

# Sundram Fasteners Limited

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## Sundram Fasteners Limited

CIN : L35999TN1962PLC004943

Registered Office : 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004

Phone : +91 - 44 - 28478500 | Fax : +91 - 44 - 28478508 / 28478510

E-mail : investorshelpdesk@sfl.co.in | www.sundram.com

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### Notice of the 53<sup>rd</sup> Annual General Meeting to the Shareholders

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Shareholders of the Company will be held at the Music Academy - T T Krishnamachari Auditorium (Main Hall), New No. 168, T T K Road, Royapettah, Chennai - 600 014 on Friday, 19th August, 2016 at 10.00 am to transact the following business:

#### ORDINARY BUSINESS

To consider and if thought fit, to pass the following items of business, as **Ordinary Resolutions**:

1. To adopt the Audited Financial Statement for the year ended 31st March, 2016 together with Report of the Board of Directors and Auditors thereon.

**"RESOLVED** that the Audited financial statement including the Consolidated Financial Statements for the year ended 31st March, 2016 together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date are hereby approved and adopted."

2. To re-elect Sri K Ramesh, who retires by rotation, as a Director of the Company.

**"RESOLVED** that Sri K Ramesh (DIN 00556922) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company.

3. To ratify the appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors of the Company.

**"RESOLVED** that the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Registration No. 004207S with the Institute of Chartered Accountants of India) as Auditors of the Company for the third consecutive year (*in the term of three consecutive years approved at the Fifty First Annual General Meeting held on 22nd September, 2014*), commencing from the conclusion of this annual general meeting until the conclusion of next annual general meeting, is hereby ratified."

#### SPECIAL BUSINESS

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

4. To ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017.

**"RESOLVED THAT** the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Sri P Raju Iyer, Practising Cost Accountant, (Membership No. 6987) who was appointed as Cost Auditors of the Company for the financial year ending 31st March, 2017, as recommended by the audit committee and approved by the board of directors of the Company, pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 is hereby ratified."

Chennai  
May 20, 2016

By Order of the Board

R DILIP KUMAR

Vice President - Finance & Company Secretary

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## STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Agenda No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending on 31st March, 2017.

For the year 2014-2015 and 2015-2016, Sri P Raju Iyer, FICWA, ACS, MIMA, MBA (UK), M Phil, Practising Cost Accountant (Membership No. 6987) was appointed as the Cost Auditor of the Company for conducting the Cost Audit as mandated by the Act. On the recommendation of the Audit Committee, the Board has considered and approved the appointment of Sri P Raju Iyer, Practising Cost Accountant, as the Cost Auditor for the financial year ending on 31st March, 2017 at a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

### Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives

No Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

By Order of the Board

Chennai  
May 20, 2016

R DILIP KUMAR  
Vice President - Finance & Company Secretary

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## PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (AGENDA NO 2) AS REQUIRED TO BE FURNISHED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

### Sri K Ramesh

Sri K Ramesh (DIN: 00556922), an Industrialist, aged about 77 years, is a Master of Arts. He has managerial experience spanning over 56 years. He took initial management training in T V Sundram Iyengar and Sons Private Limited. He joined the Board of Sundram Fasteners Limited on 21st December 1971.

Nature of expertise in specific functional area - Corporate strategy and General Management

Sri K Ramesh is the brother of Sri Suresh Krishna, Chairman and Managing Director.

The details of Directorships / Committee Memberships in other listed entities held by Sri K Ramesh are as follows:-

Directorship	Committee Membership
Sundaram Brake Linings Limited	Nil

As on date, he is holding 4,000 equity shares of ₹ 1 each.

### SHAREHOLDER NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. **A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten**
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**percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The instrument appointing proxy should be deposited either at the Registered Office of the Company or at the office of the Company's Share Transfer Agents viz. Integrated Enterprises (India) Limited, Kences Towers, 2<sup>nd</sup> Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 at least 48 hours before the commencement of the meeting. Proxy form is enclosed.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of special business in Agenda No. 4 of the Notice is annexed hereto.
4. Regulation 12 and Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, among other things, mandates for usage of electronic payment instruments, companies whose securities are listed on the stock exchanges shall maintain requisite bank details of their investors. Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that only in cases where MICR, IFSC Code required for making electronic payment are not available or the electronic payments instructions have failed or have been rejected by the Bank, companies / R&STA can make cash payments (i.e. dividend warrant) to investors. However, even while making such payments, companies shall mandatorily print the bank account details of the investors on such electronic payments. In view of the above requirement, investors may note the following advice -

