

Sundaram Finance Limited

Registered Office: 21 Patullas Road, Chennai 600 002

NOTICE

Notice is hereby given that the Fifty-eighth Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 13th July 2011, at 11.00 A.M. at the Music Academy, New No.168, Old No.306, T.T.K. Road, Chennai 600 014, to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited statement of accounts for the year ended 31st March 2011 and to consider the reports of the Directors and Auditors thereon.
2. To declare a final dividend.
3.
 - i) To elect a Director in the place of Sri Srinivas Acharya, who retires by rotation and being eligible, offers himself for re-election.
 - ii) To elect a Director in the place of Sri S. Ravindran, who retires by rotation and being eligible, offers himself for re-election.
 - iii) Sri T R Seshadri, Director, who retires by rotation has not offered himself for re-election and the Board recommends that the vacancy caused by his retirement be not filled up.
4. To appoint Auditors and fix their remuneration. Messrs. Brahmaaya & Company, Chartered Accountants, Chennai, retire and are eligible for re-appointment.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
“**RESOLVED** that Sri N Venkataramani 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 an Ordinary Resolution:
“**RESOLVED** that Sri Harsha Viji be and is hereby appointed as a Director of the Company, liable for retirement by rotation.”
7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
“**RESOLVED** that Sri P N Venkatachalam be and is hereby appointed as a Director of the Company, liable for retirement by rotation.”

Chennai 600 002
30.05.2011

By Order of the Board
S. VENKATESAN
CFO & Secretary

Note:

1. **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.

2. The register of members and share transfer books of the Company will remain closed from 01.07.2011 to 13.07.2011 (both days inclusive).
3. Members are requested to:
 - Provide Permanent Account Number;
 - Opt for National Electronic Clearance Service (NECS) facility for receiving dividend direct to their bank account;
 - Provide latest bank account details, wherever NECS facility is not available, for prompt credit and for avoiding fraudulent encashment/ loss in postal transit of dividend warrant; and
 - Avail nomination facility.

For this purpose,

- i) shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
 - ii) shareholders holding shares in physical mode can approach Cameo Corporate Services Limited, our Registrar & Share Transfer Agent – Toll-free No. 1800-102-3669, Tel No. 044 2846 0390, Email: investor@cameoindia.com.
4. 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.

Encl: Proxy form

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956

SPECIAL BUSINESS

ITEM 5

Sri N Venkataramani, aged 71 years, was co-opted as a Director of your Company with effect from 24.09.2010. His particulars are annexed to the notice.

Under Section 260 of the Companies Act, 1956, he holds office as Additional Director up to the date of the Annual General Meeting. Notice has been received from a member intimating his intention to propose the appointment of Sri N Venkataramani 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 N Venkataramani is interested in the above resolution relating to his appointment as a Director of the Company.

ITEM 6

Sri Harsha Viji, aged 35 years, was co-opted as a Director of your Company with effect from 24.09.2010. His particulars are annexed to the notice.

Under Section 260 of the Companies Act, 1956, he holds office as Additional Director up to the date of the Annual General Meeting. Notice has been received from a member intimating his intention to propose the appointment of Sri Harsha Viji 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 Harsha Viji and Sri S. Viji, Chairman of the Company and father of Sri Harsha Viji are interested in the above resolution relating to his appointment as a Director of the Company.

ITEM 7

Sri P N Venkatachalam, aged 67 years, was co-opted as a Director of your Company with effect from 28.01.2011. His particulars are annexed to the notice.

Under Section 260 of the Companies Act, 1956, he holds office as Additional Director up to the date of the Annual General Meeting. Notice has been received from a member intimating his intention to propose the appointment of Sri P N Venkatachalam 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 P N Venkatachalam is interested in the above resolution relating to his appointment as a Director of the Company.

Chennai 600 002
30.05.2011

By Order of the Board
S. VENKATESAN
CFO & Secretary

Particulars of the Directors seeking appointment / re-appointment in the forthcoming
Annual General Meeting pursuant to Clause 49 of the Listing Agreement

ITEMS 3, 5, 6, 7

Name of Director	Sri Srinivas Acharya	Sri S Ravindran
Date of Birth	February 8, 1954	November 28, 1951
Expertise in specific functional areas	Has over 3 decades of experience in Banking and Financial Services.	Has diverse experience in various positions in Auto-ancillary industry, educational printing, publishing and distribution industry and health care industry in India and abroad for over 30 years
Qualifications	B. Sc., C.A.I.I.B	B.Com., A.C.A
List of other companies in which directorship held as on 31st March 2011	<p>Managing Director:</p> <ul style="list-style-type: none"> - Sundaram BNP Paribas Home Finance Limited <p>Director:</p> <ul style="list-style-type: none"> - ABI-Showatech (India) Limited - Sundaram Infotech Solutions Limited - Sundaram Business Services Limited - Infreight Logistics Solutions Limited - Turbo Energy Limited - Royal Sundaram Alliance Insurance Company Limited - Sundaram Hydraulics Limited - Sundaram Insurance Broking Services Limited 	<p>Wholetime Director:</p> <ul style="list-style-type: none"> - Turbo Energy Limited <p>Director:</p> <ul style="list-style-type: none"> - Light Alloy Products Limited - Transenergy Limited - India Motor Parts & Accessories Limited - Brakes India Senior Officers' Welfare Association Limited - ABI Premises Private Limited - ABI Precision Castings SAOC, Oman - ABI-Showatech (Oman) LLC (FZC)
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2011	<p>Chairman:</p> <p>Audit Committee</p> <ul style="list-style-type: none"> - Turbo Energy Limited - Sundaram Hydraulics Limited - ABI-Showatech (India) Limited <p>Member:</p> <p>Audit Committee</p> <ul style="list-style-type: none"> - Infreight Logistics Solutions Limited - Royal Sundaram Alliance Insurance Company Limited - Sundaram Business Services Limited 	<p>Member:</p> <p>Audit Committee</p> <ul style="list-style-type: none"> - India Motor Parts & Accessories Limited - Turbo Energy Limited
Shareholding as on 31st March 2011:		
a) held individually	1,200 shares	1,94,960 shares
b) held jointly with others	23,888 shares	1,13,360 shares
c) held as Executor	240 shares	Nil
Relationship with other Directors	—	—

Name of Director	Sri N Venkataramani	Sri Harsha Viji	Sri P N Venkatachalam
Date of Birth	December 09, 1939	August 28, 1975	March 22, 1944
Expertise in specific functional areas	As Key Managerial Person of several manufacturing and trading companies belonging to Amalgamations Group, involved in the major expansion programmes including raising of capital and managing the resources and investments for over 4 decades. Has in-depth knowledge of the finer nuances of finance management / operation of corporates.	Has nearly 9 years of experience in strategy formulation, joint venture negotiations and new business development.	Has more than 35 years of experience in Banking covering all segments of Commercial Banking like Retail, Corporate and International banking. In addition, has experience in investment banking and well versed in the area of Capital markets. Retired as Managing Director of State Bank of India and prior to which he was the Managing Director of State Bank of Travancore. Was also briefly a member of the Interim Pension Fund Regulatory Authority of India.
Qualifications	B. Sc (Hons) Maths, B. Sc (Hons) Engineering, University of London M. Sc (Engg.), Univ. of London Fellow of the Institution of Mech. Engg., U.K.	B.Com., ACA, MBA (Ann Arbor, Michigan)	M. A (Economics), CAIB
List of other companies in which directorship held as on 31st March 2011	Chairman: - George Oakes Limited - IP Pins & Liners Limited Vice Chairman: - IP Rings Limited - MAHLE IPL Limited Vice Chairman & MD: - India Pistons Limited Director: - Transenergy Limited - Amalgamations Repco Limited - Bimetal Bearings Limited - Amalgamations Valeo Clutch Pvt. Ltd. - Stanes Amalgamated Estates Limited - Stanadyne Amalgamations Private Ltd. - Amalgamations Private Limited - Simpson & Company Limited - IPL Engine Components Private Ltd. - Nettur Technical Training Foundation - NTTF Industries Private Limited	Deputy Managing Director: - Sundaram Asset Management Company Limited Director: - Professional Management Consultants Limited - Flometallic India Limited	Chairman: - Laser Soft Infosystems Limited Director: - Khazana Jewellery Private Limited - Edelweiss Capital Limited - ECL Finance Limited - Edelweiss Finance & Investments Limited - Indigo TX Software Private Limited
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2011	Chairman: Share Transfer and Shareholders / Investors Grievance Committee - Bimetal Bearings Limited Member: Audit Committee - India Pistons Limited - MAHLE IPL Limited - Bimetal Bearings Limited Share Transfer Committee - IP Rings Limited	Member: Audit Committee - Sundaram Asset Management Company Limited - Flometallic India Limited	Member: Audit Committee - Edelweiss Capital Limited - Laser Soft Infosystems Limited Share Transfer Committee - Edelweiss Capital Limited
Shareholding as on 31st March 2011: a) held individually b) held jointly with others c) held as Executor	Nil Nil Nil	1,578 shares 6,73,409 shares Nil	Nil Nil Nil
Relationship with other Directors	—	Son of Sri S. Viji, Chairman	—