
Notice of the 57th Annual General Meeting to the Members

NOTICE is hereby given that the **Fifty Seventh** Annual General Meeting of the Members of the Company will be held on **Wednesday, September 16, 2020 at 10.00 a.m.** through Video Conference ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following items of business, as **Ordinary Resolutions**:

1. To adopt the Audited Financial Statement for the year ended March 31, 2020 along with the Report of the Board of Directors and Auditor's thereon.

"RESOLVED THAT the Audited financial statement including the Consolidated financial statement for the year ended March 31, 2020 together with the Auditor's Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."

2. To appoint Ms Arundathi Krishna (DIN 00270935), who retires by rotation, as a Director of the Company.

"RESOLVED THAT Ms Arundathi Krishna (DIN 00270935) who retires by rotation and being eligible for re-appointment is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

To consider and if thought fit, to pass the following items of business, as **Ordinary Resolutions**:

3. To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2021.

"RESOLVED THAT the remuneration of ₹ 3,60,000/- (Rupees Three Lakhs Sixty Thousand Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Sri P Raju Iyer, Practising Cost Accountant, (Membership No. 6987) who was appointed as Cost Auditor of the Company for the financial year ending March 31, 2021, as recommended by the Audit Committee and approved by the Board of Directors of the Company pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 is hereby ratified."

4. To appoint Sri S Meenakshisundaram (DIN: 00513901) as Whole-Time Director (Designated as Whole-Time Director and Chief Financial Officer) for a term of two consecutive years commencing from June 11, 2020 to June 10, 2022.

"RESOLVED that pursuant to Section 161(1) and other applicable provisions of the Companies Act,

2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Sri S Meenakshisundaram (DIN: 00513901) who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 11, 2020 and who holds office up to the date of this Annual General Meeting of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded under Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with the rules made thereunder, for the appointment of Sri S Meenakshisundaram (DIN: 00513901) as Whole-Time Director (Designated as Whole-Time Director and Chief Financial Officer) of the Company for a term of two consecutive years commencing from June 11, 2020 to June 10, 2022 on the terms and conditions including remuneration, as set out hereunder:

- I Salary : ₹ 8,00,000/- (Rupees Eight Lakhs) per month (with increments at such intervals as the Board may decide from time to time).
- II Performance Pay : As may be decided by the Nomination and Remuneration Committee from time to time.
- III Perquisites, Other Benefits & Allowances: As per Rules of the Company.
- IV The Board may revise the remuneration payable to the Whole-time Director, during any financial year during currency of the tenure of office, in such manner as may be agreed to between the Board of Directors and the Whole-time Director subject to the condition that the remuneration by way of salary, performance pay, perquisites, allowances and other benefits, shall be within the limits permissible under Section 197 read with Schedule V of the Companies Act, 2013.
- V Minimum remuneration:
In the event of any loss or inadequacy of profits for any financial year during his tenure, the Nomination and Remuneration Committee of the Board may recommend and the Board of Directors may approve the remuneration payable to the Whole-time Director, during such financial year, in such manner as agreed to between the Board of Directors, Nomination and Remuneration Committee of the

Sundram Fasteners Limited

- Board and the Whole-time Director, not exceeding the maximum limits specified in this behalf under Schedule V to the Companies Act, 2013.
- VI In the event of loss of office as Whole-time Director, the Whole-time Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder.
- VII The above mentioned remuneration to the Whole-time Director shall be in accordance with Sections 196 and 197 read with Schedule V of the Companies Act, 2013 and / or such changes, variations and substitutions as may be made from time to time.
- VIII Sri S Meenakshisundaram, as Whole-time Director, shall carry out such duties as may be entrusted to him by the Chairman / Managing Director from time to time.
- IX Sri S Meenakshisundaram, as Whole-time Director, shall exercise such of the powers as may be delegated from time to time by the Board of Directors;
- X Sri S Meenakshisundaram, as Whole-time Director, will not be entitled to any sitting fee for meetings of the Board or Committee thereof attended by him during the said tenure.
- XI The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied with the approval of Shareholders, if required, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made hereunder and / or such guidelines as may be announced by the Central Government from time to time."
- By Order of the Board
- R DILIP KUMAR**
Vice President – Finance &
Company Secretary
- Chennai
July 21, 2020
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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Agenda No 3

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2021.

Sri P Raju Iyer, FICWA, ACS, MIMA, MBA (UK), M Phil, Practising Cost Accountant (Membership No. 6987) was appointed as the Cost Auditor of the Company for the financial years ended March 31, 2014 to March 31, 2020 for conducting the Cost Audit as mandated by the Act. On the recommendation of the Audit Committee, the Board has considered and approved the appointment of Sri P Raju Iyer, Practising Cost Accountant, as the Cost Auditor for the financial year ending March 31, 2021 at a remuneration of ₹ 3,60,000 (Rupees Three Lakhs Sixty Thousand Only) in addition to reimbursement of travel and out-of-pocket expenses.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution. The Board recommends the resolution set forth in the notice (Agenda No 3) for approval by the members.

