



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:018:10/CS

May 17, 2010

National Stock Exchange of India Limited
2nd Floor, Ispahani Centre
Door No. 123-124
Nungambakkam High Road
Nungambakkam
Chennai 600 034

Dear Sir,

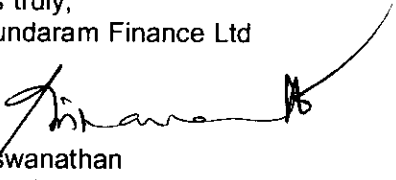
Re: Compliance under Clause 31 (c) of the Listing Agreement

We enclose three copies of the announcement given in the Business Line relating to result of voting conducted through postal ballot on the Special Resolution under Section 314 (1-B) of the Companies Act, 1956.

We also enclose minutes of the proceedings held on 14th May 2010 relating to declaration of the result on the voting by postal ballot, for your information.

Thanking you,

Yours truly,
for Sundaram Finance Ltd


P. Viswanathan
Deputy Secretary & Compliance Officer
Encl:

CC: 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 (East), Mumbai 400 051

Sundaram Finance Limited



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The Company is pleased to announce that Sri T. T. Srinivasaraghavan, Managing Director, declared that the Special Resolution under Section 314(1-B) of the Companies Act, 1956, seeking the consent of the Members, for revision in the terms of appointment of Sri Harsha Viji, S/o. Sri S. Viji, Chairman of the Company, as circulated in the Postal Ballot Notice dated 1st April 2010, was carried with requisite majority.

2,71,01,571 votes were cast in favour of the resolution (99.95%) and 13,711 votes against (0.05%). 8 Postal Ballot Forms were invalid

Chennai
14.05.2010

For Sundaram Finance Limited
S. Venkatesan
CFO & Secretary

Sundaram Finance Limited

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

www.sundaramfinance.in

E-mail : investorservices@sundaramfinance.in

BUSINESS LINE dated 15.05.2010

**MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE ON FRIDAY, THE 14TH MAY 2010 AT 16:30 HOURS RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT****PRESENT:**

Chairman : Sri T. T. Srinivasaraghavan, Managing Director
Scrutinizer : " T.K. Bhaskar
Secretary : " S. Venkatesan

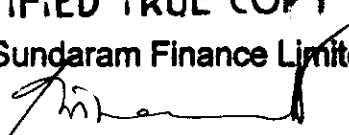
Sri T.K. Bhaskar, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17:30 hrs) on 12th May 2010 and submitted his report relating to the result on the voting by Postal Ballot to the Chairman.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the result of the voting by Postal Ballot as under:

Number of valid postal ballot forms received	1,604
Votes in favour of the Resolution	2,71,01,571
Votes against the Resolution	13,711
Number of invalid postal ballot forms received	8
% of votes in favour	99.95

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 1st April 2010, was carried with the requisite majority:

"RESOLVED that subject to the approval of the Central Government under Section 314(1B) of the Companies Act, 1956 and subject to such modifications as the Central Government in according approval may make, the Company hereby consent to Sri Harsha Viji, son of Sri S. Viji, Chairman of the Company, to continue to hold an office of profit in the Company in

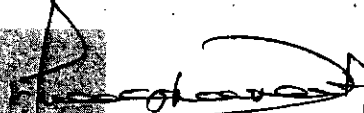
CERTIFIED TRUE COPY**For Sundaram Finance Limited**
P. Vasanathan**1 Deputy Secretary &
Compliance Officer****Chairman's
Initials**

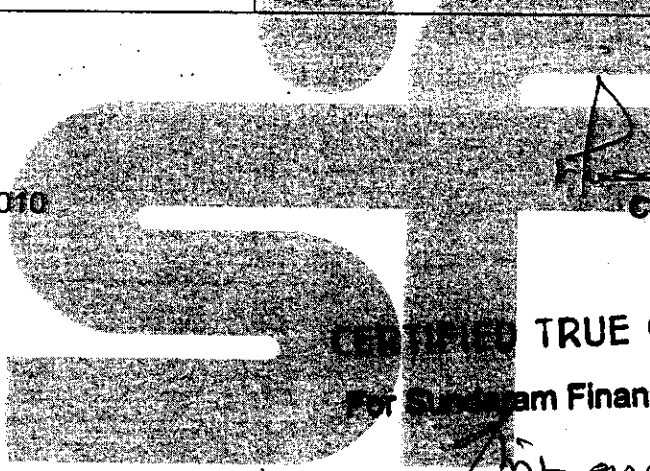



the grade of Executive Director, with effect from 01.04.2010, on the following terms and conditions:

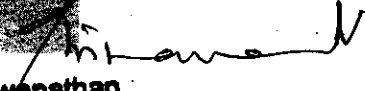
I.	Designation	Executive Director (Strategy & Planning) or such other designation within the Grade as the Board may from time to time decide.
II.	Basic Salary	Rs.1,20,000/- p.m in the scale of Rs.85,000 - Rs.1,70,000/- with increments at such intervals as the Board may decide from time to time.
III.	Commission	Not exceeding 150% of the Basic Salary
IV.	Allowances, perquisites and other benefits	As applicable to that Grade (vide Annexure)

Date: 14.05.2010


CHAIRMAN


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For Sundaram Finance Limited


P. Viswanathan
Deputy Secretary &
Compliance Officer

Chairman's
Initials



Annexure

Details of allowances, perquisites and other benefits

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 employee;
 - ii) Wherever the Company does not provide accommodation, House Rent Allowance may be paid in accordance with (i) above;
 - iii) Where accommodation in a Company-owned house is provided, the Company will charge 10% of his salary by way of rent;
2. Payment of Company's contributions to Provident Fund/Superannuation Fund/Gratuity Fund in accordance with the rules of the Company.
3. 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 dependent parents of the appointee.
4. Personal Accident Insurance as per the rules of the Company.
5. Leave Travel Assistance for self and family once in a year in accordance with the rules of the Company.
6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee.
7. Provision of company car as per rules of the Company.
8. Such other allowances, incentives, perquisites, benefits and amenities as may be provided by the Company to other executives in that grade from time to time.
9. Benefits under the loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.

CERTIFIED TRUE COPY

For Sundaram Finance Limited


P. Viswanathan
Deputy Secretary &
Compliance Officer

Chairman's
Initials.