

Sundram Fasteners Limited

Sundram Fasteners Limited

CIN : L35999TN1962PLC004943

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

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

NOTICE OF 9TH 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 pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, that it is proposed to transact the following businesses by way of postal ballot:-

- a) Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2021 in which such remuneration is likely to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution); and
- b) Approval of re-appointment of Sri B Muthuraman (DIN: 00004757) as a Non-Executive Independent Director of the Company commencing from April 16, 2020 to September 25, 2024 (Special Resolution).

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

The draft of the Resolutions 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 voting period will be from 9:00 am on February 11, 2020 to 5:00 pm on March 11, 2020.

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: January 29, 2020
Place: Chennai - 600 004

Notes:

1. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and **return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope** so as to reach the Scrutinizer **before 5:00 p.m. on Wednesday, March 11, 2020.**
2. The Scrutiniser will submit his report to the Chairman / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be **announced** by any one of the following namely, the Chairman / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary

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at 4.00 pm on March 13, 2020 at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004

3. 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. Such votes may be cast by physical ballot or through remote e-voting.
4. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of votes, shall be deemed to have been passed on **March 11, 2020**.
5. 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 – <http://sundram.com/investors.php> and will also be displayed on the notice board of the Company at its registered office within forty eight (48) hours of completion of voting.
6. As per the provisions of Section 110 of the Companies Act, 2013 (the Act) and Rule 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 National Securities Depository Limited (NSDL).
7. 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, January 31, 2020**. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**. 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 Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
8. Members requiring any clarification may contact investors helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478508 / 28478510 / E-mail: investorshelpdesk@sfl.co.in.

SPECIAL BUSINESS

1. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:
Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2021 in which such remuneration is likely to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

“**RESOLVED THAT** in addition to the approval already accorded by way of a special resolution passed through postal ballot on August 8, 2018 in terms of Section 197 of the Companies Act, 2013 and the Rules made thereunder, for the payment of the following remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director, from April 20, 2018 to June 30, 2021, specific approval be and is hereby accorded pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the payment of such remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2021, since such remuneration is likely to exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year:

- a. Remuneration: ₹ 8,33,333/- per month

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- b. Perquisites:
- i. Medical expenses for self and spouse covering medical treatment in India and overseas, including premium on medical insurance and related travel expense.
 - ii. Payment of premium on personal accident insurance, with the annual cover of ₹ 10.00 crores for self.
 - iii. Use of Chauffeur driven Company Car for personal use.
 - iv. A Chairperson's office at the Company's expense and reimbursement of expenses incurred in performance of his duties.
- c. Commission not exceeding one percent (1%) of the net profits of the Company subject to the total managerial remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 and other applicable provisions of the Act.

RESOLVED FURTHER THAT subject to the limits as aforesaid, the payment and distribution of commission to Sri Suresh Krishna, Chairman and Non-Executive Director, be made in such proportion and in such manner as the Board may determine from time to time.

RESOLVED FURTHER THAT Sri S Meenakshisundaram, Chief Financial Officer and Sri R Dilip Kumar, Vice President – Finance & Company Secretary are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

2. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Approval of re-appointment of Sri B Muthuraman (DIN: 00004757) as a Non-Executive Independent Director of the Company commencing from April 16, 2020 to September 25, 2024.**

“**RESOLVED THAT** pursuant to the recommendation made by the Nomination and Remuneration Committee under Section 178 and other applicable provisions of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri B Muthuraman (*holding DIN 00004757*) aged 75 years, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, to hold office commencing from April 16, 2020 to September 25, 2024 and to receive remuneration by way of fees and other remuneration as may be payable, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and / or committee from time to time.

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: January 29, 2020
Place: Chennai - 600 004

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

Item No. 1

Sri Suresh Krishna was appointed as the Chairman and Managing Director of the Company for a period of five years from July 1, 2016 to June 30, 2021, which was approved by the shareholders through Postal Ballot on September 28, 2015 by passing a special resolution.

Sri Suresh Krishna retired as the Managing Director of the Company, effective April 20, 2018. The Board of Directors had, pursuant to their Resolutions adopted on March 22, 2018 and June 29, 2018, unanimously approved the proposal for Sri Suresh Krishna to continue as the Chairman and Non-Executive Director to guide the Company with his expertise and long experience.

The members of the Company, by way of a special resolution passed through postal ballot on August 8, 2018 in terms of Section 197 of the Companies Act, 2013 and the Rules made thereunder, approved the payment of remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director, from April 20, 2018 to June 30, 2021.

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides that *“the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof”*.

The members of the Company, approved by way of a special resolution passed through postal ballot on March 26, 2019 in terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, payment of remuneration exceeding fifty per cent of the total annual remuneration payable to all non-executive directors to Sri Suresh Krishna for the financial year ended March 31, 2020.

The annual remuneration payable to Sri Suresh Krishna, as a Non-Executive Director, for the financial year ending March 31, 2021 may exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company for the said year.

Hence, approval of the members is being sought by way of a special resolution, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the annual remuneration payable to him for the financial year ending March 31, 2021.

