



## Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

REGISTERED & CORPORATE OFFICE  
98-A, VII FLOOR  
DR. RADHAKRISHNAN SALAI,  
MYLAPORE, CHENNAI - 600 004, INDIA  
TELEPHONE : +91 - 44 - 28478500  
PAN : AAACS8779D  
CIN : L35999TN1962PLC004943  
WEBSITE : www.sundram.com

November 21, 2022

### National Stock Exchange of India Limited (NSE)

*Scrip Code - SUNDRMFAST*  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

By NEAPS/ Digital Exchange

### BSE Limited (BSE)

*Scrip Code - 500403*  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

By Listing Centre

Dear Sir / Madam,

### **Notice of 14<sup>th</sup> Postal Ballot**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, it is proposed to transact the following businesses by way of postal ballot:-

1. Approval of re-appointment of Ms Arundathi Krishna (DIN: 00270935) as Joint Managing Director of the Company and payment of remuneration, for a period of 5 (five) years from September 18, 2023 to September 17, 2028 (Ordinary Resolution);
2. Approval of re-appointment of Sri S Mahalingam (DIN: 00121727) as a Non-Executive Independent Director of the Company for the second consecutive term of five years commencing from January 30, 2023 to January 29, 2028 and for his continuation after attaining 75 years of age during such tenure. (Special Resolution)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the notice of the 14<sup>th</sup> Postal Ballot.

The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021 and Circular No 3/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars"), has permitted the Companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants.

Consequently, this notice is being sent to members who have registered their e-mail addresses and is not being sent to members who have not registered their e-mail addresses. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

The remote e-voting period commenced *today, Monday, November 21, 2022 (9:00 a.m. IST)* and ends on **Tuesday, December 20, 2022 (5:00 p.m. IST).**

Thanking you,

Yours truly,  
For SUNDRAM FASTENERS LIMITED

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

# Sundram Fasteners Limited

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## Sundram Fasteners Limited

CIN : L35999TN1962PLC004943

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

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

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

### NOTICE OF 14<sup>TH</sup> POSTAL BALLOT

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

To

The Members

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

- i. Approval of re-appointment of Ms Arundathi Krishna (DIN: 00270935) as Joint Managing Director of the Company and payment of remuneration, for a period of 5 (five) years from September 18, 2023 to September 17, 2028 (Ordinary Resolution);
- ii. Approval of re-appointment of Sri S Mahalingam (DIN: 00121727) as a Non-Executive Independent Director of the Company for the second consecutive term of 5 (five) years commencing from January 30, 2023 to January 29, 2028 and for his continuation after attaining 75 years during such tenure. (Special Resolution)

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

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

**The e-voting period will be from 9:00 a.m. IST on November 21, 2022 (Monday) to 5:00 p.m. IST on December 20, 2022 (Tuesday).**

By Order of the Board

Date: November 8, 2022

Place: Chennai - 600 004

**G Anand Babu**

Manager – Finance & Company Secretary

# Sundram Fasteners Limited

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## Notes:

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

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12. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date, **Friday, November 11, 2022**. Any person receiving this notice who is not a member as on the cut-off date should treat this notice **for information purposes only. The voting rights in respect of unclaimed shares** held in Sundram Fasteners Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
13. Members requiring any clarification may contact investors' helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478510 / E-mail: investorshelpdesk@sfl.co.in.

### **SPECIAL BUSINESS**

1. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution**:

**Approval of re-appointment of Ms Arundathi Krishna (DIN: 00270935) as Joint Managing Director of the Company and payment of remuneration, for a period of 5 (five) years from September 18, 2023 to September 17, 2028.**

“**RESOLVED** that further to the recommendation made by the Nomination and Remuneration Committee and approval by the Board of Directors at their meeting held on November 8, 2022, approval of the Company be and is hereby accorded under Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Articles of Association of the Company, for the re-appointment of Ms Arundathi Krishna (DIN 00270935) as a Whole-time Key Managerial Personnel designated as Joint Managing Director of the Company for a further period of five years from September 18, 2023 to September 17, 2028 (both days inclusive) on the terms and conditions including remuneration, as set out hereunder:-

- I Salary : In the range of ₹ 3,50,000/- to ₹ 8,50,000/- (Rupees Three Lakhs Fifty Thousand to Rupees Eight Lakhs Fifty Thousand) per month [*inclusive of salary and allowances*], with increments at such intervals as the Board may decide from time to time
- II Commission : Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted under Section 197 read with Schedule V of the Act and also taking into consideration the limits set out in Regulation 17 of the Listing Regulations.
- III Other Allowances as per the Rules of the Company
- IV Perquisites
- a Furnished leased residential accommodation *or* free use of furnished residential accommodation owned by the Company with facilities and amenities including water, gas, electricity, maintenance, security, furniture, fixtures, furnishings and all utilities and services.

