

Notice of the 60th Annual General Meeting to the Members

NOTICE is hereby given that the **Sixtieth** Annual General Meeting of the Members of the Company will be held on **Thursday, June 29, 2023** at 10.00 a.m. IST (Indian Standard Time) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') 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, 2023 along with the Reports of the Board of Directors and Auditor's thereon.

"RESOLVED THAT the Audited financial statement including the consolidated financial statement for the year ended March 31, 2023 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 appoint Ms Arundathi Krishna (DIN: 00270935), who retires by rotation and being eligible offers herself for re-appointment 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."

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, 2024.

"RESOLVED THAT the remuneration of ₹ 5,00,000/- (Rupees Five 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, 2024, 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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014 is hereby ratified."

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

4. To approve the re-appointment of Dr Nirmala Lakshman (DIN: 00141632) as a Non-Executive Independent Director of the Company for the second consecutive term of 5 (five) years commencing from September 20, 2023 to September 19, 2028.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 197 and 198 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the re-appointment of Dr Nirmala Lakshman (DIN: 00141632) as a Non-Executive Independent Director of the Company, to hold such office for her second consecutive term of 5 (five) years commencing from September 20, 2023 to September 19, 2028 and be paid remuneration by way of fee (for attending meetings of the Board or Committees thereof or for any other purpose whatsoever), commission and such other remuneration as may be payable, besides 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as determined by the Board, from time to time.

By Order of the Board

G ANAND BABU
Manager - Finance &
Company Secretary

Chennai
May 4, 2023

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

Agenda No 3

Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024

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 March 31, 2024.

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 the financial years ended March 31, 2014 to March 31, 2023 for conducting the Cost Audit as mandated by the Act. Pursuant to the recommendation of the Audit Committee, the Board has considered and approved the re-appointment of Sri P Raju Iyer, Practising Cost Accountant, as the Cost Auditor for the financial year ending March 31, 2024 at a remuneration of ₹ 5,00,000/- (Rupees Five 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.

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

The Board recommends the resolution set forth in the notice (Agenda No 3) for approval by the members.

Agenda No 4

Approval of re-appointment of Dr Nirmala Lakshman (DIN 00141632) as a Non-Executive Independent Director of the Company for the second consecutive term of 5 (five) years commencing from September 20, 2023 to September 19, 2028

Dr Nirmala Lakshman (DIN: 00141632) is a Non-Executive Independent Director of the Company. She is also the Chairperson of Stakeholders' Relationship Committee and a member of the Corporate Social Responsibility Committee. She joined the Board of Sundram Fasteners Limited on September 20, 2018. Dr Nirmala Lakshman is a Ph.D. in Postmodern Literature from Stella Maris College, the University of Madras and has a Master's Degree in English from the United States. A writer and a senior journalist, she was the Joint Editor of 'The Hindu' for two decades. She is a seasoned commentator on a range of social, gender and development issues as well as on the arts, literature and culture. She is also the editor of an anthology of contemporary Indian journalism titled 'Writing a Nation' which was published in the year 2007. In various senior editorial roles at the Hindu for nearly three decades, Dr Nirmala Lakshman conceptualised and created several supplements for the paper, and has

also edited the various feature sections of the newspaper. Dr Nirmala Lakshman is also on the Board of THG Publishing Private Limited.

She was appointed as a Non-Executive Independent Director for a consecutive term of five years from September 20, 2018 to September 19, 2023, not liable to retire by rotation and her appointment was approved by the shareholders through Postal Ballot on March 26, 2019.

Dr Nirmala Lakshman is proposed to be re-appointed as a Non-Executive Independent Director for the second term of five consecutive years, commencing from September 20, 2023 to September 19, 2028 on such remuneration by way of fees, commission and other remuneration, if any, as may be payable, reimbursement of expenses for participation in the meetings of the Board and / or committees as determined by the Board on recommendation by the Nomination and Remuneration Committee from time to time.

