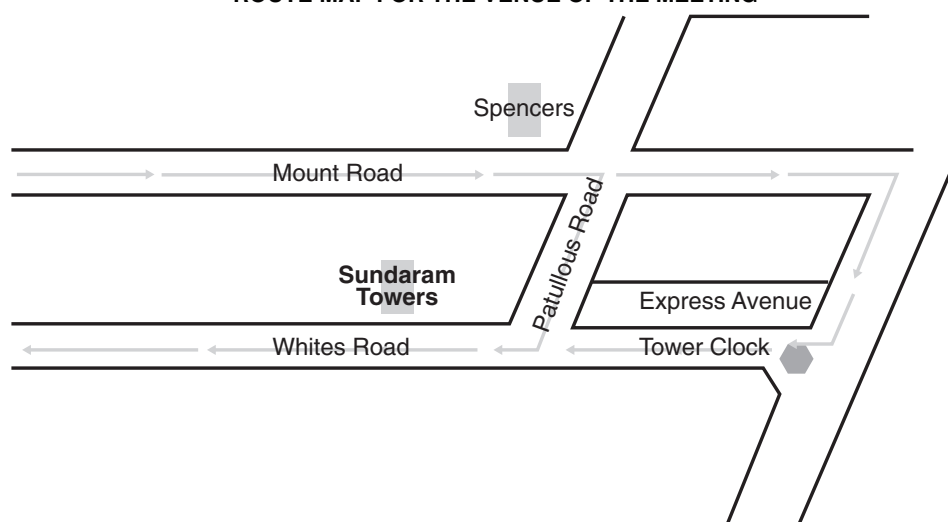
www.sundarammutual.com Call Toll-free: 1800 103 7237 Fax: +91 44 2858 3156

## ANNEXURE TO EXPLANATORY STATEMENT

## Particulars of the Whole Time Directors proposed to be appointed / re-appointed pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India

|   |  |  |
|---|--|--|
| <b>Name of the Director</b>   | Mr Harsha Viji   | Mr. Sunil Subramaniam  |
| <b>DIN</b>  | 00602484   | 07222050   |
| <b>Date of Birth and age</b>  | August 28, 1975; 41 years  | July 27, 1960; 56 years  |
| <b>Qualification</b>  | B.Com., ACA, MBA (Ann Arbor, Michigan)   | MBA, M.Sc, CAIIB,<br>Dip. In Business Finance<br>Certified Treasury Manager<br>Certified Credit Risk Professional    |
| <b>Experience</b>   | Has 15 years of experience in strategy formulation, joint venture negotiations and new business development  | Has a total experience of over 31 years in the financial services sector.  |
| <b>Terms and Conditions of re-appointment</b>                                       | As provided in the Resolution and Explanatory Statement  | As provided in the Resolution and Explanatory Statement  |
| <b>Details of remuneration sought to be paid</b>                                    | Nil  |  |
| <b>Details of remuneration paid</b>   | Nil  | Rs.2.70 cr. payment of commission / performance bonus exceeding 2% of net profits is subject to approval by members. |
| <b>Date of first appointment in the Board</b>                                       | May 15, 2012   | June 26, 2015  |
| <b>Shareholding in the Company</b>  | Holding 1 share jointly with others as nominee of Sundaram Finance Limited   | Nil  |
| <b>Relationship with other Directors / Manager / other Key Managerial Personnel</b> | None   | None   |
| <b>No. of Board meetings attended during FY 2016-17</b>                             | Five   | Six  |
| <b>Other Directorships</b>  | <b>Deputy Managing Director:</b><br>Sundaram Finance Limited<br><b>Director:</b><br>Flometallic India Private Limited<br>Royal Sundaram General Insurance Company Limited<br>Association of Mutual Funds in India<br>Sundaram Finance Holdings Limited | <b>Director:</b><br>Sundaram Asset Management<br>Singapore Pte. Ltd.   |
| <b>Chairmanship / Membership of Committees of Other Boards</b>                      | <b>Member:</b><br>Audit Committee,<br>Sundaram Finance Holdings Limited  |  |

## ROUTE MAP FOR THE VENUE OF THE MEETING



**Attendance Slip****Sundaram Asset Management Company Limited**

Regd. Office: 21, Patullos Road, Chennai - 600 002.

*(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)*

Folio no. ....

I hereby record my presence at the 21st Annual General Meeting of the Company being held on Friday, June 30, 2017 at 3:00 p.m. at Corporate Office: I & II Floor, Sundaram Towers, 46, Whites Road, Chennai 600 014.

Name of the Shareholder: .....

Name of the Proxy: .....

*(To be filled in case the proxy attends instead of shareholder)***Signature of the Shareholder / Proxy****Sundaram Asset Management Company Limited**

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

Corporate Office: I &amp; II Floor, Sundaram Towers, 46, Whites Road, Chennai 600 014.

CIN: U93090TN1996PLC034615, Toll Free 1800 103 7237, Fax: +91 44 2841 8108 www.sundarammutual.com

**Form No. MGT-11****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:.....

Folio No/ Client Id:..... DP ID:..... E-mail Id:.....

I/We being the member (s) of ..... shares of Sundaram Asset Management Company Limited, hereby appoint:

**1** ....., residing at..... having E-mail Id:.....

Signature:....., or failing him

**2** ....., residing at..... having E-mail Id:.....

Signature:....., or failing him

**3** ....., residing at..... having E-mail Id:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual general meeting / Extraordinary general meeting of the company, to be held on June 30, 2017 at 3:00 p.m at I & II Floor, Sundaram Towers, 46, Whites Road, Chennai 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution Nos: 1)** To consider and approve the audited financial statements of the Company for the year ended March 31, 2017 and to consider the Directors' Report and Auditors' report thereon. **2)** To declare Dividend, if any. **3)** To elect a Director in the place of Mr. T T Srinivasaraghavan (DIN:00018247), who retires by rotation and being eligible offers himself for re-election. **4)** To appoint M/s Suri & Co., Chartered Accountants, Chennai (Registration No.004283S) as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General meeting and to fix their remuneration. **5)** To re-appoint Mr. Harsha Viji (DIN:00602484) as Managing Director. **6)** To consider variation in the terms of remuneration of Mr Sunil Subramaniam, Chief Executive Officer (DIN:07222050).

Affix  
Revenue  
Stamp

Signed this.....day of..... 20.....

Signature of Member.....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, not less than 48 hours before the commencement of the Meeting.*