

Sundram Fasteners Limited

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 4TH 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, for obtaining the approval of the members through postal ballot for appointment of Ms Preethi Krishna as a Non-Executive Non-Independent Director of the Company.

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

By Order of the Board

Date : July 5, 2017

Place : Chennai - 600 004

R Dilip Kumar

Vice President – Finance & Company Secretary

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 6.00 p.m. on Tuesday, August 8, 2017**.
 2. The Scrutiniser will submit his report to the Chairman and Managing Director / 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 and Managing Director / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary on or before **August 10, 2017**, at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.
 3. An ordinary resolution to be considered as duly passed must receive more than half of the votes cast in favour of the resolution.
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4. In terms of Secretarial Standard – 2, the resolution shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting (i.e., **Tuesday, August 8, 2017**).
5. The results of the postal ballot will be posted on the Company's website – <http://sundram.com/investors.php> and will also be displayed in the notice board of the company at its registered office within forty eight (48) hours of completion of voting. The results will also be communicated to the stock exchanges.
6. As per the provisions of Section 110 of the Companies Act, 2013 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, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL).
7. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date, **Wednesday, July 5, 2017**. A person 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.
8. Members requiring any clarification may contact, Sri R Dilip Kumar, Vice President – Finance & Company Secretary at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478508 / 28478510 / E-mail: investorshelpdesk@sfl.co.in.

SPECIAL BUSINESS

APPOINTMENT OF MS PREETHI KRISHNA AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR

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

“RESOLVED that pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of Articles of Association of the Company, Ms Preethi Krishna (holding DIN 02037253) appointed as an Additional Director effective 5th July 2017 and holding such office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from August 8, 2017, whose period of office shall be liable to determination by retirement of Directors by rotation.

By Order of the Board

Date : July 5, 2017
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary

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

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have, pursuant to the Resolution adopted on July 5, 2017, appointed Ms Preethi Krishna as an Additional Director of the Company, pursuant to Section 161 and other applicable provisions of the Act. As an Additional Director, Ms Preethi Krishna will hold such office up to the date of Annual General Meeting scheduled on August 24, 2017.

The Company has received consent from Ms Preethi Krishna to act as a director and also a declaration under Section 164 of the Act that she is not disqualified from being appointed as a Director. The proposed resolution seeks the approval of members for the appointment of Ms Preethi Krishna as a Non-Executive Non-Independent Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, along with requisite deposit amount, from a member proposing the candidature of Ms Preethi Krishna for the office of Non-Executive Non-Independent Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

The Board recommends the appointment of Ms Preethi Krishna as Non-Executive Non-Independent Director with effect from August 8, 2017, liable to retire by rotation.

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

Ms Preethi Krishna, Director may be deemed to be interested in this item of business since it relates to her appointment. Sri Suresh Krishna, Chairman and Managing Director, Ms Arathi Krishna, Joint Managing Director and Ms Arundathi Krishna, Deputy Managing Director may also be deemed to be interested, being relatives of Ms Preethi Krishna.

No other Director or key managerial personnel or their relative is concerned or interested in this item of business.

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

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5. OF THE 2 (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Ms Preethi Krishna
Age	51 years
DIN	02037253
Qualification	B.Sc., (Physics), Stella Maris College, M.A. Public Management, University of Madras MBA, (Simon School of Business, University of Rochester, New York, USA.)
Experience and other details	1988-89 – Sundram Fasteners Limited 1991-94 – Whirlpool Corporation, Benton Harbor, USA
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to the Managing Directors of the Company.
Other Directorships, Memberships / Chairmanship of Committees of other Boards	TVS Infotech Inc., Director
Nature of expertise in specific functional area	Corporate Strategy and General Management

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Instructions for Postal Ballot

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 Scrutiniser on or before the close of working hours (6.00 p.m.) on **Tuesday, August 8, 2017**. A member may request for a duplicate postal ballot form, if required. However, such duplicate postal ballot form should reach the Scrutiniser not later than the date and time specified above.
2. The member(s) may choose to send the postal ballot by courier at their own expense.
3. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope.
4. The form should be duly completed and signed by the member. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
5. Member cannot vote by post and remote e-voting and if he votes both by post and remote e-voting, his vote by post shall be treated as invalid.
6. 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, **Wednesday, July 5, 2017**.
7. A member need not use all his votes and nor does he need to cast all his votes in the same manner.
8. Where postal ballot form is signed by an authorised representative of a body corporate, a *certified copy* of the relevant authorisation / resolution should accompany the postal ballot form.
9. A postal ballot form shall be considered invalid if:
 - a. A form other than one issued by the company has been used.
 - b. It has not been signed by or on behalf of the Member.
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company / RTA.
 - d. It is not possible to determine without any doubt the assent or dissent of the Member.
 - e. Neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
 - g. The envelope containing the postal ballot form is received after the last date prescribed.
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

Instruction for Remote e-voting

(A) In case a Shareholder receives an email from NSDL, whose email ID is registered with the Company / Depository Participant(s).

- i) Open email and open PDF file named – “Sundram Fasteners Limited remote e-voting.pdf” with the Client ID or Folio No. as password. The said PDF file contains the user ID and password / PIN for e-voting. Please note that the password is an initial password, which the member may change.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file “Sundram Fasteners Limited remote e-voting.pdf”.

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- ii) Launch internet browser by typing the URL: <http://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login
 - iv) Type the USER ID and PASSWORD as initial password / PIN noted in Step (i) above. Thereafter, Click Login
 - v) Password change menu will appear now. Change the password / PIN with new password with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and to take utmost care to keep the password confidential.
 - vi) Home page of remote e-voting opens. Click on e-voting and select Active voting cycles.
 - vii) Select “EVEN” of Sundram Fasteners Limited.
 - viii) Now, the members may cast the vote as the page opens.
 - ix) Members may cast their vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi) Once a member has voted on the resolution, the member will not be allowed to modify the vote.
 - xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf / jpeg format) of the relevant Board Resolution who are authorised to vote, to the Scrutiniser through email at skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in

B) In case of a member receiving the physical copy [i.e. whose email IDs are not registered with the Depository Participant(s)]

- i) Initial password is provided in the Attendance Slip for the AGM as follows:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

- ii) The Member may follow all steps from serial no. (ii) to (xii) in (A) above to cast the vote.
- iii) In case of any queries, the member may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <http://www.evoting.nsdl.com/> or contact NSDL at the toll free no.1800-222-990.

Contact details of the person responsible to address the grievances connected with the electronic voting	Mr Rajiv Ranjan Assistant Manager – NSDL 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Email : evoting@nsdl.co.in or rajivr@nsdl.co.in Phone : +91-22-24994600 / 24994738 Toll Free No. : 1800-222-990
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- iv) If the member is already registered with NSDL for e-voting then the member can use the existing USER ID and PASSWORD / PIN for casting the vote.

Note: Shareholders who forgot the User Details/Password can use “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

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In case, Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).

In case, Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- v) Members can also update their mobile number and email id in the user profile details, which may be used for sending future communication.
- vi) The remote e-voting period commences on **Monday, July 10, 2017 (9.00 a.m.) and ends on Tuesday, August 8, 2017 (6.00 p.m.)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **July 5, 2017** may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vii) 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 postal ballot.
- x) 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 and Managing Director / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
- xi) 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, August 8, 2017**. The results along with the Scrutinisers Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a Director authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Date : July 5, 2017
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary