

NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the 2nd Annual General Meeting of the shareholders of Sundaram Alternate Assets Limited will be held on Friday, the 28th June 2019 at 10:30 a.m. at the Corporate Office, 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 31st March 2019 and to consider the Directors' Report and Auditors' report thereon.
- To elect a Director in the place of **Mr. Harsha Viji** (holding DIN: 00602484), who retires by rotation and being eligible offers himself for re-election.
- To elect a Director in the place of **Mr. Lakshminarayanan Duraiswamy** (holding DIN: 07988186), who retires by rotation and being eligible offers himself for re-election.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013, Mr. Vijayendiran Rao holding DIN: 07997232 be and is hereby appointed as Wholetime Director designated as Chief Executive Officer of the Company for a term of 3 years with effect from 21st December 2018 on the terms of remuneration as set out hereunder:

Salary	Rs. 3,30,000 per month in the scale of Rs. 3,00,000 to Rs. 4,50,000. Annual increase will be effective 1st April every year and the quantum will be decided by the Board of Directors / Nomination and Remuneration Committee.
Commission/ Performance Bonus	Quantum to be determined by the Board of Directors / Nomination and Remuneration Committee.
Perquisites	As detailed in Annexure I, the annual value of which will be limited to a ceiling of 150% of annual salary.
Minimum Remuneration	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER that the Nomination and Remuneration Committee / Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the limits specified above".

- To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, consent of members be and is hereby accorded to the Board of Directors to continue to avail advisory services for Category II Alternative Investment Fund from HD Ventures LLP, on the terms & conditions as detailed in Annexure II.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to modify and vary the terms and to do all such acts, matters and things as may be required/necessary to give effect to the above resolution."

Date: 29-Apr-2019
Place: Chennai

By Order of the Board
K Rajagopal
Secretary & Compliance Officer

NOTE

- SHAREHOLDERS WHO ARE ENTITLED TO ATTEND AND VOTE ARE ENTITLED TO VOTE IN PERSON OR PROXY. SUCH A PROXY NEED NOT BE A MEMBER.**
- Proxy forms should be lodged at the registered office of the company at least 48 hours before the date of the meeting.

Regd. Office: No. 21, Patullos Road, Chennai 600 002
CIN: U93090TN1996PLC034615
Ph: 91 44 4060 9900 / 2856 9900 Fax: +91 44 2858 3156 www.sundarammutual.com

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

Your Board of Directors at its meeting held on 21.12.2018, subject to the approval of the shareholders, appointed Mr Vijayendiran Rao as Whole-time Director and designated him as Chief Executive Officer for a period of 3 years with effect from 21.12.2018 on a basic salary of Rs.3,30,000/- per month in the scale of Rs.3,00,000/- to Rs.4,50,000/-, commission the quantum whereof to be determined by the Nomination and Remuneration Committee / Board and perquisites which are subject to a ceiling of 150% of the annual salary. The perquisites payable to Mr Vijayendiran Rao are detailed in the annexure to this statement. His present basic salary is Rs.3,57,000/- per month.

As per Section III, Part II to Schedule V of the Companies Act, 2013, a company may pay any remuneration to a managerial person where the company is a newly incorporated company for a period of seven years from the date of its incorporation. Your Company was incorporated on 24.01.2018.

It is proposed to pay remuneration as detailed in the resolution to Mr Vijayendiran Rao for a period of 3 years with effect from 21.12.2018.

Accordingly, an Ordinary Resolution is submitted for your consent.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Except Mr Vijayendiran Rao, 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

In August 2016, Sundaram Asset Management Company Limited (SAMCL) had entered into an AIF Investment Sub-advisory Agreement (the Agreement) with HD Ventures LLP for availing Advisory Services for Category II Alternative Investment Fund. Pursuant to this, SAMCL had in December 2016, entered into Agreement with Mr Karthik Balachandran Athreya to engage him as Head – Fund Strategy (Alternate Credit). Mr Karthik Balachandran Athreya is a designated partner in HD Ventures LLP with 50% shareholding.

Your Company was incorporated on 24th January 2018 with Mr Karthik Balachandran Athreya as one of the Directors. Therefore, HD Ventures LLP became a related party to your Company. A Scheme of Arrangement to transfer the PMS and AIF divisions from SAMCL to your Company was approved by National Company Law Tribunal (NCLT) on 29th May 2018, subject to SEBI approval. SEBI had granted its approval to carry on AIF and PMS activities by your Company on 7th September 2018 and 29th November 2018, respectively. Your Company is the Investment Manager for portfolio management and alternative investment funds with effect from January 2, 2019.

In terms of Clause 4.1 of the Scheme of Arrangement, upon the Scheme becoming effective, all agreements entered by SAMCL (including the AIF Investment Sub-advisory Agreement referred above) are transferred and vest with your Company, by operation of law.

Your Company launched Sundaram Alternative Opportunities Series – High Yield Secured Debt Fund - II in April 2019 and further series of schemes will be launched in future. Your Company decided to avail the advisory services from HD Ventures LLP. The fee payable to HD Ventures LLP shall be in accordance with the terms and conditions specified under the Agreement.