It is proposed to **revise the Commission payable** to Sri Suresh Krishna, Chairman and Non-Executive Director from **2% to 1%** for the financial year 2020-2021. There will be no change in the other components of his remuneration.

The remuneration is commensurate with the role of Sri Suresh Krishna and is in line with the norms prevailing in the corporate sector in India. The total remuneration is within the limits permissible under Section 197 of the Companies Act, 2013.

The Nomination and Remuneration Committee, recognising the contribution by Sri Suresh Krishna towards development of the Company and his vast experience, expertise and knowledge of the industry, vide resolution dated January 29, 2020 had recommended to the Board, the remuneration, as set out in the notice for the financial year 2020-2021.

Keeping in view these factors, the Board of Directors has, pursuant to the recommendation by the Nomination and Remuneration Committee and the resolutions adopted by it on January 29, 2020, unanimously approved

the proposal of remuneration payable to Sri Suresh Krishna for the financial year ending March 31, 2021 in which such remuneration is likely to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.

The Board recommends the proposal set forth in the Notice (Item No. 1) for consideration and approval of the members.

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

Sri Suresh Krishna, Chairman and Non-Executive Director is deemed to be interested in this item of business since it relates to his remuneration and continuation of Directorship. Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director are also deemed to be interested, being relatives of Sri Suresh Krishna.

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

Item No. 2

Approval of re-appointment of Sri B Muthuraman (DIN: 00004757) as a Non-Executive Independent Director of the Company commencing from April 16, 2020 to September 25, 2024.

Sri B Muthuraman is a Non-Executive Independent Director of the Company. He joined the Board of Sundram Fasteners Limited in April 2015. Sri B Muthuraman had a long association with the Tata Group. He was the former Non-Executive Vice-Chairman of Tata Steel Limited. He was also the Chairman of Tata International Limited, Tata Africa Holdings Limited and on the Board of Tata Industries Limited, Bosch Limited. Sri B Muthuraman was appointed as a Non-Executive and Independent Director by the Shareholders' vide Postal Ballot, for a consecutive term of five years from April 16, 2015 to April 15, 2020, not liable to retire by rotation.

Sri B Muthuraman is proposed to be re-appointed as a Non-Executive Independent Director for the second term commencing from April 16, 2020 to September 25, 2024 on such remuneration by way of fees and other remuneration as may be payable, reimbursement of expenses for participation in the meetings of the Board and / or Committees and / or general meetings as determined by the Board and / or Committee from time to time.

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

Pursuant to the recent amendments to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from December 1, 2019, Sri B Muthuraman has completed the online registration process with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] for inclusion of his name in the databank. 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 10 years in a listed company or in an unlisted public company having a paid up capital of not less than ₹10 Crores.

The Company has received from Sri B Muthuraman, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

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The proposed resolution seeks the approval of members by way of a special resolution for the re-appointment of Sri B Muthuraman as an Independent Director of the Company pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board of Directors, Sri B Muthuraman, the Independent Director proposed to be re-appointed, fulfills the conditions with regard to integrity, expertise and experience (including the proficiency) specified in the Act and the Rules made thereunder and he is independent of the management.

A copy of the letter of re-appointment of Sri B Muthuraman as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the last date specified for receipt of postal ballot forms / remote e-voting, i.e., **Wednesday, March 11, 2020**.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that having regard to the above mentioned credentials and having evaluated the performance and vast managerial experience of Sri B Muthuraman in general management, marketing, sales, project management and human resources, his continued association with the Company would be of immense benefit and hence propose to avail the services of Sri B Muthuraman as an Independent Director.

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

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

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

The Board recommends the resolution set forth in the notice (Item No 2) for approval by the members.

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 form part of this statement.

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS / SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No 1

Name	Sri Suresh Krishna
Age	83 years
DIN	00046919
Qualification	Bachelor of Science degree from Madras Christian College in the year 1955; M.A. in Literature from the University of Wisconsin in 1959; Post-graduate work in Literature in the University of Munich, Germany.
Experience and other details	<p>Sri Suresh Krishna is associated with the Company since inception and was appointed as Chairman of the Board of Directors on June 15, 1979. Other awards, recognitions and laurels conferred on him:</p> <ul style="list-style-type: none"> ❖ President of the Automotive Component Manufacturers Association of India during 1982-84. ❖ President of Confederation of Engineering Industry for the year 1987-88. ❖ Served as a Director on the Central Board of the Reserve Bank of India. ❖ Was a member of the Indo-German Consultative Group, jointly set up by the Prime Minister of India and the Chancellor of the Federal Republic of Germany, with a view to improve bilateral relations between the two countries. ❖ Was one of the members of the Advisory Council to the Prime Minister, formed to advise the Prime Minister on matters relating to trade and industry. ❖ Sheriff of Madras for 1992 and 1993. ❖ “Sir Jehangir Ghandy Medal for Industrial Peace” by XLRI in 1991. ❖ Selected as Businessman of the Year 1995 by The Business India magazine ❖ “Qimpro Platinum Standard 1997” for being a role model for Quality Leadership for Corporate India ❖ “Juran Quality Medal” by the Indian Merchants Chamber, Mumbai. ❖ National Award for 2000 (for India) by The Asian Productivity Organisation, Japan, for his outstanding contribution towards productivity improvement in the country during the period from 2005 to 2010. ❖ “JRD Tata Corporate Leadership Award” for the year 2000 by the All India Management Association ❖ “Entrepreneur of the Year” Award for 2001, from Ernst & Young.

