

# 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 - 28478508 / 28478510

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

### NOTICE OF 8<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 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 business by way of postal ballot:-

- i) Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director during the financial year ending March 31, 2020 in view of the remuneration expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year (Special Resolution); and
- ii) Approval of the appointment of Dr Nirmala Lakshman (DIN: 00141632) as a Non-Executive Independent Director for a period of five years effective from September 20, 2018 (Ordinary Resolution);

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 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 25, 2019 to 5:00 pm on March 26, 2019.**

By Order of the Board

**R Dilip Kumar**

Vice President – Finance &  
Company Secretary

Date: February 19, 2019  
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 Tuesday, March 26, 2019.**
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 declared by the Chairman / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary on or before **March 28, 2019**, at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.

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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 26, 2019**.
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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), 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 shareholders 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, February 15, 2019**. 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 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](mailto: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 during the financial year ending March 31, 2020 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.**

“**RESOLVED THAT** in addition to the approval already accorded by way of a special resolution 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 and upto June 30, 2021, passed through postal ballot on August 8, 2018, specific approval be and is hereby accorded pursuant to the amended Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which comes into effect from April 1, 2019, for the payment of the said remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director during the financial year ending March 31, 2020, since it is expected to exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said 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 expenses.
- 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 also entitled for reimbursement of expenses incurred in performance of his duties.

c. Commission not exceeding two percent (2%) 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** the 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 an **Ordinary Resolution: Approval of the appointment of Dr Nirmala Lakshman (DIN: 00141632) as a Non-Executive Independent Director for a period of five years effective from September 20, 2018.**

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Dr Nirmala Lakshman (holding DIN 00141632) as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years from September 20, 2018 to September 19, 2023, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, 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 the said committees from time to time, is hereby approved.

By Order of the Board

**R Dilip Kumar**  
Vice President – Finance &  
Company Secretary

Date: February 19, 2019  
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 has, 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 Nomination and Remuneration Committee, recognising his contribution towards development of the Company and his vast experience, expertise and knowledge of the industry, recommended to the Board, the remuneration, as set out in the notice, to Sri Suresh Krishna as Chairman and Non-Executive Director from April 20, 2018 and upto June 30, 2021.

The said remuneration to Sri Suresh Krishna, as a Non-Executive Director, was duly approved by the shareholders vide a special resolution passed through a postal ballot process on August 8, 2018, with 98.13% of the votes being cast in favour of the special resolution.

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.

Sri Suresh Krishna, Chairman and Non-Executive Director is not entitled to any sitting fee for meetings of the Board and / or any Committee thereof attended by him.

Except Sri Suresh Krishna, the present Non-Executive Directors of Sundram Fasteners Limited are paid remuneration of ₹ 50,000/- by way of sitting fee for attending meetings of the Board and ₹ 20,000/- by way of sitting fee for attending meetings of the Committee thereof.

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) has been amended on May 9, 2018. As per the said amendment which becomes effective from April 1, 2019, *“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 annual remuneration payable to Sri Suresh Krishna, as a Non-Executive Director, for the financial year ending March 31, 2020 is expected to exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company for the said year.

Keeping in view these factors, the Board of Directors has, pursuant to the resolutions adopted on February 19, 2019, unanimously approved the proposal of remuneration payable to Sri Suresh Krishna during the financial year ending March 31, 2020 which is expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors 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 LODR, for the annual remuneration payable to him for the financial year ending March 31, 2020.

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

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**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, Ms Preethi Krishna and Sri K Ramesh, Directors 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 the appointment of Dr Nirmala Lakshman as a Non-Executive Independent Director of the Company**

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors vide Resolution adopted on September 20, 2018, appointed Dr Nirmala Lakshman (DIN: 00141632) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the appointment of Dr Nirmala Lakshman as a Non-Executive Independent Director for a term of 5 (five) consecutive years from September 20, 2018 to September 19, 2023, not liable to retire by rotation.

The Company has received consent from Dr Nirmala Lakshman to act as a Director and declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and also a declaration under Section 164 of the Act that she is not disqualified from being appointed as a Director.

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 Dr Nirmala Lakshman for the office of Independent Director to be appointed under Section 149 of the Act.