As per Section 188 (1) (f) of the Companies Act, 2013, a company shall not enter into a transaction/s with a related party, where the transaction/s to be entered into is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs.2.50 lakhs, except with the consent of the Board of Directors and prior approval of the company at the general meeting. The said transaction will be a related party transaction in the ordinary course of business.

The Board of Directors at its meeting held on April 29, 2019 approved the proposal, subject to the consent of the members.

The Board recommends the same to the members for their approval by means of an Ordinary Resolution.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014 is furnished in the annexure.

The agreements referred above are open for inspection during the office hours on any working day at the Registered Office of the Company.

INTEREST OF DIRECTORS

None of the Directors except Mr. Karthik Balachandran Athreya is concerned or interested in the said appointment.

Date: 29-Apr-2019

Place: Chennai

By Order of the Board

K Rajagopal

Secretary & Compliance Officer

Details of perquisites payable to Mr Vijayendiran Rao**1. Housing:**

- i) the expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 60% of the salary over and above 10% payable by the managerial person;
 - ii) a) the expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income-tax Rules, 1962.
 - b) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income-tax Rules, 1962;
 - iii) Wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above;
 - iv) Where accommodation in a company-owned house is provided, the Company will charge 10% of his salary by way of rent.
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 dependant parents

- 3. Personal Accident Insurance as per the rules of the Company.
- 4. Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.
- 5. Payment of company's contributions to Provident Fund / Pension Fund / Superannuation Fund / Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or ceiling on the perquisites.
- 6. Provision of chauffeur driven company car(s).
- 7. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
- 8. Provision of telephone(s) at the residence of the Director.
- 9. Such other allowances, perquisites, benefits and amenities as maybe 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 Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.

The above said remuneration and perquisites shall be subject to the rules of the Company as amended from time to time.

**Information required to be disclosed pursuant to Rule 15 of the Companies
(Meetings of the Boards and its Powers) Rules, 2014**

a)	Name of the Related Party	HD Ventures LLP
b)	Name of the Director or Key Managerial Personnel who is related, if any	Mr Karthik Balachandran Athreya
c)	Nature of Relationship	Mr Karthik Balachandran Athreya is a Designated Partner in HD Ventures LLP and holds 50% shareholding
d)	Nature, material terms, monetary value of the contract or arrangement	<p>Nature of the Arrangement The scope of the services to be provided by HD Ventures LLP shall be rendering advisory services for Category 2 AIF and such other services as set out in the Agreements.</p> <p>Material Terms The availing of advisory services, if approved by the members, will be with effect from 01.04.2019 for a period equivalent to the tenor of the schemes launched / to be launched under Category 2 AIF.</p> <p>Monetary Terms 25 basis points of the funds raised or AUM of Category 2 Alternative Investment Fund whichever is the basis of the fees charges to the Fund or 50% of the net income of the Fund whichever is higher. Sharing of carried interest at 50% which will be payable upon maturity of the scheme or when the carried interest becomes payable whichever is earlier. The Company shall pay or refund or procure to be paid or refunded to Mr Karthik Balachandran Athreya all reasonable travelling, food and other similar out of pocket expenses necessarily and incurred by him wholly in the proper performance of his duties.</p>
e)	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

Particulars of the Directors pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Name of the Director	Mr Vijayendiran Rao
DIN	07997232
Date of Birth and age	July 02, 1964; 54 years
Qualification	M.Com, M.F.M.
Experience	Has over 31 years of experience in Indian financial services industry.
Terms and Conditions of appointment	As provided in the Resolution and Explanatory Statement
Details of remuneration sought to be paid	As detailed in Resolution No.5
Details of remuneration paid	
Date of first appointment in the Board	January 24, 2018
Shareholding in the Company	Nil
Relationship with other Directors / Manager / other Key Managerial Personnel	None
No. of Board meetings attended during financial year 2018-19	Four
Other Directorships	Director: Sundaram Asset Management Singapore Pte Ltd.
Chairmanship / Membership of Committees of Other Boards	Nil

Attendance Slip**Sundaram Alternate Assets 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 2nd Annual General Meeting of the Company being held on Friday, the 28th June 2019 at 10:30 a.m. at Corporate Office: 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 Alternate Assets Limited**

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

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

CIN: U65990TN2018PLC120641, Ph: +91 44 2851 0040, 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 Alternate Assets 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 2nd Annual General Meeting / Extraordinary General Meeting of the company, to be held on Friday, the 28th June 2019 at 10:30 a.m. at 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 31st March 2019 and to consider the Directors' Report and Auditors' report thereon. **2)** To elect a Director in the place of Mr. Harsha Viji (holding DIN: 00602484), who retires by rotation and being eligible offers himself for re-election. **3)** To elect a Director in the place of Mr. Lakshminarayanan Duraiswamy (holding DIN: 07988186), who retires by rotation and being eligible offers himself for re-election. **4)** To appoint Mr Vijayendiran Rao (holding DIN:07997232) as Chief Executive Officer of the Company. **5)** To approve related party transactions with HD Ventures LLP

Affix
Revenue
Stamp

Signed this.....day of..... 2019

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.