



SUNDARAM FINANCE
Enduring values. New age thinking.

SEC:110:16/GN

June 25, 2016

The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sir,

Sub: Notice of Annual General Meeting

We enclose the Notice and Attendance / Proxy form of the 63rd Annual General Meeting and the same will be hosted in our website www.sundaramfinance.in.

This is for your information and records.

Thanking you,

Yours truly,
for Sundaram Finance Limited

P. Viswanathan
Secretary & Compliance Officer

Sundaram Finance Limited

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 63rd Annual General Meeting of the Shareholders of the Company will be held on Friday, the 22nd July 2016, 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 2016 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 ₹1/- per share (10% on the face value of ₹10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2016 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 7th July 2016, making with the interim dividend of ₹4.50 per share (45% on the face value of ₹10/-) and 2nd interim dividend of ₹5.50 per share (55% on the face value of ₹10/-), a total dividend of ₹11/- per share (110% on the face value of ₹10/-) for the year 2015-16 and that the total dividend amount of ₹122,21.42 lakhs representing the said total dividend of ₹11/- per share (110% on the face value of ₹10/-) be paid out of the profits for the year 2015-16.”

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.”

4. 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.”

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

“**RESOLVED** that Messrs. Brahmayya & Co., Chartered Accountants, Chennai, (Registration No.000511S), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the statutory audit fee, payable to them, be fixed at ₹ 60.00 lakhs, in addition to tax audit fee of ₹15.00 lakhs, certification fee, service tax and reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the audit”.

By Order of the Board

P VISWANATHAN

Secretary & Compliance Officer

Chennai 600 002

30.05.2016

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 Friday, the 17th June 2016.

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 8th July 2016 to 22nd July 2016 (both days inclusive). The dividend, if declared at the meeting, will be paid on 25th July 2016.

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3. Unclaimed and Unpaid Dividends

Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends for the financial years 1995-96 to Interim Dividend 2008-09, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd July 2015 (date of last Annual General Meeting) on the website of the Company (www.sundaramfinance.in), as also on the Ministry of Corporate Affairs website.

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 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 Monday, the 18th July 2016 (9:00 A.M.) and end on Thursday, the 21st July 2016 (5:00 P.M.).

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 15th July 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 21st July 2016. 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 15th July 2016. 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 (15th July 2016), 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. 15th July 2016, 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.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 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.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 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 – Tel. No. 044 2846 0390 - 0395, Email: investor@cameoindia.com.
6. 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.

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

Name of Director	Sri T.T. Srinivasaraghavan	Sri S. Ravindran
DIN	00018247	00045076
Date of Birth	January 19, 1955	November 28, 1951
Expertise in specific functional areas	Has nearly four 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 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.Com., MBA	B.Com., A.C.A
List of other companies in which directorship held as on 31st March 2016	Director: - Sundaram Asset Management Company Ltd. - Sundaram BNP Paribas Home Finance Ltd. - Royal Sundaram General Insurance Co Limited. - Sundaram Business Services Ltd. - Brakes India Private Ltd. - Flometallic India Private Ltd. - Sundaram BPO India Ltd. - Finance Industry Development Council - NSE Strategic Investment Corporation Ltd. - Sundaram BNP Paribas Fund Services Ltd	Wholetime Director: - Turbo Energy Pvt. Ltd. Director: - India Motor Parts & Accessories Ltd. - Brakes India Senior Officers' Welfare Association Ltd. - ABI Premises Pvt. Ltd. - ABI-Showatech (India) Ltd - Real Talent Engineering Pvt Ltd.
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31st March 2016	Chairman: - Audit Committee - Sundaram Business Services Ltd. - NSE Strategic Investment Corporation Ltd Nomination and Remuneration Committee - Royal Sundaram General Insurance Co. Limited Member: - Audit Committee - Sundaram BNP Paribas Home Finance Ltd. - Nomination and Remuneration Committee - Sundaram BNP Paribas Home Finance Ltd - Sundaram Asset Management Company Ltd. - NSE Strategic Investment Corporation Ltd - CSR Committee - Royal Sundaram General Insurance Co. Limited	Chairman: - Nomination & Remuneration Committee - India Motor Parts & Accessories Ltd. Member: - Audit Committee - India Motor Parts & Accessories Ltd - Corporate Social Responsibility Committee - ABI-Showatech India Ltd. - India Motor Parts & Accessories Ltd.
Shareholding as on 31st March 2016:		
a) held as Karta of HUF	1,23,192 shares	Nil
b) held jointly with others	3,26,376 shares	2,26,720 shares
c) held individually	Nil	3,89,920 shares
d) held as Executor / Trustee	1,10,000 shares	Nil
Relationship with other Directors	—	—

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) 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.