Dr Nirmala Lakshman has been recommended for appointment as an Independent Director by the Nomination and Remuneration Committee of the Board of Directors in terms of Section 178(2) of the Act and in the opinion of the Board, she is a person of integrity and possesses the relevant expertise and experience. Further, in the opinion of the Board of Directors, Dr Nirmala Lakshman, the Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the management and her appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

A copy of the letter of appointment of Dr Nirmala Lakshman as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.

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

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

Except Dr Nirmala Lakshman, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

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.

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## 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	82 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"><li>❖ President of the Automotive Component Manufacturers Association of India during 1982-84.</li><li>❖ President of Confederation of Engineering Industry for the year 1987-88.</li><li>❖ Served as a Director on the Central Board of the Reserve Bank of India.</li><li>❖ 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.</li><li>❖ 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.</li><li>❖ Sheriff of Madras for 1992 and 1993.</li><li>❖ "Sir Jehangir Ghandy Medal for Industrial Peace" by XLRI in 1991.</li><li>❖ Selected as Businessman of the Year 1995 by The Business India magazine</li><li>❖ "Qimpro Platinum Standard 1997" for being a role model for Quality Leadership for Corporate India</li><li>❖ "Juran Quality Medal" by the Indian Merchants Chamber, Mumbai.</li></ul>

	<ul style="list-style-type: none"> <li>❖ 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.</li> <li>❖ “JRD Tata Corporate Leadership Award” for the year 2000 by The All India Management Association</li> <li>❖ “Entrepreneur of the Year” Award for 2001, from Ernst &amp; Young.</li> <li>❖ 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.</li> <li>❖ Was conferred the Padma Shri Award, the fourth highest civilian honour, by the Government of India in 2006.</li> </ul>	
Details of remuneration sought to be paid (Item no.1)	Details available in the Postal Ballot Notice	
Current remuneration (last drawn remuneration)	₹ 1,213.44 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, Sri K Ramesh, Director and Ms Preethi Krishna, Director.	
Number of meetings of the Board attended during the year	6 (Six) during the financial year 2017 - 2018 out of 6 meetings 4 (One) during the financial year 2018 - 2019 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 Logistics Services Limited TV Sundram Iyengar & Sons Private Limited Upasana Private Limited TVS Sundram Fasteners Private 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	

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## Item No. 2

Name	Dr Nirmala Lakshman
Age	65 years
DIN	00141632
Qualification	Ph.D. in Postmodern Literature from Stella Maris College, the University of Madras and a Master's Degree in English from the United States.
Experience and other details	<p>Dr Nirmala Lakshman is a Director of the Hindu Group. A writer, and a senior journalist, she was the Joint Editor of 'The Hindu' for two decades. She is a seasoned commentator on a range of social, gender, and development issues as well as on the arts, literature and culture. She is also the editor of an anthology of contemporary Indian journalism titled Writing a Nation which was published in the year 2007.</p> <p>In various senior editorial roles at the Hindu for nearly three decades, Dr Nirmala Lakshman conceptualised and created several supplements for the paper, and has also edited the various feature sections of the newspaper.</p> <p>Dr Nirmala Lakshman was a Press Fellow at the University Cambridge, UK and has also been a Fellow of the 21<sup>st</sup> Century Trust in the UK. She is the Chairperson of the Media Fellowship Committee of the National Foundation of India. She has also served as a Trustee on the board of various philanthropic trusts and organisations and currently is a Trustee of the Srinivasan Parthasarathy Foundation.</p>
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<ol style="list-style-type: none"><li>1. Magnum Integrated Services Private Limited</li><li>2. THG Publishing Private Limited</li><li>3. KSL Media Limited</li></ol>

## Instruction for Remote e-Voting

### How to vote electronically using NSDL e-Voting system?

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

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

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

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**Details on Step 1 are mentioned below:**

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

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.

1. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can 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.*

3. 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12*****, then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. 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.

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5. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

Click on “**Forgot User Details / Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## Details on Step 2 are mentioned below:

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

- 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.
- 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](mailto:skco.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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### Other information

- a. The remote e-voting period commences on **Monday, February 25, 2019 (9:00 a.m.) and ends on Tuesday, March 26, 2019 (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, February 15, 2019** 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 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 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., **Tuesday, March 26, 2019**. The results along with the Scrutiniser's Report shall be placed on the website of the Company **<http://sundram.com/investors.php>** and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman / 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: February 19, 2019

Place: Chennai - 600 004