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	<ul style="list-style-type: none"> ❖ Was honoured with the 'South Lake Friendship Award' in the year 2004, by the Mayor of Jiaxing City, Zhejiang Province, China, for his contribution to the economy and culture of China. ❖ Was conferred the Padma Shri Award, the fourth highest civilian honour, by the Government of India in 2006. ❖ Was honoured with the Quality Ratna Award in November 2019, for his continuous commitment to quality and excellence and his outstanding contribution and distinguished service to the Quality movement in India. 	
Details of remuneration sought to be paid (Item no.1)	Details available in the Postal Ballot Notice	
Current remuneration (last drawn remuneration)	₹ 767.82 lakhs	
Date of first appointment on the Board	August 26, 1964	
Shareholding in the Company	36,040 Equity Shares of ₹ 1/- each	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director.	
Number of meetings of the Board attended during the year	5 (Five) during the financial year 2018 - 2019 out of 5 meetings 4 (Four) during the financial year 2019 - 2020 out of 4 meetings	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	TVS Upasana Limited Sundram Non-conventional Energy Systems Limited TVS Supply Chain Solutions Limited T V Sundram Iyengar & Sons Private Limited (Chairman) Upasana Private Limited TVS Sundram Fasteners Private Limited Sunfast TVS Limited Sundram International Inc. US	Corporate Social Responsibility Committee (Chairman) in TVS Upasana Limited
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Human Resources	

Item No. 2

Name	Sri B Muthuraman
Age	75 years
DIN	00004757
Qualification	<p>Bachelor of Technology in Metallurgical Engineering from IIT, Madras Master of Business Administration from Xavier School of Management (XLRI), Jamshedpur</p> <p>Completed the Advanced Management Programme at European Centre for Executive Development (CEDEP), France</p> <p>Undergone the 'Challenge of Leadership' Programme at INSEAD, France.</p> <p>Bestowed with an Honorary Degree of Doctor of Humane Letters (Honoris Causa) from Loyola University</p> <p>Bestowed with an Honorary Degree of Doctor of Science (Honoris Causa) from Indian Institute of Technology, Kharagpur</p>
Experience and other details	<p>Sri B Muthuraman had a long association with the TATA Group. He was the former Non-Executive Vice-Chairman of Tata Steel Limited. He was also the Chairman of Tata International Limited, Tata Africa Holdings Limited and on the Boards of Tata Industries Limited. He was the President of the Confederation of Indian Industry (CII) during 2011-12. He has the following awards and recognitions to his credit:-</p> <ul style="list-style-type: none">❖ 'Padma Bhushan' award in 2012, by Government of India for his significant contribution to Indian Trade and Industry.❖ Distinguished Alumnus Award from IIT Madras in 1997 and from Madras Christian College in 2014.❖ The Tata Gold Medal from the Indian Institute of Metals in 2002.❖ The 'CEO of the Year Award' from Business Standard in 2005.❖ CEO with HR Orientation Award' from World HRD Congress in 2005.❖ Economic Times Award for Corporate Excellence in 2008. IIM JRD Tata Award conferred by Indian Institute of Metals.❖ Lifetime Achievement Award from XLRI, Jamshedpur
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	5 (Five) during the financial year 2018 - 2019 out of 5 meetings 4 (Four) during the financial year 2019 - 2020 out of 4 meetings

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Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	Narayana Hrudayalaya Limited Ashirvad Pipes Private Limited Nudge Lifeskills Foundation PANIIT Alumni Reach for Jharkhand Foundation Meridian Medical Research & Hospital Limited	Stakeholders Relationship Committee (Chairman) and Audit Committee (Member) in Narayana Hrudayalaya Limited.
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Human Resources	

Instructions for Remote e-Voting

How to vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

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

Details on Step 1 are mentioned below:

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

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

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> / with your existing IDEAS login. Once you log-in to NSDL e-services 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

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5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you in your postal ballot form.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - iii. Select "EVEN" of company for which you wish to cast your vote.
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. 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.
 - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
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- vii. You can also print the details of the votes cast by you by clicking on the print option on the confirmation page.
- viii. 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 with a copy marked to evoting@nsdl.co.in.
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 toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in.

Other information

- a. The remote e-voting period commences on **Tuesday, February 11, 2020 (9:00 a.m.) and ends on Wednesday, March 11, 2020 (5:00 p.m.)** (both days inclusive). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, January 31, 2020** may cast their votes electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member 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 or voting by physical ballot.
- c. The Scrutiniser shall within forty eight (48) hours from 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 / Vice President – Finance & Company Secretary of the Company.
- d. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., **Wednesday, March 11, 2020**. 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 any one of the following namely, the Chairman / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: January 29, 2020
Place: Chennai - 600 004