**Investors holding shares in physical mode are requested to intimate / update the bank account details viz, Bank Name, Bank Branch, Account Number, MICR No., IFSC Code along with a copy of the cancelled cheque to the company / R&STA for updating the records.**

**Investors holding shares in demat mode are requested to intimate / update the bank account details along with other details as may be required by their concerned Depository Participant.**

5. Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 12<sup>th</sup> August, 2016, to Friday, 19<sup>th</sup> August, 2016 (both days inclusive).
6. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
8. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent of the Company:
  - a) any change in their address / mandate / bank details
  - b) particulars of their bank account, in case they have not been sent earlier
  - c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier
  - d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account
9. Members, holding shares in electronic form, may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants issued from time to time. The Company will not entertain any direct request from

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such members for deletion of / change in such bank details. Further, instructions if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.

10. Details of dividend declared by the Company from financial year 2008-2009 along with the due date for transfer to Investor Education and Protection Fund (IEPF) are given below:

Financial Year	Pay-out	Date of Declaration	Due date for transfer to IEPF
2008-2009	Interim	04-06-2009	04-06-2016
2009-2010	1st Interim	29-01-2010	29-01-2017
2009-2010	2nd Interim	29-05-2010	29-05-2017
2010-2011	1st Interim	09-11-2010	09-11-2017
2010-2011	2nd Interim	30-05-2011	30-05-2018
2011-2012	1st Interim	09-02-2012	09-02-2019
2011-2012	2nd Interim	28-05-2012	28-05-2019
2012-2013	1st Interim	08-11-2012	09-11-2019
2012-2013	2nd Interim	30-05-2013	30-05-2020
2013-2014	1st Interim	01-11-2013	31-10-2020
2013-2014	2nd Interim	29-05-2014	29-05-2021
2014-2015	1st Interim	06-11-2014	06-11-2021
2014-2015	2nd Interim	29-05-2015	29-05-2022
2015-2016	1st Interim	02-11-2015	02-11-2022
2015-2016	2nd Interim	09-03-2016	09-03-2023

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the uncashed warrants immediately to the Company.

11. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with the attendance slip and proxy form are being sent to all the members whose email address are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted modes of dispatch.
12. Members are requested to affix their signatures at the space provided on the Attendance slip and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the annual general meeting.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website [www.sundram.com](http://www.sundram.com) for download. The physical copies of such

documents will also be available at the company's registered office in Chennai for inspection during normal business hours on working days. Members desiring to receive the reports in physical form, even after registering for e-mail mode, may request for the same, upon which reports will be dispatched free of cost. For any communication in this regard, members may send their request letters to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in).

## 15. Voting through electronic means and at the AGM:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 53<sup>rd</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the annual general meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

## IV. Instructions for Remote e-voting

### (A) In case a Shareholder receives an email from NSDL, whose email ID is registered with the Company / Depository Participant(s).

- i) Open email and open PDF file named – "Sundram Fasteners Limited remote e-voting.pdf" with the Client ID or Folio No. as password. The said PDF file contains the user ID and password / PIN for e-voting. Please note that the password is an initial password, which the member may change.
- ii) Launch internet browser by typing the URL: <http://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login
- iv) Type the USER ID and PASSWORD as initial password / PIN noted in Step (i) above. Thereafter, Click Login
- v) Password change menu will appear now. Change the password / PIN with new password with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and to take utmost care to keep the password confidential.
- vi) Home page of remote e-voting opens. Click on e-voting and select Active voting cycles.
- vii) Select "EVEN" of Sundram Fasteners Limited.
- viii) Now, the members may cast the vote as the page opens.
- ix) Members may cast their vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once a member has voted on the resolution, the member will not be allowed to modify the vote.

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- xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf / jpeg format) of the relevant Board Resolution who are authorised to vote, to the Scrutiniser through email at **skco.cs@gmail.com** with a copy marked to **evoting@nsdl.co.in**

**(B) In case of a Shareholder receiving the physical copy of Annual Report [i.e. whose email ID is not registered with the Depository Participant(s)]**

- i) Initial password is provided in the Attendance Slip for the AGM as follows:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

- ii) The Member may follow all steps from serial no. (ii) to (xii) in (A) above to cast the vote.
- iii) In case of any queries, the member may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <http://www.evoting.nsdl.com/> or contact NSDL at the toll free no.1800-222-990.

