

# 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

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

### NOTICE OF 13<sup>TH</sup> POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To

The Members

Notice is hereby given to the members of the Company pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking your approval for the resolution set out below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) using the platform provided by National Securities Depository Limited (NSDL):-

- i. To approve the request received from T V Sundram Iyengar & Sons Private Limited for re-classification of their status as well as the status of Southern Roadways Private Limited from 'Promoter' category to 'Public' category in terms of the Listing Regulations.

The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021 and Circular No 3/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars"), has permitted companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent to members who have registered their e-mail addresses and is not being sent to members who have not registered their e-mail addresses. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

The Board of Directors has appointed Sri K Sriram, Practising Company Secretary (CP No. 2215), Partner, M/s. S Krishnamurthy & Co., *Company Secretaries*, as the Scrutiniser, for conducting the postal ballot process in a fair and transparent manner.

The draft of the Resolution together with the Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning the proposed items of special business is enclosed.

**The e-voting period will be from 9:00 a.m. IST on August 8, 2022 (Monday) to 5:00 p.m. IST on September 6, 2022 (Tuesday).**

By Order of the Board

Date: July 29, 2022  
Place: Chennai - 600 004

**G Anand Babu**  
Manager – Finance & Company Secretary

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## Notes:

1. As per the provisions of Sections 108, 110 of the Companies Act, 2013 (the Act) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by NSDL.
2. **In accordance with MCA Circulars, members are requested to communicate their assent or dissent through the e-voting system only.** Members are also requested to carefully read all the instructions given in the Notes.
3. **The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No 1, Ramakrishna Street, T Nagar, Chennai – 600 017 by following due procedure as mentioned elsewhere in this Postal Ballot Notice.**
4. Those shareholders who have already registered their email addresses are requested to keep their operative e-mail addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited to ensure receipt of notices / Annual Reports / other communication electronically.
5. The Notice and Statement of the material facts, as well as the requisite enclosures, is also available on the websites of the Company **www.sundram.com** and of NSDL i.e. **https://evoting.nsdl.com**. The relevant documents, if any, referred to in the notice for inspection will be available on the website of the Company **www.sundram.com**, and on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at **www.bseindia.com** and **www.nseindia.com** respectively, in the relevant sections.
6. This notice is being sent by email only to those Members whose names appear in the Register of Members maintained by the Company / Register of Beneficial Owners maintained by the Depositories, as on **Friday, July 29, 2022 (the cut-off date)**.
7. An ordinary resolution to be considered as duly passed must receive more than half of the votes cast in favour of the resolution.
8. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of votes, shall be deemed to have been passed on the last date of the e-voting period viz. **Tuesday, September 6, 2022**.
9. The Scrutiniser will submit his report to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Manager– Finance & Company Secretary of the Company.
10. The results of the postal ballot will be **announced** by any one of the following namely, the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Manager – Finance & Company Secretary **on or before Thursday, September 8, 2022 at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004.**
11. The **results of the postal ballot will be communicated** to BSE and NSE, posted on the Company's website – **www.sundram.com/investors.php** and also displayed on the notice board of the Company at its registered office **on or before the close of office hours on Thursday, September 8, 2022.**

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12. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date, **Friday, July 29, 2022**. Any person receiving this notice who is not a member as on the cut-off date should treat this notice **for information purposes only. The voting rights in respect of unclaimed shares** held in Sundram Fasteners Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
13. Members requiring any clarification may contact investors' helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478510 / E-mail: investorshelpdesk@sfl.co.in.

### **SPECIAL BUSINESS**

1. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution: To approve the request received from T V Sundram Iyengar & Sons Private Limited for re-classification of their status and also the status of Southern Roadways Private Limited from 'Promoter' category to 'Public' category in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

“**RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to necessary approvals from BSE Limited (BSE), National Stock Exchange of India Limited (NSE) where the shares of the Company are listed, and such other approvals as may be necessary, the request received from T V Sundram Iyengar & Sons Private Limited for re-classification of its status and also the status of Southern Roadways Private Limited (which merged with T V Sundram Iyengar & Sons Private Limited effective January 6, 2022) in the Company from 'Promoter' category to 'Public' category is hereby approved.”

**RESOLVED FURTHER THAT** such re-classification be effected in the shareholding patterns being submitted to BSE and NSE commencing from the immediate succeeding quarter after receipt of the requisite approvals for the re-classification, under Regulation 31 of the Listing Regulations and also duly reflected in all other records, applications, intimations, disclosures and / or filings as may be relevant or necessary.

**RESOLVED FURTHER THAT** Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director, Sri R Dilip Kumar, Chief Financial Officer and Sri G Anand Babu, Manager – Finance & Company Secretary are hereby *severally* authorised to sign and submit applications, letters, notices, affidavits, indemnities, documents etc for such re-classification of status to BSE and NSE and any other statutory / regulatory body as may be required from time to time, take all steps necessary or desirable in this regard and to do any and all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary / desirable / expedient, and to settle any questions, difficulties or doubts that may arise, in order to give effect to the above resolutions.”

By Order of the Board

Date: July 29, 2022  
Place: Chennai - 600 004

**G Anand Babu**  
Manager – Finance & Company Secretary

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## Annexure to Notice of the 13<sup>th</sup> Postal Ballot

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

#### Item No. 1

T V Sundram Iyengar & Sons Private Limited (“TVSS”) and Southern Roadways Private Limited (“SRPL”), who have been classified as “Promoters” of the Company till date, are seeking re-classification as “Public”.