## Sundram Fasteners Limited

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If no free use of furnished residential accommodation is provided, the Joint Managing Director shall be entitled to house rent allowance as per the rules of the Company.

The expenditure incurred by the Company on gas, electricity, water, maintenance, security, furniture, fixtures, furnishings and all utilities and services shall be valued as per Income-tax Rules, 1962 or any re-enactment thereof.

- b Medical expenses covering medical treatment in India and overseas for self and family, including premium for medical insurance and other related expenses.
- c Leave travel allowances as per the rules of the Company.
- d Fees, subscription and other incidental charges to clubs, subject to a maximum of three clubs in India and abroad including admission and life membership fee.
- e Payment of premium on personal accident insurance, with the annual cover of ₹ 10,00,00,000/- (Rupees Ten Crores only).
- f Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company.
- g Gratuity as per the rules of the Company.
- h Provision of chauffeur driven two company cars for use on Company's business and use of car for private purposes will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- i Internet and other telecommunication facilities, including video conferencing, at residence.

Perquisites shall be valued as per the Income-tax Rules, 1962 or any re-enactment thereof, wherever applicable. In the absence of any such rules the perquisites shall be valued at actual costs.

### V Other Benefits

- a Leave on full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
- b Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
- c Such other benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.
- d Such other benefits, amenities and facilities *including* those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

- VI The Board may, based on recommendation of the Nomination and Remuneration Committee, revise the remuneration payable to the Joint Managing Director, during any financial year during currency of the tenure of office, in such manner as may be agreed to between the Board of Directors and the Joint Managing Director subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 of the Act and Regulation 17 of the Listing Regulations.

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VII Minimum remuneration:

In the event of any loss or inadequacy of profits in not more than three financial year during such tenure, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to the Joint Managing Director, during such financial year(s), in such manner as agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Joint Managing Director however *not* exceeding the maximum limits specified in this behalf under Schedule V to the Act and Regulation 17 of the Listing Regulations.

VIII In the event of loss of office as Joint Managing Director, the Joint Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Act and rules made thereunder.

IX The above mentioned remuneration payable to the Joint Managing Director shall be in accordance with Sections 196 and 197 read with Schedule V of the Act, Regulation 17 of the Listing Regulations and / or such changes, variations and substitutions as may be made therein from time to time.

X The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied with the approval of Shareholders in the light of and in conformity with any amendments to the relevant provisions of the Act / Listing Regulations and / or the rules and regulations made hereunder and / or such guidelines as may be announced by the Central Government from time to time.

XI Ms Arundathi Krishna, Joint Managing Director, shall carry out such duties as may be entrusted to her by the Chairman and Board of Directors from time to time.

XII Ms Arundathi Krishna, Joint Managing Director, shall exercise such of the powers as may be delegated from time to time by the Chairman and the Board of Directors;

XIII Ms Arundathi Krishna, Joint Managing Director, will not be entitled to any sitting fee for meetings of the Board or Committee thereof attended by her during the said tenure.

XIV The Board of Directors is hereby authorised to modify the designation of Ms Arundathi Krishna, from time to time.

XVI The Chief Financial Officer and the Company Secretary are hereby *severally* authorised to sign and submit requisite forms/ Returns with Ministry of Corporate Affairs.

2. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

**Approval of the re-appointment of Sri S Mahalingam (DIN: 00121727) as Non-Executive Independent Director for the second consecutive term of 5 (five) years from January 30, 2023 to January 29, 2028 and for his continuation after attaining 75 years of age during such tenure:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and 197 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications) Rules, 2014, and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the re-appointment of Sri S Mahalingam (DIN: 00121727) as a Non-Executive Independent Director of the Company, to hold such office for his second consecutive

## **Sundram Fasteners Limited**

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term of five (5) years commencing from January 30, 2023 to January 29, 2028, for his continuation in such office even after attainment of an age of 75 years during such term and for his 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

Date: November 8, 2022  
Place: Chennai – 600 004

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

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**Annexure to Notice of the 14<sup>th</sup> Postal Ballot**

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

**Item No. 1**

**Approval of re-appointment of Ms Arundathi Krishna (DIN: 00270935) as Joint Managing Director of the Company and payment of remuneration, for a period of 5 (five) years from September 18, 2023 to September 17, 2028.**

Ms Arundathi Krishna (DIN: 00270935) was first appointed as a Whole-time Key Managerial Personnel in the position and designated as Whole-time Director for a period of five years with effect from September 18, 2008 to September 17, 2013 by the Board of Directors. This appointment was approved by the shareholders at the Annual General Meeting (AGM) held on August 20, 2009. With effect from May 30, 2013, her position was changed to that of a Managing Director (from Whole-time Director) and she was re-designated as the Deputy Managing Director, without any change in terms and conditions of appointment including remuneration.

Ms Arundathi Krishna (DIN: 00270935) was last re-appointed as the Joint Managing Director (in the designation of "Deputy Managing Director") for a period of five years from September 18, 2018 to September 17, 2023. Her appointment on the terms and conditions including remuneration in accordance with the provisions contained in Schedule V to the Companies Act, 2013 was approved by the shareholders through a postal ballot process on January 2, 2018, by way of an ordinary resolution.

Ms Arundathi Krishna was later re-designated as Joint Managing Director of the Company with effect from April 20, 2018 without any change in terms and conditions of appointment including remuneration.

Having regard to the significant contribution made by Ms Arundathi Krishna to the progress and development of the Company and in order to continue to avail of the benefits of her vast experience and expertise, pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors have, on November 8, 2022, re-appointed Ms Arundathi Krishna as Joint Managing Director of the Company for her fourth tenure of five years from September 18, 2023 to September 17, 2028 (both days inclusive).

Ms Arundathi Krishna, Joint Managing Director will not be entitled to sitting fee for each meeting of the Board and / or Committee thereof attended by her.

Ms Arundathi Krishna will continue to exercise such of the powers as may be delegated from time to time by the Board of Directors . She will carry out such duties as may be entrusted to her by the Board from time to time. Her total remuneration at any point of time will be within the limits permissible under Section 197 of the Companies Act, 2013.

The Board recommends the resolution set forth in the notice (Item No 1) for approval by the members.

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

Ms Arundathi Krishna, Joint Managing Director, may be deemed to be interested in this Resolution since it relates to her re-appointment and remuneration. Sri Suresh Krishna, Chairman and Non-Executive Director, Ms Arathi Krishna, Managing Director and Ms Preethi Krishna, Non-Executive Non-Independent Director may also be deemed to be interested, being relatives of Ms Arundathi Krishna.

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



## Sundram Fasteners Limited

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### Item No. 2

#### **Approval of re-appointment of Sri S Mahalingam (DIN 00121727) as a Non-Executive Independent Director of the Company for the second consecutive term of 5 (five) years commencing from January 30, 2023 to January 29, 2028 and for his continuation in the position on attaining 75 years of age**

Sri S Mahalingam (DIN: 00121727) is a Non-Executive Independent Director of the Company. He is also the member of Audit and Risk Management Committee of the Company. He joined the Board of Sundram Fasteners Limited on January 30, 2018. Sri S Mahalingam began his career as an IT consultant and thereafter played a major role in marketing TCS services across the globe, developing processes and creating large software development centers for the Company. Prior to becoming the Chief Financial Officer in February 2003, Sri S Mahalingam had managed many of the key functions in TCS including Marketing, Operations, Education and Training as well as Human Resources. He managed the Company's operations in London and New York in the early days of TCS' global journey. In his role as CFO and Executive Director, he has managed Finance, Investor Relations, Administration, Infrastructure Planning & Development, Information Systems, Risk Management and Legal Departments. Domestic and International Taxation have formed an important part of his responsibilities. His experience, during the formative years of the IT industry in the 1970s and 1980s, has given him significant standing within the IT industry.

