

Notice of the 56th Annual General Meeting to the Members

NOTICE is hereby given that the **Fifty Sixth** Annual General Meeting of the Members 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, August 8, 2019 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 March 31, 2019 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 March 31, 2019 together with the Auditor’s 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 re-elect Ms Preethi Krishna, who retires by rotation, as a Director of the Company.

“RESOLVED THAT Ms Preethi Krishna (DIN 02037253) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS

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

3. To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

“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 March 31, 2020, 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 be and is hereby ratified.”

To consider and if thought fit, to pass the following item of business, as a **Special Resolution**:

4. To re-appoint Sri R Srinivasan (DIN: 00043658) as a Non Executive Independent Director of the Company for a term of two consecutive years commencing from September 22, 2019 to September 21, 2021.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri R Srinivasan (*holding DIN 00043658*) aged 77 years, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, to hold office for a term of two (2) consecutive years commencing from September 22, 2019 to September 21, 2021 and to receive remuneration by way of fees and other remuneration as may be payable, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and / or committee from time to time.”

To consider and if thought fit, to pass the following item of business, as a **Special Resolution**:

5. To issue Non-Convertible Debentures upto ₹ 500 crores on private placement basis.

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations / Guidelines and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as “the Board”) to issue / offer / invite for subscription and to allot Secured Redeemable Non-Convertible Debentures (“NCDs”) including but not limited to subordinate debt, bonds and / or other debt securities (hereinafter collectively referred as “Securities”), *on private placement basis*, listed or unlisted, in physical or dematerialised form, in one or more tranches within a period of one year from the date of passing of this special resolution to eligible person(s), upto a limit of ₹ 500 Crores (Rupees Five Hundred Crores), within the overall borrowing limits of the Company approved by the members of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to determine the terms of the issue including

providing security on any of the Company's assets, the class of investors to whom such Securities to be issued, timing of the issue, total amount to be raised by issuance of Securities, the number of Securities, face value, tranches, issue price, tenor, interest rate, premium / discount, appointment of trustee(s), listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute

discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of the Board of Directors and / or officer(s) of the Company, to the extent permissible under law, as it may in its absolute discretion deem necessary.

By Order of the Board

R DILIP KUMAR

Vice President – Finance &
Company Secretary

Chennai
May 9, 2019

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

Agenda No. 3

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 March 31, 2020.

For the financial years ended March 31, 2014 to March 31, 2019, 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 March 31, 2020 at a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) in addition to reimbursement of travel and out-of-pocket expenses.

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

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.

Agenda No. 4

Sri R Srinivasan is a Non-Executive Independent Director of the Company. He is also the Chairman of the Audit Committee and the Nomination and Remuneration Committee. He joined the Board of Sundram Fasteners Limited in March 1995. He has expertise in engineering and general management. He was the Former Managing Director of Widia India Limited (Now renamed as Kennametal India Limited). He is also presently a Director in several prominent Boards like TTK Prestige Limited, Kirloskar Oil Engines Limited. He has managerial experience spanning over 52 years. Sri R Srinivasan was appointed as a non-executive

and Independent Director by the shareholders' at the 51st Annual General Meeting held on September 22, 2014, for a consecutive term of five years from September 22, 2014 to September 21, 2019, not liable to retire by rotation.

Sri R Srinivasan is proposed to be re-appointed as a Non-Executive Independent Director for the second term of two consecutive years, commencing from September 22, 2019 to September 21, 2021 on such remuneration by way of fees and other remuneration as may be payable, reimbursement of expenses for participation in the meetings of the Board and / or Committees as determined by the Board and / or Committee from time to time.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Sri R Srinivasan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Sri R Srinivasan, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The proposed resolution seeks the approval of members by way of a special resolution for the re-appointment of Sri R Srinivasan as an Independent Director of the Company pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. Sri R Srinivasan will not be liable to retire by rotation.

In the opinion of the Board of Directors, Sri R Srinivasan, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

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A copy of the letter of appointment of Sri R Srinivasan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the Annual General Meeting.

The Board of Directors considers that in view of the managerial experience and expertise of Sri R Srinivasan, his continued association with the company would be of immense benefit and hence propose to avail the services of Sri R Srinivasan as an Independent Director.

Sri R Srinivasan is aged more than 75 years and hence his appointment as a Non-Executive Independent Director, requires the approval of members by way of a special resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018.

Except Sri R Srinivasan, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.4 of the notice for approval by shareholders.

Agenda No. 5

The Board of Directors of the Company at their meeting held on May 9, 2019 has, subject to the approval of Members, accorded its consent to raise funds through issue of Non-Convertible Debentures (NCDs) / Bonds / Sub-ordinated Debt Instruments to eligible investor(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and / or Committee of Directors. The amount to be raised by way of issue of NCDs on a private placement basis however shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores Only) in aggregate.

The objective of raising funds through issue of debentures is to augment the long-term resources of the Company / to

finance the capital expenditure / business opportunities that may emerge from time to time and / or for general corporate purposes.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis. The Company may also list these NCDs in any one or more Stock Exchanges.

Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, permits a Company to pass a previous special resolution once in a year for all the offers or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Necessary approvals for borrowings and creation of charges as required under Section 180(1)(c) of the Companies Act, 2013 have already been obtained from the members in the 51st Annual General Meeting held on September 22, 2014 upto a limit of Rs 1,000 crores in excess of the aggregate of the paid-up capital and free reserves of the Company. The proposed issue of NCDs are within the above mentioned limits.

The consent of Members is therefore sought for the proposed issue of NCDs, and to authorize the Board (including any Committee of the Board) to issue NCDs on private placement basis, in one or more tranches, during a period of one year from the date of passing this special resolution, with the authority to the Board of Directors / any Committee of the Board to determine the terms and conditions, including the issue price of the NCDs, bonds and / or other debt securities and submit necessary application for listing of NCDs with any one or more Stock Exchanges.

By Order of the Board

R DILIP KUMAR
Vice President – Finance &
Company Secretary

Chennai
May 9, 2019

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (AGENDA NO 2 & 4) 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.

AGENDA NO. 2

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|--|--|
| Name | Ms Preethi Krishna |
| Age | 54 years |
| DIN | 02037253 |
| Qualification | B.Sc., (Physics), Stella Maris College, M.A. Public Management, University of Madras MBA, (Simon School of Business, University of Rochester, New York, USA.) |
| Experience | 1988-89 – Sundram Fasteners Limited 1991-94 – Whirlpool Corporation, Benton Harbor, USA |
| Date of first appointment on the Board | July 5, 2017 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Related to the Chairman / Managing Directors of the Company. |
| Number of meetings of the Board attended during the year | 4 (Four) during the financial year 2018 - 2019 out of 5 meetings 1 (One) during the financial year 2019 - 2020 out of 1 meeting |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | TVS Infotech Inc., Director |
| Nature of expertise in specific functional area | Corporate Strategy and General Management |

AGENDA NO. 4

| | |
|--|--|
| Name | Sri R Srinivasan |
| Age | 77 years |
| DIN | 00043658 |
| Qualification | Graduate in Engineering |
| Experience | Sri R Srinivasan has managerial experience spanning over 52 years. He was the Former Managing Director of Widia India Limited (Now renamed as Kennametal India Limited). |
| Date of first appointment on the Board | March 6, 1995 |
| Shareholding in the Company | 9,200 Equity Shares of ₹ 1/- each (joint-holder) |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Nil |

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|---|--|---|
| Number of meetings of the Board attended during the year | 5 (Five) during the financial year 2018 - 2019 out of 5 meetings 1 (One) during the financial year 2019 - 2020 out of 1 meeting | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Directorship | Committee Membership |
| | ACE Designers Limited Kirloskar Oil Engines Limited Murugappa Morgan Thermal Ceramics Limited TTK Prestige Limited Yuken India Limited Sterling Abrasives Limited Taegu Tec India Private Limited Indian Machine Tool Manufacturers Association | Audit Committee (Chairman) in Kirloskar Oil Engines Limited. Nomination & Remuneration Committee (Chairman) and Audit Committee (Member) in TTK Prestige Limited. Nomination & Remuneration Committee (Chairman) and Audit Committee (Member) in Yuken India Limited. Audit Committee (Chairman) and Nomination & Remuneration Committee (Member) in Ace Designers Limited. Audit Committee (Chairman) in Sterling Abrasives Limited. |
| Nature of expertise in specific functional area | Engineering and General Management | |

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 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 special business in Agenda Nos 3, 4 and 5 of the Notice is annexed hereto.
4. 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.
5. 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.
6. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company:-
 - a) any change in their address / bank mandate
 - 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

7. Members whose shareholding is in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilise the Electronic Clearing System (ECS) for receiving dividends.
8. Details of dividend declared by the Company for the financial year 2011-2012 and onwards are given below:

| Financial Year | Pay-out | Date of Declaration | Due date for transfer to IEPF |
|----------------|-------------------------|---------------------|-------------------------------|
| 2011-2012 | 2 nd Interim | 28-05-2012 | 04-07-2019 |
| 2012-2013 | 1 st Interim | 08-11-2012 | 15-12-2019 |
| 2012-2013 | 2 nd Interim | 30-05-2013 | 06-07-2020 |
| 2013-2014 | 1 st Interim | 01-11-2013 | 08-12-2020 |
| 2013-2014 | 2 nd Interim | 29-05-2014 | 05-07-2021 |
| 2014-2015 | 1 st Interim | 06-11-2014 | 13-12-2021 |
| 2014-2015 | 2 nd Interim | 29-05-2015 | 05-07-2022 |
| 2015-2016 | 1 st Interim | 02-11-2015 | 09-12-2022 |
| 2015-2016 | 2 nd Interim | 09-03-2016 | 15-04-2023 |
| 2016-2017 | Interim | 02-11-2016 | 03-12-2023 |
| 2016-2017 | Final | 24-08-2017 | 27-09-2024 |
| 2017-2018 | 1 st Interim | 02-11-2017 | 09-12-2024 |
| 2017-2018 | 2 nd Interim | 09-05-2018 | 15-06-2025 |
| 2018-2019 | 1 st Interim | 29-10-2018 | 05-12-2025 |
| 2018-2019 | 2 nd Interim | 09-05-2019 | 15-06-2026 |

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.