Contact details of the person responsible to address the grievances connected with the electronic voting	Mr Rajiv Ranjan Assistant Manager – NSDL 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Email : <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or <a href="mailto:rajivr@nsdl.co.in">rajivr@nsdl.co.in</a> Phone : +91-22-24994600 / 24994738 Toll free no. 1800-222-990
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- iv) If the member is already registered with NSDL for e-voting then the member can use the existing USER ID and PASSWORD / PIN for casting the vote.
- v) Members can also update their mobile number and email id in the user profile details of the folio, which may be used for sending future communication.
- V. The remote e-voting period commences on **Tuesday, 16th August, 2016 (9.00 a.m. - Indian Standard Time) and ends on Thursday, 18th August, 2016 (5.00 p.m. - Indian Standard Time)**. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date **12th August, 2016** may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date **12th August, 2016**.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date **12th August, 2016**, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in).
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

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- IX. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizier, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 48 hours (forty eight) of conclusion of the meeting submit his report of the total votes cast in favour or against, if any, to the Chairman and Managing Director / Managing Director / Chief Financial Officer / Vice President - Finance & Company Secretary of the Company.
- XII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 19th August, 2016. The results along with the Scrutiniser's Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited/National Stock Exchange of India Limited, Mumbai.

Chennai  
May 20, 2016

By Order of the Board  
R DILIP KUMAR  
Vice President - Finance & Company Secretary

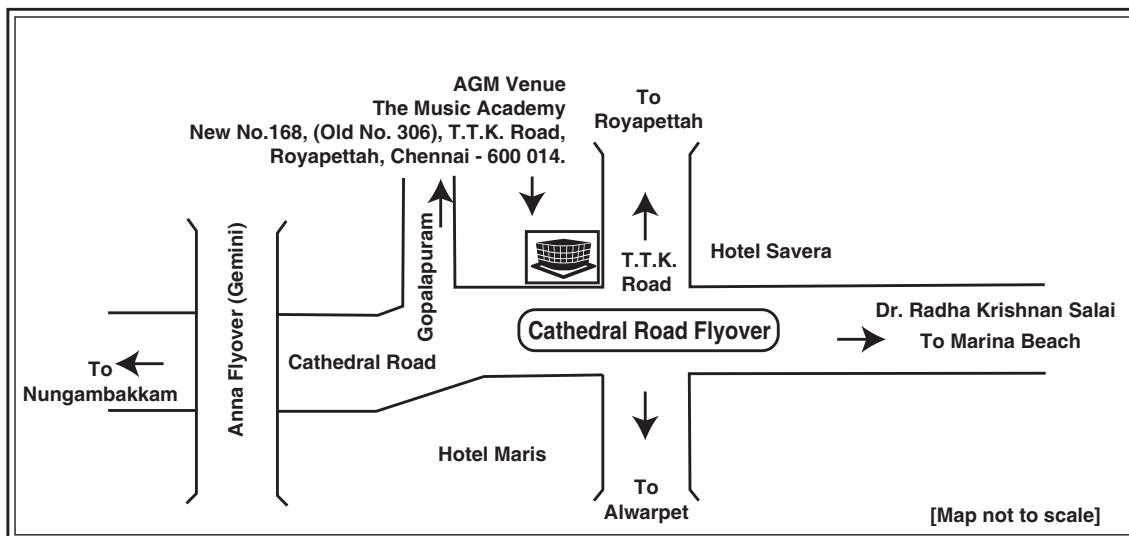
## Green Initiative in the Corporate Governance

Pursuant to the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 Companies can serve Annual Reports and other communication through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. To support this green initiative in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with RTA of the Company.

For Route Map of Annual General Meeting Venue, please turnover ...

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## Route Map to 53<sup>rd</sup> Annual General Meeting Venue



Landmark: Near T.T.K. Road Bus Stop / Hotel Maris.

### ANNUAL GENERAL MEETING

Day / Date / Time : Friday, August 19, 2016 Time: 10.00 am

Venue : The Music Academy - T T Krishnamachari Auditorium (Main Hall),  
New No. 168, T T K Road, Royapettah, Chennai - 600 014

### E-VOTING PERIOD

Commences on : Tuesday, August 16, 2016 at 9.00 am

Closes on : Thursday, August 18, 2016 at 5.00 pm