The Company has received a notice in writing from a member under the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Dr Nirmala Lakshman 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 Dr Nirmala Lakshman, a declaration to the effect that she 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 she 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.

She has registered her name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from December 1, 2019.

The proposed resolution seeks the approval of members by way of special resolution for her re-appointment as an Independent Director pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She will not be liable to retire by rotation.

Dr Nirmala Lakshman, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the management.

Dr Nirmala Lakshman has the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company, such as, experience in leading well-governed organizations, with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning, financial management and risk management, understanding of emerging local and global trends and management of accountability and performance.

After evaluation of her performance, mix of skills, experience, competency and other attributes, the Nomination and Remuneration Committee and the Board were of the opinion that her continued association would be of immense benefit to the Company and have recommended her re-appointment for a second consecutive term.

In the opinion of the Board of Directors, Dr Nirmala Lakshman, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management.

A copy of the letter of re-appointment of Dr Nirmala Lakshman 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.

In view of the above said managerial experience and expertise of Dr Nirmala Lakshman, the Company proposes to avail her services as an Independent Director.

Except Dr Nirmala Lakshman, 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 proposal set forth in the Notice (Item No. 4) for consideration and approval of the members.

Besides sittings fees for meetings and re-imburement of expenses, she will also be entitled to commission as may be fixed by the Board in accordance with the approval of the shareholders obtained on June 16, 2022.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below, which forms part of this statement.

Chennai
May 4, 2023

By Order of the Board
G ANAND BABU
Manager - Finance &
Company Secretary

Sundram Fasteners Limited

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS/ SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015. AGENDA NO 2

Name	Ms. Arundathi Krishna														
Age	49 years														
DIN	00270935														
Qualification	MA degree in Econometrics from University of Madras ranked 2nd in 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 & 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. She oversees the operations of TVS Upasana Limited and overseas subsidiaries of Sundram Fasteners Limited.</p> <p>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 May 30, 2013 and was re-appointed as Managing Director (designated as Deputy Managing Director) for a period of five years from September 18, 2013. She was subsequently re-appointed for a period of five years with effect from September 18, 2018 and for a further period of five years effective September 18, 2023. She was re-designated as Joint Managing Director of the Company effective April 20, 2018.</p> <p>She is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013.</p>														
Date of first appointment on the Board	September 18, 2008														
Shareholding in the Company	51,840 Equity Shares of ₹ 1/- each														
Current remuneration (last drawn remuneration)	₹ 552.50 lakhs per annum . The Joint Managing Director does not draw sitting fee for attending the meetings of the Board and its Committees.														
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Sri Suresh Krishna, Chairman and Non-Executive Director and sister of Ms Arathi Krishna, Managing Director and Ms Preethi Krishna, Non-Executive Non-Independent Director.														
Number of meetings of the Board attended during the year	2 (Two) meetings attended during the financial year 2023-2024 out of 2 meetings held / conducted.														
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Directorship</th> <th>Committee Membership</th> </tr> </thead> <tbody> <tr> <td>TVS Upasana Limited</td> <td>Managing Director</td> <td>-</td> </tr> <tr> <td>Sunfast TVS Limited</td> <td>Director</td> <td>-</td> </tr> <tr> <td>TVS Engineering Limited</td> <td>Director</td> <td>-</td> </tr> </tbody> </table>			Name of the Company	Directorship	Committee Membership	TVS Upasana Limited	Managing Director	-	Sunfast TVS Limited	Director	-	TVS Engineering Limited	Director	-
Name of the Company	Directorship	Committee Membership													
TVS Upasana Limited	Managing Director	-													
Sunfast TVS Limited	Director	-													
TVS Engineering Limited	Director	-													
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Risk Management / Human Resources														