Sri S Mahalingam is on the board of a few companies, namely, JSW Steel Limited, Sundaram Finance Limited, Lucas TVS Limited etc. besides a few not for profit organisations. He was appointed as a Non-Executive Independent Director for a consecutive term of five years from January 30, 2018 to January 29, 2023, not liable to retire by rotation and his appointment was approved by the shareholders through Postal Ballot on May 2, 2018.

Sri S Mahalingam is proposed to be re-appointed as a Non-Executive Independent Director for the second consecutive term of five years, commencing from January 30, 2023 to January 29, 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 Sri S Mahalingam 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 S Mahalingam, 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 Listing Regulations 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.

He has registered his 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. However, he is exempted from passing the online self-assessment test, having served as a Director / Key Managerial Personnel for a period of not less than three years in a listed company or in an unlisted public company having a paid up capital of not less than ₹ 10 Crores.

The proposed resolution seeks the approval of members by way of special resolution for his 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 Listing Regulations. He will not be liable to retire by rotation.

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Sri S Mahalingam, aged 74 years will attain the age of 75 years during his second term of appointment and hence his appointment as a Non-Executive Independent Director, requires the specific approval of members by way of a special resolution, pursuant to Regulation 17(1A) of the Listing Regulations.

Sri S Mahalingam, 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.

Sri S Mahalingam has the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:-

- a. Leadership experience – Experience in leading well-governed large organizations, with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – Leadership experience in handling financial management along with an understanding of accounting and financial statement.

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

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

A copy of the letter of re-appointment of Sri S Mahalingam 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.

Sri S Mahalingam's contribution in terms of process management, risk management and advisory on forex management in the present volatile economic environment has helped the Company immensely.

In view of the above said managerial experience and expertise of Sri S Mahalingam, the Company proposes to avail his services as an Independent Director.

Except Sri S Mahalingam, 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. 2) for consideration and approval of the members.

Besides sittings fees for meetings and re-imbusement of expenses, he would 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 Listing Regulations are furnished below, which forms part of this statement.

## Sundram Fasteners Limited

### PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS/LISTING REGULATIONS

#### Item No 1

|  |  |
|--|--|
| Name   | Ms. Arundathi Krishna  |
| Age  | 48 years   |
| DIN  | 00270935   |
| Qualification  | MA degree in Econometrics from University of Madras ranked 2nd in graduating class.<br>MBA from University of Michigan, USA.   |
| Experience and other details   | <p>Ms Arundathi Krishna was associated with America-On-Line Netscape, San Francisco, USA. She was with The Hindu &amp; 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. 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> |
| Details of remuneration sought to be paid (Item No.1)  | Details available in the Postal Ballot Notice  |
| Current remuneration (last drawn remuneration)   | ₹ 461.73 Lakhs per annum   |
| Date of first appointment on the Board   | September 18, 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 | 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                      | 3 (Three) meetings attended during the financial year 2022-2023 out of 3 (Three) meetings held / conducted |                   |                      |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | 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            |                   |                      |

#### Item No 2

|               |  |
|---------------|--|
| Name          | Sri S Mahalingam   |
| Age           | 74 years   |
| DIN           | 00121727   |
| Qualification | Chartered Accountant   |
| Experience    | <p>Sri S Mahalingam began his career as an IT consultant and thereafter played a major role in marketing TCS services across the globe, developing processes and creating large software development centers for the Company.</p> <p>Prior to becoming the Chief Financial Officer in February 2003, Sri S Mahalingam has managed many of the key functions in TCS including Marketing, Operations, Education and Training as well as Human Resources. He managed the company's operations in London and New York in the early days of TCS' global journey. In his role as CFO and Executive Director, he has managed Finance, Investor Relations, Administration, Infrastructure Planning &amp; Development, Information Systems, Risk Management and Legal Departments. Domestic and International Taxation have formed an important part of his responsibilities.</p> <p>His experience, during the formative years of the IT industry in the 1970s and 1980s, has given him significant standing within the IT industry.</p> <p>He is on the board of a few companies, namely, JSW Steel Limited, Sundaram Finance Limited, Lucas TVS Limited etc. besides a few not for profit organisations.</p> <p>Other awards, recognitions and laurels conferred on him:-</p> <p>He has been the President of Computer Society of India. He is a former Chairman of the Southern Region of Confederation of Indian Industry (CII).</p> <p>He was also the President of the Institute of Management Consultants of India.</p> <p>Sri S Mahalingam was a member of the Tax Administration Reform Commission (TARC) set up by the Government of India under the chairmanship of Dr. Parthasarathi Shome. TARC had been set up to review the application of Tax Policies and Tax Laws in India in the context of global best practices and</p> |

