

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 7TH 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 special business by way of postal ballot:-

- i. Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director effective, April 20, 2018.
- ii. Continuation of Directorship of Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director from April 1, 2019 for the remaining period of his present tenure, i.e. till June 30, 2021.
- iii. Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director from April 1, 2019 till the date he becomes liable to retire by rotation.
- iv. Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director from April 1, 2019 for the remaining period of his present tenure, i.e. till September 21, 2019.
- v. Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director from September 26, 2019 upto the end of his present tenure, i.e. till April 15, 2020.

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 am on July 10, 2018 to 5 pm on August 8, 2018.

By Order of the Board

Date: June 29, 2018
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 5.00 p.m. on Wednesday, August 8, 2018.**

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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 **August 10, 2018**, 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 **Wednesday, August 8, 2018**.

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.

5. 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 through remote e-voting services provided by National Securities Depository Limited (NSDL).
6. 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, June 29, 2018**. 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 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,
7. 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, Chairman and Non-Executive Director**
“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (the Act), Articles of Association, and such other statutory/ regulatory consents or approvals as may be required, the payment of remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non - Executive Director, as set out below, from April 20, 2018 and upto June 30, 2021 is hereby approved:
 - a) Remuneration: Rs 8,33,333/- per month
 - 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.

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- ii. Payment of premium on personal accident insurance, with the annual cover of Rs 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 pursuant to the Articles of Association of the Company and subject to the applicable provisions of the Act, Sri Suresh Krishna, Chairman and Non-Executive Director, shall not be subjected to retirement by rotation or taken into consideration in determining the rotation or retirement of Directors."

2. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Continuation of Directorship of Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director for the remaining period of his present tenure, i.e. till June 30, 2021**

"RESOLVED THAT 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 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri Suresh Krishna (DIN 00046919), aged 81 years, as the Chairman and Non-Executive Non-Independent Director of the Company from April 1, 2019 till the completion of his present tenure upto June 30, 2021, is hereby approved.

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."

3. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director**

"RESOLVED THAT 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 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri K Ramesh (DIN 00556922), aged 79 years as a Non-Executive Non-Independent Director of the Company from April 1, 2019, till the date he retires by rotation in terms of Section 152 of the Companies Act, 2013, is hereby approved.

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."

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4. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director for the remaining period of his present tenure, i.e. till September 21, 2019**

“**RESOLVED THAT** 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 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri R Srinivasan (DIN 00043658), aged 76 years, as a Non-Executive Independent Director of the Company from April 1, 2019 till the conclusion of his present tenure, i.e. September 21, 2019, is hereby approved.

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.”

5. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director for the remaining period of his present tenure, i.e. till April 15, 2020**

“**RESOLVED THAT** 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 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Sri B Muthuraman (DIN 00004757), aged 73 years, as a Non-Executive Independent Director of the Company from September 26, 2019 till the completion of his present tenure, i.e. April 15, 2020, is hereby approved.

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.”

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: June 29, 2018
Place: Chennai - 600 004

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

Item Nos. 1 & 2

Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director and continuation of Directorship for the remaining period of his present tenure, i.e. till June 30, 2021

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. He continues to be a Director and Non-Executive Chairman of the Board. In terms of Article 73 of the Articles of Association of the Company, Sri Suresh Krishna shall not be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors.

Sri Suresh Krishna founded the Company in the year 1964. He has been at the helm of the business operations of the Company since inception. He has been guiding the Company for more than five decades and has immensely contributed to the growth and expansion of the Company. Keeping in view these factors, 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.

Having regard to his new role as a Non-Executive Director and continuation as Chairman, the Nomination and Remuneration Committee and the Board thought it fit to fix his remuneration accordingly. 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 payable to Sri Suresh Krishna as Chairman and Non-Executive Director.

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

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

Sri Suresh Krishna, who was re-designated as the Chairman and Non-Executive Director, is aged more than 75 years and hence his continuation of Directorship as a Non-Executive Director with effect from April 1, 2019 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) (Amendment) Regulations, 2018.

The Board recommends the proposal set forth in the Notice (Item Nos. 1 & 2) for consideration and approval of the shareholders.

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.

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Item No. 3

Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director

Sri K Ramesh (DIN: 00556922), an Industrialist, aged about 79 years, joined the Board of Sundram Fasteners Limited on December 21, 1971. He is the Chairman and Managing Director of Southern Roadways Limited with its principal headquarters located in Madurai. He has managerial experience spanning over 58 years. He took initial management training in T V Sundram Iyengar and Sons Private Limited.

Sri K Ramesh, Non-Executive Director, is aged more than 75 years and hence his continuation of Directorship as a Non-Executive Director with effect from April 1, 2019, 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) (Amendment) Regulations, 2018. His period of office is subject to retirement by rotation.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that the Company has benefited immensely through his association, the suggestions he made has enhanced the value of the Company and his contribution has been enormous and beneficial to the Company throughout the last 47 years.

The Board recommends the proposal set forth in the Notice (Item No. 3) for consideration and approval of the shareholders.

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

Sri K Ramesh, Non-Executive Director is deemed to be interested in this item of business. Sri Suresh Krishna, Chairman and Non-Executive Director is also be deemed to be interested, being a relative of Sri K Ramesh.

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

Item No. 4

Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director for the remaining period of his present tenure, i.e. till September 21, 2019

Sri R Srinivasan is a Non-Executive Independent Director of the Company. He is also the Chairman of the Audit Committee. He joined the Board of Sundram Fasteners Limited in March 1995. He has expertise in engineering and general management. He was the Former Managing Director of Widia India Limited (Now renamed as Kennametal India Limited). He is also presently a Director in several prominent Boards like TTK Prestige Limited, Kirloskar Oil Engines Limited. He has managerial experience spanning over 51 years. Sri R Srinivasan was appointed as a non-executive and Independent Director by the shareholders' at the 51st Annual General Meeting held on September 22, 2014, for a consecutive term of five years from September 22, 2014 to September 21, 2019, not liable to retire by rotation.

