

Sundram Fasteners Limited

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 the 54th Annual General Meeting to the Shareholders

NOTICE is hereby given that the **Fifty Fourth** 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 **Thursday, 24th August, 2017 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, 2017 along with Report of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited financial statement including the Consolidated financial statement for the year ended 31st March, 2017 together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."

2. To declare a final dividend on equity share capital for the financial year 2016-2017.

"RESOLVED THAT a final dividend of ₹ 2.80/- per equity share (280%) of face value ₹ 1/- each, as recommended by the Board, is hereby declared for the year ended 31st March, 2017 on the paid-up equity capital of ₹ 21.01 Crores and the same be paid to shareholders, whose names stand on the Register of Members of the Company and the records of the depositories as on 11th August, 2017.

3. To re-elect Ms Arundathi Krishna, who retires by rotation, as a Director of the Company.

"RESOLVED THAT Ms Arundathi Krishna (DIN 00270935) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company.

4. To appoint B S R & Co. LLP, Chartered Accountants, Chennai as Statutory Auditors of the Company.

"RESOLVED THAT B S R & Co. LLP, Chartered Accountants, Chennai [(Registration No. 101248W/W-100022) with the Institute of Chartered Accountants of India], are hereby appointed as Statutory Auditors of the Company under Section 139 of the Companies Act, 2013, in the place of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Registration No. 004207S) whose tenure expires at the conclusion of the ensuing 54th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, B S R & Co. LLP, Chartered Accountants, Chennai, will hold office as the Statutory Auditors of the Company, for a term of five consecutive years, till the conclusion of the Annual General Meeting of the Company for the financial year 2021-2022, subject to ratification at every Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

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SPECIAL BUSINESS

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

5. To ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2018.

“**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 Auditor of the Company for the financial year ending 31st March, 2018, 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
24th May, 2017

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

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

Agenda No. 5

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, 2018.

For the financial years 2014-2015, 2015-2016 and 2016-2017, 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, 2018 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 approval 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.

Chennai
24th May, 2017

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

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PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (AGENDA NO. 3) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name	Ms Arundathi Krishna		
Age	43 years		
DIN	00270935		
Qualification	MA degree in Econometrics from University of Madras ranked 2 nd in the graduating class. MBA from University of Michigan, USA.		
Experience	<p>Ms Arundathi Krishna was associated with America-On-Line Netscape, San Francisco, USA. She was with 'The Hindu' & 'The Business Line' as a Freelance Journalist during the years 1994 to 1998. She was also associated with Pond's (India) Limited, as a Brand Manager during the year 1996.</p> <p>She joined Sundram Fasteners Limited (the Company) in 1997 as Manager-Business Strategy and Systems. She structured and developed Gear Shifter Assembly Project in the Company which enabled the Company to generate additional revenue. She headed a Capital Budget Project for identification and evaluation of suppliers to enhance revenue streams and to negotiate with multi-national customers viz. Ford, General Motors and Hyundai. She was engaged in the implementation of Total Productive Maintenance (TPM) and Total Quality Management (TQM) practices. She was re-designated as Deputy Managing Director of the Company with effect from 30th May, 2013 and was re-appointed as Managing Director (designated as Deputy Managing Director) for a period of five years with effect from 18th September, 2013.</p> <p>She is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013.</p>		
Current remuneration (last drawn remuneration)	₹ 1,029.61 lakhs per annum		
Date of first appointment on the Board	18 th September, 2008		
Shareholding in the Company	51,840 Equity Shares of ₹ 1/- each		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to the Managing Directors of the Company.		
Number of meetings of the Board attended during the year	4 (Four) during the financial year 2016 - 2017 (All Meetings) 1 (One) during the financial year 2017 - 2018 (till May, 2017)		
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	Name of the Company	Directorship	Committee Membership
	TVS Upasana Limited (Formerly 'Upasana Engineering Limited')	Managing Director	Audit Committee (Member) Corporate Social Responsibility (Member)
Nature of expertise in specific functional area	Corporate Strategy and General Management		

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SHAREHOLDER NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A 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 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 Registry Management Services Private Limited, Kences Towers, 2nd 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 enclosed.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of Agenda No. 5 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 / Registrar & Share Transfer Agent (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. The shareholders, whose names appear in the register of members and the records of the Depositories as on **11th August, 2017 (Friday)** will be entitled to receive the final dividend.
6. Register of Members and the Share Transfer Books of the Company will remain closed from **12th August, 2017 (Saturday), to 24th August, 2017 (Thursday)** [both days inclusive].
7. Members desiring any information as regards financial statement 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.
8. 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.
9. 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
10. 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 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.