AGENDA NO 4

Name	Dr Nirmala Lakshman						
Age	69 years						
DIN	00141632						
Qualification	Ph.D. in Postmodern Literature from Stella Maris College, the University of Madras and a Master's Degree in English from the United States.						
Experience	<p>A writer, and a senior journalist, she was the Joint Editor of 'The Hindu' for two decades. She is a seasoned commentator on a range of social, gender and development issues as well as on the arts, literature and culture. She is also the editor of an anthology of contemporary Indian journalism titled 'Writing a Nation' which was published in the year 2007.</p> <p>In various senior editorial roles at the Hindu for nearly three decades, Dr Nirmala Lakshman conceptualised and created several supplements for the paper, and has also edited the various feature sections of the newspaper.</p> <p>Dr Nirmala Lakshman was a Press Fellow at the University Cambridge, UK and has also been a Fellow of the 21st Century Trust in the UK. She has also served as a Trustee on the board of various philanthropic trusts and organisations.</p>						
Current remuneration (last drawn remuneration)	Sitting fee is being paid at ₹ 50,000/- per Board Meeting and ₹ 20,000/- per Committee meeting. Payment of Commission amounting to ₹ 10.00 lakhs for the financial year 2022-2023.						
Date of first appointment on the Board	September 20, 2018						
Shareholding in the Company	Nil						
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil						
Number of meetings of the Board attended during the year	2 (Two) meetings attended during the financial year 2023-2024 out of 2 meetings held/ conducted.						
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<table border="1"><thead><tr><th>Name of the Company</th><th>Directorship</th><th>Committee Membership</th></tr></thead><tbody><tr><td>THG Publishing Private Limited</td><td>Whole-time Director</td><td>-</td></tr></tbody></table>	Name of the Company	Directorship	Committee Membership	THG Publishing Private Limited	Whole-time Director	-
Name of the Company	Directorship	Committee Membership					
THG Publishing Private Limited	Whole-time Director	-					
Nature of expertise in specific functional area	Corporate Strategy / Finance / General Management / Human Resources / Risk Management						

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its circular dated December 28, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the **facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

Sundram Fasteners Limited

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 and 4 of the Notice is annexed hereto.
4. **Members desiring any information as regards financial statement are requested to write to the Company on or before June 23, 2023 (Friday) through e-mail at investorshelpdesk@sfl.co.in.** The same will be replied by the management suitably.
5. In the case of joint holders, the vote of the first holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.
6. The Securities and Exchange Board of India vide its circular dated November 3, 2021 had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company/ Registrar & Share Transfer Agents (RTA) of the Company in Forms ISR-1, ISR-2, SH-13 etc.

Pursuant to the circulars dated November 3, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s). As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the above-mentioned documents / details on or after October 1, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

- a. **eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;**
- b. **eligible for any payment including dividend, interest or redemption payment only through electronic mode;**
- c. **referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above-mentioned documents. The forms are available on the Company's website www.sundram.com. Alternatively, the members may also dematerialize all the shares held by them.

7. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants (Or) may contact the Registrar and Share Transfer Agent, Sri S Sriram, General Manager, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone: 91-44-28140801-803, E-mail: srirams@integratedindia.in for receiving any documents / communication from the Company.
8. 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.
9. Details of dividend declared by the Company from financial year 2015-2016 onwards are given below:

Financial Year	Pay-out	Date of Declaration	Date of completion of seven years period	Due date for transfer to IEPF
2015-2016	2 nd Interim	09-03-2016	15-04-2023	15-05-2023
2016-2017	Interim	02-11-2016	03-12-2023	02-01-2024
2016-2017	Final	24-08-2017	27-09-2024	28-10-2024
2017-2018	1 st Interim	02-11-2017	09-12-2024	08-01-2025
2017-2018	2 nd Interim	09-05-2018	15-06-2025	15-07-2025
2018-2019	1 st Interim	29-10-2018	05-12-2025	04-01-2026
2018-2019	2 nd Interim	09-05-2019	15-06-2026	15-07-2026