Sri R Srinivasan is aged more than 75 years and hence his continuation of Directorship as a Non-Executive Independent Director, with effect from April 1, 2019 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) (Amendment) Regulations, 2018.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that in view of the vast managerial experience and expertise of Sri R Srinivasan, his continued association with the company would be of immense benefit and this will enable the Board to discharge its functions and duties effectively.

The Board recommends the proposal set forth in the Notice (Item No 4) of the Notice for consideration and approval of the shareholders.

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

Except Sri R Srinivasan, none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

Item No. 5

Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director for the remaining period of his present tenure, i.e. till April 15, 2020

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 has also been the Chairman of Tata International Limited, Tata Africa Holdings Limited and on the Board of Tata Industries 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 aged about 73 years. The present tenure of Sri B Muthuraman ends on April 15, 2020. His continuation of Directorship as a Non-Executive Independent Director from September 26, 2019 (attainment of 75 years of age) 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) (Amendment) Regulations, 2018, which comes into effect from April 1, 2019.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that having regard to the above mentioned credentials and vast managerial experience of Sri B Muthuraman in general management, marketing, sales, project management and human resources, his continuation of Directorship as a Non-Executive Independent Director would be beneficial to the Company and this will enable the Board to discharge its functions and duties effectively.

The Board recommends the proposal set forth in the Notice (Item No. 5) of the Notice for consideration and approval of the shareholders.

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

Except Sri B Muthuraman, none of the Directors / Key Managerial Personnel of the company and their relatives is concerned or interested in this item of business.

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

Item Nos. 1 & 2

Name	Sri Suresh Krishna
Age	81 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.</p> <p>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. ❖ 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.
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 1 (One) during the financial year 2018 - 2019 out of 1 meeting	
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 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. 3

Name	Sri K Ramesh	
Age	79 years	
DIN	00556922	
Qualification	Master of Arts	
Experience and other details	Sri K Ramesh, an Industrialist has managerial experience spanning over 58 years. He took initial management training in T V Sundram Iyengar and Sons Private Limited. Sri K Ramesh is the Chairman and Managing Director of Southern Roadways Limited with its principal headquarters located in <u>Madurai</u> .	
Date of first appointment on the Board	December 21, 1971	
Shareholding in the Company	4,000 Equity Shares of Re 1/- each	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Sri Suresh Krishna, Chairman.	
Number of meetings of the Board attended during the year	3 (Three) during the financial year 2017 - 2018 out of 6 meetings 1 (One) during the financial year 2018 - 2019 out of 1 meeting	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	Southern Roadways Limited T V Sundram Iyengar & Sons Private Limited TVS Sewing Needles Limited Sundaram Brake Linings Limited Sundaram Textiles Limited Sundaram Industries Private Limited Menal Farms Limited	Nil
Nature of expertise in specific functional area	Corporate strategy and General Management	

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Item No. 4

Name	Sri R Srinivasan	
Age	76 years	
DIN	00043658	
Qualification	Graduate in Engineering	
Experience and other details	Sri R Srinivasan, has managerial experience spanning over 51 years. He was the Former Managing Director of Widia India Limited (Now renamed as Kennametal India Limited).	
Date of first appointment on the Board	March 6, 1995	
Shareholding in the Company	9,200 Equity Shares of Re 1/- each (joint-holder)	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	6 (Six) during the financial year 2017 - 2018 out of 6 meetings 1 (One) during the financial year 2018 - 2019 out of 1 meeting	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	ACE Designers Limited Kirloskar Oil Engines Limited Murugappa Morgan Thermal Ceramics Limited TTK Prestige Limited Yuken India Limited Sterling Abrasives Limited Taegu Tec India Private Limited Indian Machine Tool Manufacturers Association IMTMA Machine Tool Industry Park	Audit Committee (Chairman) in Kirloskar Oil Engines Limited. Nomination & Remuneration Committee (Chairman) and Audit Committee (Member) in TTK Prestige Limited. Nomination & Remuneration Committee (Chairman) and Audit Committee (Member) in Yuken India Limited. Audit Committee (Chairman) and Nomination & Remuneration Committee (Member) in Ace Designers Limited. Audit Committee (Chairman) in Sterling Abrasives Limited.
Nature of expertise in specific functional area	Engineering and General Management	

Item No. 5

Name	Sri B Muthuraman	
Age	73 years	
DIN	00004757	
Qualification	<p>Bachelor of Technology in Metallurgical Engineering from IIT, Madras Master of Business Administration from XLRI, Jamshedpur Completed the Advanced Management Programme at European Centre for Executive Development (CEDEP), France Undergone the 'Challenge of Leadership' Programme at INSEAD, France. Bestowed with an Honorary Degree of Doctor of Humane Letters (Honoris Causa) from Loyola University 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 has also been 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 	
Date of first appointment on the Board	April 16, 2015	
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 2017 - 2018 out of 6 meetings 1 (One) during the financial year 2018 - 2019 out of 1 meeting	
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	

Sundram Fasteners Limited

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.

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 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.

4. Your User ID details are given below:-

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12*****, then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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.

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- 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.nSDL.com.
Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
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Sundram Fasteners Limited

- 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 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, July 10, 2018 (9.00 a.m.) and ends on Wednesday, August 8, 2018 (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, June 29, 2018** 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.

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- 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, August 8, 2018**. 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: June 29, 2018
Place: Chennai - 600 004