The rationale for the re-classification is as follows:

1. The Hon'ble National Company Law Tribunal, Chennai Bench, vide its order dated December 6, 2021, had approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst TVSS, Sundaram Industries Private Limited (SIPL), SRPL and TVS Sundram Fasteners Private Limited (“TPL”) (“Composite Scheme”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with the rules made thereunder and other applicable laws. The Composite Scheme was made effective on January 6, 2022 (“Effective Date”).
2. As per the Composite Scheme, on the Effective Date (which is also the first appointed date (“First Appointed Date”), *inter alia*, SIPL and SRPL amalgamated with TVSS and were dissolved without the process of winding up. As a result of this, the entire shareholding of SRPL in Sundram Fasteners Limited (SFL) consisting of 5,07,73,280 equity shares (representing 24.16% of the paid up equity share capital) was vested in / transferred to TVSS. This had resulted in the increase of the direct shareholding of TVSS in SFL from 5,33,12,000 equity shares (representing 25.37% of the paid up equity share capital) to 10,40,85,280 equity shares (representing 49.53% of its paid up equity share capital).
3. As a subsequent step, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on February 4, 2022 (“Second Appointed Date”), the fasteners business undertaking of TVSS has been demerged from TVSS to TPL. This included the entire stake of 49.53% held by TVSS in SFL which has been vested in / transferred to TPL. Hence, with effect from the second appointed date, i.e. February 4, 2022, TPL has become the Promoter of SFL in view of its control over 49.53% of its shareholding and TVSS has ceased to have any stake in SFL.
4. TVSS are no longer associated with the business of the Company in any manner, and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company. Further, they are not engaged in the day-to-day affairs of the Company and do not hold any shares in the Company. This has been specifically noted by the Board of Directors of the Company at their meeting held on July 29, 2022.

Regulation 31A of the Listing Regulations empowers the stock exchanges where SFL's equity shares are listed, viz. BSE Limited and National Stock Exchange of India Limited (‘Stock Exchanges’) to permit re-classification of “Promoters” as “Public”, subject to fulfilment of certain conditions specified therein.

The Company has received a request letter from TVSS seeking re-classification of TVSS and SRPL (merged with TVSS effective January 6, 2022) [Outgoing Promoters] from the ‘Promoter’ category to ‘Public’ category under Regulation 31A of the Listing Regulations. The request letter was received by the Company, on July 6, 2022 and was placed before the Board of Directors at its meeting held on July 29, 2022.

The outgoing Promoters have also confirmed they are eligible for re-classification as public shareholders and satisfy the conditions set out in Regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31(A)(3)(b) of the Listing Regulations, the outgoing Promoters have confirmed that they:-

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- i. together, do not hold more than ten percent of the total voting rights of the Company;
  - ii. do not exercise control over the affairs of the Company, whether directly or indirectly;
  - iii. do not have any special rights with respect to the Company through formal or informal arrangements, including any shareholder agreements;
  - iv. are not represented in any capacity on the Board of Directors of the Company (including through any nominee Director)
  - v. are not acting as Key Managerial persons in the Company;
  - vi. are not 'wilful defaulters' as per the Reserve Bank of India guidelines; and
  - vii. are not fugitive economic offenders.

The Board of Directors of the Company considered the facts stated above and accepted the request for re-classification from 'Promoter' category to the 'Public' category by the outgoing Promoters subject to approval of the shareholders of the Company and approval of, BSE and NSE and recommend passing the Ordinary Resolution as set out in the notice.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. Based on Company's records, the Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges, or the Depositories. Further, the trading in the equity shares of the Company has not been suspended by the stock exchanges.

In terms of the said regulation, the promoter(s) seeking reclassification and the persons related to him/her/it shall not vote to approve such reclassification request.

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

None of the Directors or Key Managerial Personnel, or any other relatives are concerned or interested, whether financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No.1 of the notice for approval by shareholders.

#### **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations (as amended), and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting / e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

#### **The instructions for members to cast their votes through remote e-voting are given hereunder:-**

##### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

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maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL – Login through NSDL</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL – Login through CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to access e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest, the user will also be able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) - Login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800-1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****; then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will insist you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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## **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **[skco.cs@gmail.com](mailto:skco.cs@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)** or call on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to NSDL at **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case, shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **[investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in)** / **[srirams@integratedindia.in](mailto:srirams@integratedindia.in)**.
2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **[investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in)** / **[srirams@integratedindia.in](mailto:srirams@integratedindia.in)**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **[Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively, shareholder / member may send a request to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)** for procuring user id and password for e-voting by providing the above-mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.

## **Other information**

- a. 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, **July 29, 2022 (Friday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. 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.

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- c. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser to scrutinize the remote e-voting process in a fair and transparent manner.
  - d. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith to the Chairman / Managing Director(s) / Chief Financial Officer / Manager – Finance & Company Secretary of the Company.
  - e. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., **Tuesday, September 6, 2022**. 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 / Managing Director(s) / Chief Financial Officer / Manager – Finance & Company Secretary. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Date: July 29, 2022  
Place: Chennai - 600 004

**G Anand Babu**  
Manager – Finance & Company Secretary