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

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

Agenda No 4

Sri S Meenakshisundaram, Chief Financial Officer (CFO) is a qualified Chartered Accountant, Company Secretary, Cost and Management Accountant and holds a bachelor degree in law. Having more than 39 years' of experience in the areas of finance, accounting, taxation, legal, risk management, general management and administration, Sri S Meenakshisundaram started his career with the Company over three decades ago as a freshly qualified professional and has grown to the position of CFO through his competence, loyalty and hard work.

Sri S Meenakshisundaram had served in the Company's Krishnapuram Unit at Madurai as Finance Head and has further distinguished himself in multiple roles in Corporate Finance. He has been a part of various strategic and change management process in the Company and has contributed significantly to its overall growth. During March 2016, the Board of Directors had appointed Sri S Meenakshisundaram

as the Chief Financial Officer of the Company in accordance with the provisions of Section 203 of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Sri S Meenakshisundaram for the office of Director to be appointed under the Companies Act, 2013.

Having regard to the significant contribution made by Sri S Meenakshisundaram to the progress and development of the Company and in order to avail the benefits of his vast experience and expertise, pursuant to recommendation by the Nomination & Remuneration Committee and the Audit Committee, the Board of Directors have, pursuant to the Resolution adopted on June 11, 2020 appointed Sri S Meenakshisundaram as Whole-Time Director of the Company (designated as Whole-Time Director and Chief Financial Officer) for a term of two consecutive years from June 11, 2020 to June 10, 2022, subject to approval of the shareholders. He is a Whole-time Key Managerial Personnel under Section 203 of the Act and will continue to be so on appointment.

Sri S Meenakshisundaram will not be entitled to sitting fee for each meeting of the Board and / or Committee thereof attended by him.

The Board recommends the resolution set forth in the notice (Agenda No 4) for approval by the members.

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

Except Sri S Meenakshisundaram, the appointee, 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 below, which form part of this statement.

By Order of the Board

Chennai
July 21, 2020

R DILIP KUMAR
Vice President – Finance &
Company Secretary

Sundram Fasteners Limited

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (AGENDA NO 2) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

AGENDA NO 2

NAME	Ms Arundathi Krishna
AGE	46 years
DIN	00270935
Qualification	MA degree in Econometrics from University of Madras ranked 2 nd in the graduating class. MBA from University of Michigan, USA.
Experience	Ms Arundathi Krishna was associated with America-On-Line Netscape, San Francisco, USA. She was with 'The Hindu' & 'The Business Line' as a Freelance Journalist during the years 1994 to 1998. She was also associated with Pond's (India) Limited, as a Brand Manager during 1996. She joined Sundram Fasteners Limited (the Company) in 1997 as Manager-Business Strategy and Systems. She structured and developed Gear Shifter Assembly Project which enabled the Company to generate additional revenue. She was also engaged in the implementation of Total Productive Maintenance (TPM) and Total Quality Management (TQM) practices. She oversees the operations of overseas subsidiaries including projects at overseas locations. She was appointed as a Whole-time Director of the Company for a period of five years with effect from September 18, 2008. She was re-designated as Deputy Managing Director of the Company with effect from May 30, 2013, re-appointed as Deputy Managing Director for a period of five years with effect from September 18, 2013. She was re-designated as Joint Managing Director of the Company effective April 20, 2018 and continues to be so during her present tenure i.e. from September 18, 2018 to September 17, 2023. She is a Whole-time Key Managerial Personnel as defined under Section 203 of the Companies Act, 2013.
Current remuneration (last drawn remuneration)	₹ 387.77 lakhs per annum
Date of first appointment on the Board	September 18, 2008
Shareholding in the Company	51,840 Equity Shares of ₹ 1/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to the Chairman / Managing Director / Non-Executive Non-Independent Director of the Company.
Number of meetings of the Board attended during the year	5 (Five) during the financial year 2019 - 2020 out of 5 meetings 1 (One) during the financial year 2020 - 2021 out of 1 meeting

Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Company	Directorship	Committee Membership
	TVS Upasana Limited	Managing Director	Corporate Social Responsibility (Member)
	Sunfast TVS Limited	Director	-
	TVS Engineering Limited	Director	-
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Human Resources		

AGENDA NO 4

NAME	Sri S Meenakshisundaram		
AGE	63 years		
DIN	00513901		
Qualification	B.Com, BGL, ACA, ACMA, ACS		
Experience and other details	39+ years' of experience in Sundram Fasteners Limited in the areas of finance, accounting, taxation, secretarial, legal, risk management, general management and administration.		
Current remuneration (last drawn remuneration)	₹ 122.46 lakhs per annum		
Date of first appointment on the Board	June 11, 2020		
Shareholding in the Company	Spouse of Sri S Meenakshisundaram holds 1,000 shares in the Company		
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 2019- 2020 out of 5 meetings 1 (One) during the financial year 2020- 2021 out of 1 meeting (Attended in the capacity as Invitee, being the Chief Financial Officer)		
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership	
	1. TVS Upasana Limited 2. Upasana Properties Private Limited 3. Lakshminarayana Ancillaries Private Limited (Formerly Lakshminarayana Ancillaries Limited) 4. Sundram Non-Conventional Energy Systems Limited 5. Sundram Fasteners Employees Welfare Company Private Limited	Nil	
Nature of expertise in specific functional area	Finance, Accounting, Taxation, Secretarial, Legal, Risk Management, General Management and Administration		