Financial Year	Pay-out	Date of Declaration	Date of completion of seven years period	Due date for transfer to IEPF
2019-2020	1 st Interim	04-11-2019	11-12-2026	10-01-2027
2019-2020	2 nd Interim	26-02-2020	03-04-2027	03-05-2027
2020-2021	1 st Interim	04-11-2020	11-12-2027	10-01-2028
2020-2021	2 nd Interim	06-05-2021	12-06-2028	12-07-2028
2021-2022	Interim	10-02-2022	19-03-2029	18-04-2029
2022-2023	1 st Interim	08-11-2022	15-12-2029	14-01-2030
2022-2023	2 nd Interim	04-05-2023	10-06-2030	10-07-2030

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.

10. 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 duly transferred 38,249 equity shares during the financial year 2022-2023 to the IEPF Authority.
11. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report for the financial year 2022-2023 *inter-alia* indicating the process and manner of remote e-voting / e-voting during the meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will be available for electronic inspection. Members seeking to inspect such documents electronically can send an e-mail to investorshelpdesk@sfl.co.in.
13. Members may note that the Notice of AGM and the Annual Report for the financial year 2022-2023 will also be available on the Company's website www.sundram.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication in this regard, including the requirement of physical copy of Annual Report, members may send their request letters to investorshelpdesk@sfl.co.in / srirams@integratedindia.in.
14. Corporate members are requested to provide a duly certified copy of the board resolution / power of attorney **on or before June 23, 2023 (Friday)** authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through video conferencing will be made available for 1,000 members on first-come first-serve basis. This will not include large Shareholders (Shareholders holding more than 2% shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of first-come first-serve basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, www.sundram.com.

Sundram Fasteners Limited

Voting through electronic means

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (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 at the AGM. 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 as well as e-voting on the date of the Annual General Meeting will be provided by NSDL.

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

The remote e-voting period begins on Monday, June 26, 2023 at 09:00 A.M. IST and ends on Wednesday, June 28, 2023 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. June 22, 2023 (Thursday), may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being June 22, 2023 (Thursday).

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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B) Login Method for e-Voting and joining virtual meeting 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 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, 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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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.

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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 and join the Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the Annual General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 / sriram.krishnamurthy@rediffmail.com** with a copy marked to **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.
2. 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 to reset the password.
3. 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 or call on.: 022 - 4886 7000 / 022 - 2499 7000 or send a request to NSDL at **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 / 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 / srirams@integratedindia.in**. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

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3. Alternatively, shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing 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 e-Voting facility.

The instructions for members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. The members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at **<https://www.evoting.nsdl.com>** under shareholders / members login by using the remote e-voting / e-voting credentials. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against Company's name. You are requested to click on VC/OAVM link placed under 'Join Meeting' menu. The link for VC/OAVM will be available in the Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. **System requirements:** Further, the members may ensure availability of a Camera to facilitate interface and use Internet Connection with good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network and calls being received. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **investorshelpdesk@sfl.co.in** from **June 20, 2023 (9:00 a.m. IST) to June 23, 2023 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information

- i. 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, **June 22, 2023 (Thursday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of AGM and the Annual Report through electronic mode, and holding shares as of the cut-off date **June 22, 2023 (Thursday)** may obtain the login ID and password by sending a request to **evoting@nsdl.co.in** / **srirams@integratedindia.in**.

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- iii. 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 e-voting on the day of AGM.
 - iv. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
 - v. The Scrutiniser shall, immediately after the conclusion of e-voting on the date of AGM first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall within two working days of conclusion of the meeting submit his report of the total votes cast in favor or against, if any, to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Manager – Finance & Company Secretary of the Company.
 - vi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., **June 29, 2023**. The results along with the Scrutiniser's Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited/National Stock Exchange of India Limited, Mumbai.

Chennai
May 4, 2023

By Order of the Board
G ANAND BABU
Manager - Finance & Company Secretary