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|  |   |                           |                                       |
|--|---|---------------------------|---------------------------------------|
|  | <p>to recommend measures for reforms required in Tax Administration to enhance its effectiveness and efficiency. During its 18 months term which ended in February 2015, TARC submitted four reports.</p> <p>Sri S Mahalingam was chosen as the best 'CFO' in various years by Business Today, International Market Assessment (IMA), CNBC TV18, CFO Innovation, Finance Asia and Institutional Investors. In 2012, Treasury &amp; Risk, a US based magazine named him as one of the 16 globally most influential CFOs.</p> |                           |                                       |
| Current remuneration (last drawn remuneration)   | Sitting fee is being paid at ₹ 50,000/- per Board Meeting and ₹ 20,000/- per Committee meeting  |                           |                                       |
| Date of first appointment on the Board   | January 30, 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                                     | 3 (Three) meetings attended during the financial year 2022-2023 out of 3 (Three) meetings held / conducted  |                           |                                       |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards                | <b>Name of the Company</b>  | <b>Directorship</b>       | <b>Committee Membership</b>           |
|  | Sundaram Home Finance Limited   | Director                  | Nil                                   |
|  | Sundaram Finance Limited  | Director                  | IT Strategy                           |
|  | Lucas TVS Limited   | Director                  | Audit Committee                       |
|  |   |                           | Nomination and Remuneration Committee |
|  | TVS Supply Chain Solutions Limited  | Director                  | Audit Committee                       |
|  |   |                           | Nomination and Remuneration Committee |
|  |   |                           | CSR Committee                         |
|  | JSW Steel Limited   | Director                  | Audit Committee                       |
| Nomination & Remuneration Committee  |   |                           |                                       |
| Stakeholder Relationship Committee   |   |                           |                                       |
| Hedging Policy Review  |   |                           |                                       |
| JSWSL ESOP   |   |                           |                                       |
|  |   | Share Allotment Committee |                                       |

|   |   |              |                                       |
|---|---|--------------|---------------------------------------|
|   | Name of the Company   | Directorship | Committee Membership                  |
|   | Kasturi & Sons Limited  | Director     | Audit Committee                       |
|   |   |              | Nomination and Remuneration Committee |
|   |   |              | CSR Committee                         |
|   | Delphi – TVS Technologies Limited   | Director     | Nomination & Remuneration Committee   |
| Lessonleap Academy India Private Limited        | Director  | Nil          |                                       |
| Divinion Advisory Services Private Limited      | Additional Director   |              |                                       |
| Nature of expertise in specific functional area | Corporate Strategy / Finance / General Management / Human Resources / Risk Management |              |                                       |

### Voting through electronic means

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

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

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

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

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





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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL – Login through NSDL | 1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDEAS</b> ’ section, this will prompt you to enter your existing User ID and |

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| Type of shareholders   | Login Method  |
|--|---|
|  | <p>Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div> |
| Individual Shareholders (holding securities in demat mode) - Login through their depository participants | <ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>   |

| Type of shareholders | Login Method  |
|----------------------|---|
|                      | <p>2. 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>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.</p> |

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800-1020-990 and 1800-22-44-30          |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |



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

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

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

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

4. Your User ID details are given below

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>  |
|---|--|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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’.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on 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.

# Sundram Fasteners Limited

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## **General Guidelines for shareholders**

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

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

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

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

1. In case, shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in).
2. In case, shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing 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.

## **Other information**

- a. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date, **November 11, 2022 (Friday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.

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- c. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- d. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith to the Chairman / Managing Director(s) / Chief Financial Officer / Manager – Finance & Company Secretary of the Company.
- e. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for remote e-voting, i.e., **Tuesday, December 20, 2022**. The results along with the Scrutinizer's Report shall be placed on the website of the Company <https://sundram.com/corpgov.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman / Managing Director(s) / Chief Financial Officer / Manager – Finance & Company Secretary. The results shall also be communicated to the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Place: Chennai – 600 004

Date: November 8, 2022

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