9. Pursuant to the notification of Investor Education and Protection Fund (IEPF) Rules, 2016 by the Ministry of Corporate Affairs (MCA), 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 Authority, the Company has transferred 2,19,793 equity shares to the IEPF Authority before the due date with respect to 2nd Interim Dividend for the Financial Year 2010-2011 and 1st Interim Dividend for the Financial Year 2011-12.
10. 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 **abridged version of the Annual Report** and the Notice of the Annual General Meeting are being sent in the permitted modes of dispatch.
11. 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 provide a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the annual general meeting.
12. 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 abridged / full version of the annual report 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

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13. Voting through electronic means and at the Annual General Meeting

- I. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended from time to time 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 56th 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. Instruction for Remote e-voting

How to 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at <https://eservices.nsdl.com> / with your existing IDEAS login. Once you login to NSDL eservices after using your login 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. Your password details 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.
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- 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 force 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. Open the .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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you in your attendance slip.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also print the details of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

14. Other information

- i. The remote e-voting period commences on **Monday, August 5, 2019 (9.00 am – Indian Standard Time) and ends on Wednesday, August 7, 2019 (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 **August 1, 2019** 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.
 - ii. 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 **August 1, 2019**.
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- iii. 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 **August 1, 2019**, may obtain the login ID and password by sending a request to evoting@nsdl.co.in / srirams@integratedindia.in.
- iv. 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.
- v. The Company has appointed Sri K Sriram, Practising 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.
- vi. The Chairman shall, at the Annual General Meeting, 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.
- vii. 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 / Managing Director / Joint Managing Director / Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
- viii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., **August 8, 2019**. 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.

By Order of the Board

R DILIP KUMAR
Vice President – Finance &
Company Secretary

Chennai
May 9, 2019

ANNUAL GENERAL MEETING

Day / Date / Time: Thursday, August 8, 2019 Time: 10.00 am

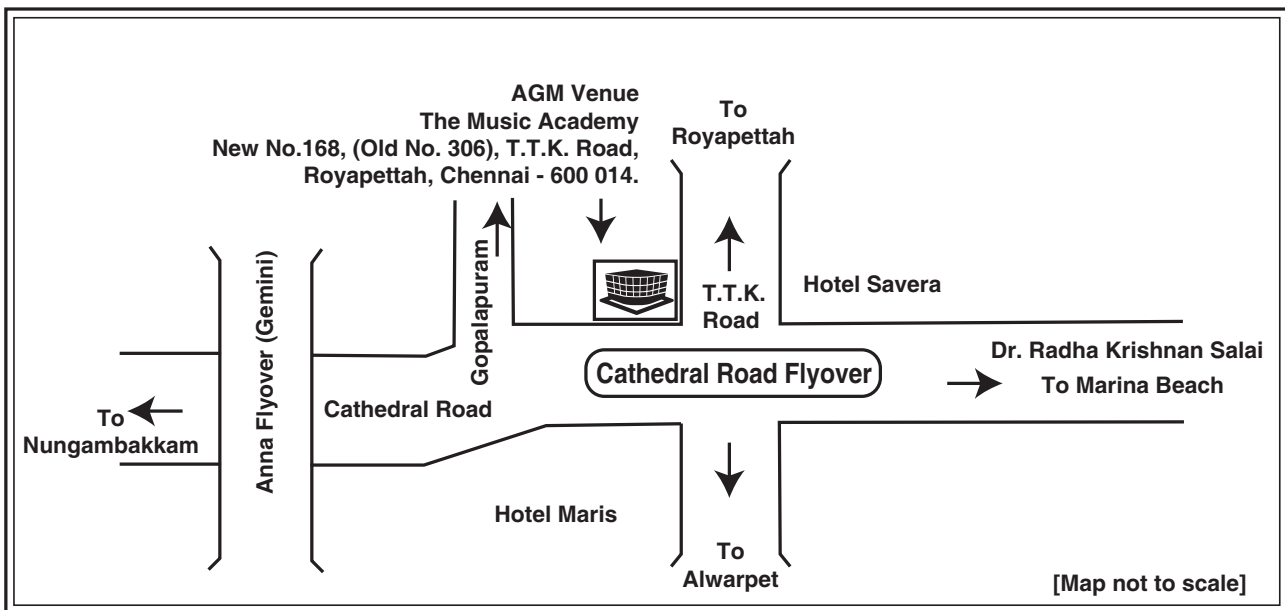
Venue : The Music Academy - T T Krishnamachari Auditorium (Main Hall),
New No. 168, T T K Road, Royapettah, Chennai - 600 014

E-VOTING PERIOD

Commences on : Monday, August 5, 2019 at 9.00 am

Closes on : Wednesday, August 7, 2019 at 5.00 pm

Route Map to 56th 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.