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11. Details of dividend declared by the Company for the financial year 2010-2011 and onwards are given below:

Financial Year	Pay-out	Date of Declaration	Due date for transfer to IEPF
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
2016-2017	Interim	02-11-2016	09-12-2023

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.

12. Pursuant to the notification of Investor Education and Protection Fund (IEPF) Rules, 2016 by the Ministry of Corporate Affairs (MCA) in September 2016 and February, 2017, relating to transfer of shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to IEPF Suspense Account on or before 31st May, 2017, the Company had sent reminder letters to the shareholders to lodge the dividend claims before the due date mentioned above. The MCA is yet to notify the demat account for the transfer of the above mentioned shares. Thus, transfer of shares will be effected on further clarification from MCA.
13. 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.
14. 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 under Section 113 of the Companies Act, 2013.
15. 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 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 / srirams@integratedindia.in
16. **Voting through electronic means and at the AGM:**
- i. Pursuant to Section 108 of the Companies Act, 2013, and 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 54th Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of

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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. Instruction 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.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file “Sundram Fasteners Limited remote e-voting.pdf”.

- 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.
- 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 under Section 113 of the Companies Act, 2013, 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.

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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 : evoting@nsdl.co.in or rajivr@nsdl.co.in 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.
Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case, Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID). In case, Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- 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 Monday, 21st August, 2017 (9.00 am - Indian Standard Time) and ends on Wednesday, 23rd August, 2017 (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 17th August, 2017 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 of 17th August, 2017.
- 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 17th August, 2017, may obtain the login ID and password by sending a request to evoting@nsdl.co.in / 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.
- 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 scrutinizer, 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 Annual 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., 24th August, 2017. 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
24th May, 2017

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

Sundram Fasteners Limited

ANNUAL GENERAL MEETING

Day / Date / Time : Thursday, 24th August, 2017 Time: 10.00 am

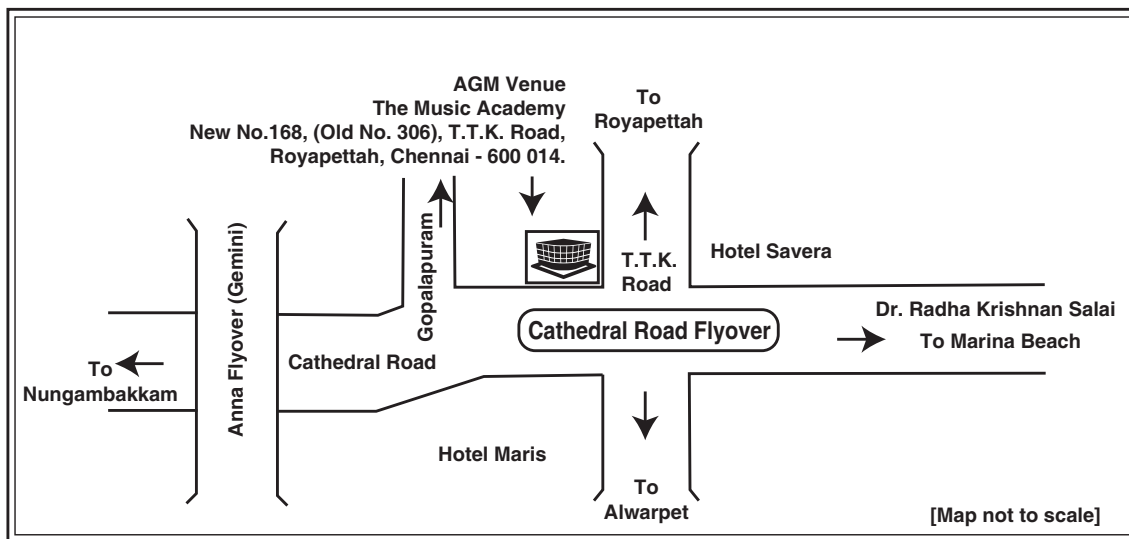
Venue : The Music Academy - T T Krishnamachari Auditorium (Main Hall),
New No. 168, T T K Road, Royapettah, Chennai - 600 014

E-VOTING PERIOD

Commences on : Monday, 21st August, 2017 at 9.00 am

Closes on : Wednesday, 23rd August, 2017 at 5.00 pm

Route Map to 54th Annual General Meeting Venue



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

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.