

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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NOTICE OF 15TH POSTAL BALLOT

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

To

The Members

Notice is hereby given to the members of the Company pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provision of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking approval for the resolution set out below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) using the platform provided by National Securities Depository Limited (NSDL):-

- i. Approval for the appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director for a period of five years effective from September 26, 2024, to September 25, 2029, and for his continuation after attaining 75 years of age during such tenure. (Special Resolution)

The Ministry of Corporate Affairs ("MCA") vide its circular dated September 19, 2024 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, January 13, 2021, June 23, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), has permitted companies to conduct postal ballot by sending the notice via e-mail to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, the notice is being sent in electronic form to members who have registered their e-mail addresses and is not being sent in physical form to members who have not registered their e-mail addresses. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

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

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

The e-voting period begins from 9:00 a.m. IST on Monday, September 30, 2024, and ends at 5:00 p.m. IST on Tuesday, October 29, 2024.

By Order of the Board

Date: September 20, 2024

Place: Chennai - 600 004

G Anand Babu

Senior Manager – Finance & Company Secretary

Sundram Fasteners Limited

Notes:

1. As per the provisions of Sections 108, 110 of the Companies Act, 2013 (“the Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by NSDL.
2. **In accordance with MCA Circulars, members are requested to communicate their assent or dissent through the e-voting system only.** Members are also requested to carefully read all the instructions given in the Notes.
3. **The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No 1, Ramakrishna Street, T Nagar, Chennai – 600 017 by following due procedure as mentioned elsewhere in this Postal Ballot Notice.**
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited to ensure receipt of notices / Annual Reports / other communication electronically.
5. The Notice and Statement of the material facts, as well as the requisite enclosures, has also been made available on the website of the Company **www.sundram.com** and on the website of NSDL i.e. **https://evoting.nsdl.com**. The relevant documents, if any, referred to in the notice for inspection will be available on the website of the Company **www.sundram.com** in the relevant section.
6. This notice is being sent by email only to those Members whose names appear in the Register of Members maintained by the Company / Register of Beneficial Owners maintained by the Depositories, as on **Friday, September 20, 2024 (the cut-off date)**.
7. A special resolution to be considered as duly passed must receive not less than three-fourth of the total votes cast in favour of the resolution.
8. In terms of Secretarial Standard – 2, the resolution, on receiving the requisite number of votes, shall be deemed to have been passed on **Tuesday, October 29, 2024**.
9. The Scrutiniser will submit his report to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Senior Manager– Finance & Company Secretary of the Company.
10. The results of the postal ballot will be **announced** by any one of the following namely, the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Senior Manager – Finance & Company Secretary **on or before October 31, 2024 at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004.**
11. The **results of the postal ballot will be communicated** to the stock exchanges where the Company’s equity shares are listed, posted on the Company’s website – **www.sundram.com** and will also be displayed on the notice board of the Company at its registered office **on or before October 31, 2024**.
12. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the **cut-off date September 20, 2024**. Any person receiving this notice who is not a member as on the cut-off date should treat this notice for information

purposes only. The voting rights in respect of unclaimed shares held in Sundram Fasteners Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.

13. Members requiring any clarification may contact investors' helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478510 / E-mail: investorshelpdesk@sfl.co.in.

SPECIAL BUSINESS

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

Approval for the appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director for a period of five years effective from September 26, 2024, to September 25, 2029 and for his continuation after attaining 75 years of age during such tenure.

"RESOLVED THAT pursuant to Sections 149, 150, 152, 197 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 Regulation 16 read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director in the category "Non-Executive Independent Director", to hold office for a term of five (5) consecutive years from September 26, 2024 to September 25, 2029, not liable to retire by rotation."

"RESOLVED FURTHER THAT Sri R Vijayaraghavan (DIN 00026763), Non-Executive Independent Director shall be paid, remuneration by way of fees for attending Meetings of the Board or Committees thereof or General Meetings or for any other purpose whatsoever, Commission and such other 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, subject to the limits prescribed under applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other 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), approval of the Members is hereby accorded for continuation of Sri R Vijayaraghavan (DIN: 00026763), as a Non-Executive Independent Director of the Company beyond the age of 75 years during his present tenure."

"RESOLVED FURTHER THAT Sri R Dilip Kumar, Chief Financial Officer and Sri G Anand Babu, Senior Manager-Finance & Company Secretary are hereby *severally* authorized to do all such acts and take all such steps as may be proper or necessary to give effect to this resolution."

By Order of the Board

Date: September 20, 2024
Place: Chennai - 600 004

G Anand Babu
Senior Manager – Finance & Company Secretary

Annexure to the Notice of the 15th Postal Ballot

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

Item No. 1

Approval for the appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director for a period of five years effective from September 26, 2024, to September 25, 2029 and for his continuation in the position on attaining 75 years of age during such tenure:

Pursuant to the recommendation of the Nomination and Remuneration Committee under Section 178 (2) of the Companies Act, 2013 (the 'Act') read with Regulations 17, 19 and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has appointed Sri R Vijayaraghavan (DIN: 00026763) as an Additional Director (Non-Executive Independent Category) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Independent Director is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier.

Pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of the members for the appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director for a term of 5 (five) consecutive years from September 26, 2024, to September 25, 2029, not liable to retire by rotation.

The Company has received a declaration from Sri R Vijayaraghavan (DIN: 00026763) confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs, or any such statutory authority. Sri R Vijayaraghavan (DIN: 00026763) has also given his consent to act as a Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank of Independent Directors as required under the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Sri R Vijayaraghavan (DIN: 00026763) for the office of Independent Director to be appointed under Section 149 of the Act.

Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Sri R Vijayaraghavan (DIN: 00026763) as a Non-Executive Independent Director requires approval of the members of the Company by way of a special resolution. In terms of proviso to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where a special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under this regulation.

Sri R Vijayaraghavan (DIN: 00026763) has the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:-

- Taxation – Sri R Vijayaraghavan is an expert in taxation with a consulting and litigation practice spread across India over three decades.

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- Advisory – He is a Senior Advisor on the taxation of non-residents, joint ventures and collaborations, double taxation avoidance agreements, and transfer pricing agreements.
 - Others – Sri R Vijayaraghavan is an expert in the implementation and tax planning of acquisitions and mergers. He has represented major corporate groups and bodies across India, especially South India, in all aspects of direct taxes, tax planning, and tax litigation.

He was on the Board of few companies namely TVS Holdings Limited (formerly known as Sundaram-Clayton Limited), TVS Motor Company Limited, India Nippon Electricals Limited, T Stanes and Company Limited and Bimetal Bearings Limited and brings with him the experience of having been on the Board of renowned manufacturing companies.

After evaluation of Sri R Vijayaraghavan's (DIN: 00026763) mix of skills, experience, competency and other attributes, he 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, he is a person of integrity and possesses the relevant expertise and experience. Further, in the opinion of the Board of Directors, Sri R Vijayaraghavan (DIN: 00026763), the Independent Director, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management and his appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

Sri R Vijayaraghavan (DIN: 00026763), aged 74 years will attain the age of 75 years during his tenure as an Independent Director and hence his appointment as Non-Executive Independent Director requires the specific approval of members by way of a special resolution, pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Besides sitting fees for attending the meetings and re-imburement of expenses thereof, he would also be entitled to commission as may be fixed by the Board in accordance with the approval of the shareholders already obtained.

A copy of the letter of appointment of Sri R Vijayaraghavan (DIN: 00026763) 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.

In view of the above-said experience and expertise of Sri R Vijayaraghavan (DIN: 00026763), the Company proposes to avail his services as an Independent Director.

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

Except Sri R Vijayaraghavan (DIN: 00026763), being the appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the proposal set forth in the Notice (Item No. 1) for consideration and approval of 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 forms 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 of the Appointee	Sri R Vijayaraghavan			
Age	74 Years			
Director Identification Number	00026763			
Qualification	<ol style="list-style-type: none"> 1. B.L., from Dr Ambedkar Law College, Chennai 2. M.Sc., from Madurai Kamaraj University 3. MBA, from Syracuse University, USA 			
Experience and other details	<ol style="list-style-type: none"> 1. Served as an Officer in Reserve Bank of India. 2. Worked as an Executive in Amalgamation Group. 3. For the past three decades associated with the Law Firm M/s. Subbaraya Aiyar, Padmanabhan and Ramamani, Advocates and currently is its senior partner. 			
Shareholding in the Company including beneficial holding, if any.	Nil			
Details of remuneration sought to be paid	He is entitled to sitting fees for attending various meetings and reimbursement of expenses thereof. Further, he is also entitled to receive Commission as may be fixed by the Board of Directors in accordance with the approval of the shareholders already obtained.			
Current remuneration (last drawn remuneration)	Nil			
Date of first appointment on the Board	September 26, 2024			
Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any other Directors and Key Managerial Personnel of the Company.			
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Company	Directorship	Committee Name	Committee Membership
	Sanco Trans Limited	Director	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
	Veeyes Charities Foundation	Director	Nil	Nil

	Name of the Company	Directorship	Committee Name	Committee Membership
	Lucas Indian Service Limited	Director	Audit Committee	Chairman
			Nomination and Remuneration Committee	Chairman
			Corporate Social Responsibility Committee	Member
	The United Nilgiri Tea Estates Company Limited	Director	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Stakeholders Relationship Committee	Chairman
	Lucas TVS Limited	Director	Audit Committee	Chairman
			Corporate Social Responsibility Committee	Chairman
			Nomination and Remuneration Committee	Chairman
			Stakeholders Relationship Committee	Chairman
	Simpson and Company Limited	Director	Audit Committee	Member
			Corporate Social Responsibility Committee	Member
			Nomination and Remuneration Committee	Member
Nature of expertise in specific functional area	<ul style="list-style-type: none"> • Taxation – Sri R Vijayaraghavan is an expert in taxation with consulting and litigation practice spread across India over three decades. • Advisory – He is a Senior Advisor on the taxation of non-residents, joint ventures and collaborations, double taxation avoidance agreements, and transfer pricing agreements. 			

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	<ul style="list-style-type: none"> Others – Sri R Vijayaraghavan is an expert in the implementation and tax planning of acquisitions and mergers. He has represented major corporate groups and bodies across India, especially South India, in all aspects of direct taxes, tax planning, and tax litigation.
Name of the listed entities from which Sri R Vijayaraghavan has resigned from the past three years.	Nil

Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

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

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

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Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

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

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

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

4. Your User ID details are given below :

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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 / Sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investorshelpdesk@sfl.co.in / inward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investorshelpdesk@sfl.co.in / inward@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other information

- a. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date, **Friday, September 20, 2024**. 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.
- c. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutinizer to scrutinize the ballot and remote e-voting process in a fair and transparent manner.
- d. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith to the Chairman / Managing Director(s) / Chief Financial Officer / Senior Manager – Finance & Company Secretary of the Company.
- e. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the last date specified for remote e-voting, i.e., **Tuesday, October 29, 2024**. The results along with the Scrutinizer's Report shall be placed on the website of the Company <http://www.sundram.com> 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 / Senior Manager – 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

Date: September 20, 2024
Place: Chennai - 600 004

G Anand Babu
Senior Manager – Finance & Company Secretary