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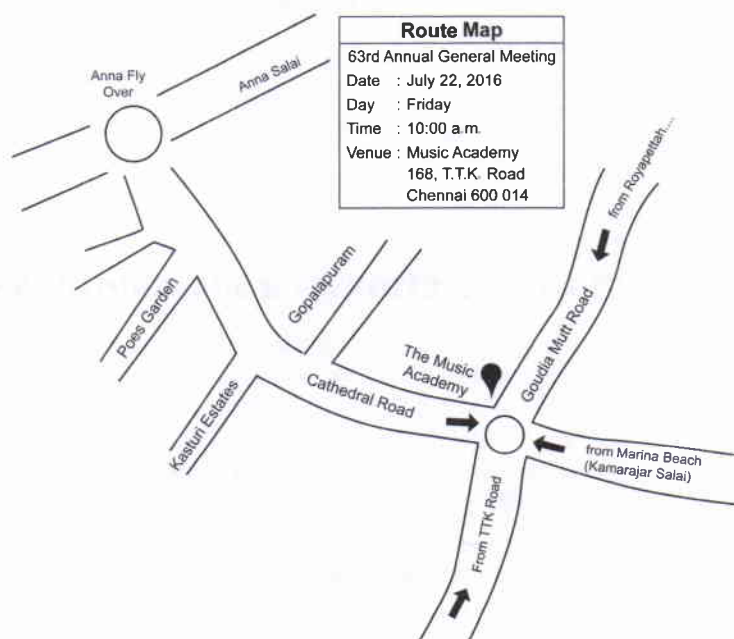
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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)	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. 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).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.

- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) 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.

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





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CIN: L65191TN1954PLC002429

Regd. Office: 21, Patullos Road, Chennai 600 002. Tel: 044 2852 1181, Fax: 044 2858 6641
Email: investorservices@sundaramfinance.in • www.sundaramfinance.in

ATTENDANCE CARD

63rd ANNUAL GENERAL MEETING

TIME FRIDAY
22nd JULY 2016
AT 10.00 AM

VENUE THE MUSIC ACADEMY
NEW NO. 168, OLD NO. 306
T.T.K. ROAD, CHENNAI 600 014.

☐ MEMBER

☐ PROXY
(Name in Capital Letters)

I hereby record my presence at the 63rd AGM
of the Company.

Note:

1. Admission restricted to Members / Proxies only.
2. Please avoid bringing children / non-members with you.
3. Kindly contact "Help - desk" at the venue for any clarifications / assistance.
4. Members / Proxies intending to vote at the venue are requested to bring their photo identity card

Signature of Member / Proxy



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CIN: L65191TN1954PLC002429

(Form No MGT-11)

Regd. Office: 21, Patullos Road, Chennai 600 002. Tel: 044 2852 1181, Fax: 044 2858 6641
Email: investorservices@sundaramfinance.in • www.sundaramfinance.in

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):

Folio No. / DP ID / Client ID:

Registered address:

E-mail:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ 2. Name: _____ 3. Name: _____

Address: _____ Address: _____ Address: _____

E-mail ID: _____ E-mail ID: _____ E-mail ID: _____

Signature: _____ Or failing him / her Signature _____ Or failing him / her Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 63rd Annual General Meeting of the Company, to be held on Friday, the 22nd July 2016 at 10.00 a.m at the Music Academy, New No.168, Old No.306, T T K Road, Chennai 600 014 and at any adjournment thereof in respect of such resolutions as indicated overleaf.

Signed this _____ day of _____ 2016

Signature of the Shareholder _____



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.

Resolution Number	Resolution	Vote (Optional)		
Ordinary Business		For	Against	Abstain
1	Adoption of accounts for the financial year 2015-16.			
2	Declaration of Final Dividend for the Financial Year 2015-16.			
3	Appointment of a director in the place of Sri T.T. Srinivasaraghavan, who retires by rotation and being eligible, seeks re-appointment.			
4	Appointment of a director in the place of Sri S. Ravindran, who retires by rotation and being eligible, seeks re-appointment.			
5	Appointing M/s. Brahmayya & Co. as the statutory auditors of the Company.			

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password / PIN
160622003		