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NOTES:

1. In view of the massive outbreak of the Coronavirus pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its circular dated May 12, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the **facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of special business in Agenda Nos 3 and 4 of the Notice is annexed hereto.
4. **Members desiring any information as regards financial statement are requested to write to the Company on or before September 11, 2020 through e-mail at investorshelpdesk@sfl.co.in.** The same will be replied by the management suitably.
5. In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders.
6. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company:-
 - a) any change in their address / bank mandate.
 - b) particulars of their bank account, in case they have not been sent earlier.
 - c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
7. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants (Or) may contact the Registrar and Share Transfer Agent, Sri S Sriram, Deputy General Manager, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone: 91-44-28140801-803, E-mail: srirams@integratedindia.in for receiving any documents / communication from the Company.
8. Members whose shareholding is in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilise the Electronic Clearing System (ECS) for receiving dividends.
9. Details of dividend declared by the Company for the financial year 2013-2014 and onwards are given below:

Financial Year	Pay-out	Date of Declaration	Date of completion of seven years period	Due date for transfer to IEPF
2013-2014	1 st Interim	01-11-2013	08-12-2020	07-01-2021
2013-2014	2 nd Interim	29-05-2014	05-07-2021	04-08-2021
2014-2015	1 st Interim	06-11-2014	13-12-2021	12-01-2022
2014-2015	2 nd Interim	29-05-2015	05-07-2022	04-08-2022
2015-2016	1 st Interim	02-11-2015	09-12-2022	08-01-2023
2015-2016	2 nd Interim	09-03-2016	15-04-2023	15-05-2023
2016-2017	Interim	02-11-2016	03-12-2023	02-01-2024

Financial Year	Pay-out	Date of Declaration	Date of completion of seven years period	Due date for transfer to IEPF
2016-2017	Final	24-08-2017	27-09-2024	28-10-2024
2017-2018	1 st Interim	02-11-2017	09-12-2024	08-01-2025
2017-2018	2 nd Interim	09-05-2018	15-06-2025	15-07-2025
2018-2019	1 st Interim	29-10-2018	05-12-2025	04-01-2026
2018-2019	2 nd Interim	09-05-2019	15-06-2026	15-07-2026
2019-2020	1 st Interim	04-11-2019	11-12-2026	10-01-2027
2019-2020	2 nd Interim	26-02-2020	03-04-2027	03-05-2027

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the uncashed warrants immediately to the Company.

10. Pursuant to the notification of Investor Education and Protection Fund (IEPF) Rules, 2016 by the Ministry of Corporate Affairs (MCA), relating to transfer of shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to IEPF Authority, the Company has duly transferred 71,702 equity shares during the financial year 2019-2020 to the IEPF Authority.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report for the financial year 2019-2020 inter-alia indicating the process and manner of remote e-voting / e-voting during the meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will be available for electronic inspection. Members seeking to inspect such documents electronically can send an e-mail to investorshelpdesk@sfl.co.in.
13. Members may note that the Notice of AGM and the Annual Report for the financial year 2019-2020 will also be available on the Company's website www.sundram.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication in this regard, members may send their request letters to investorshelpdesk@sfl.co.in / srirams@integratedindia.in.
14. Corporate members are requested to provide a duly certified copy of the board resolution / power of attorney on or before September 11, 2020 (Friday) authorizing their representatives for the purpose of voting through remote e-voting or to participate and vote in the meeting through VC / OAVM.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. The Members can join the AGM through VC/OAVM either 15 minutes prior to the commencement of the meeting (Or) within 15 minutes from the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through video conference will be made available for 1,000 members on first-come first-served basis. This will not include large Shareholders (Shareholders holding more than 2% shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of first-come first-served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. In compliance with the aforesaid MCA Circulars, the video recordings of the AGM will be made available on the website of the Company, www.sundram.com.

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

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of remote e-voting / e-voting to its Members in respect of the business to be transacted at the AGM. 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 as well as e-voting on the date of the Annual General Meeting will be provided by NSDL.

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

The **remote e-voting period** begins on **Sunday, September 13, 2020 (9.00 am – Indian Standard Time)** and ends on **Tuesday, September 15, 2020 (5.00 p.m. – Indian Standard Time)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

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: 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 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 EVEN is 101456 and folio number is 001*** 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.
- 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, 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:
 - a) 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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - 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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home Page.
2. Select "EVEN" of company for which you wish to cast your vote. Click on e-Voting. Then, click on Active Voting Cycles.
3. 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.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.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 to NSDL at evoting@nsdl.co.in

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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 the shareholder, scanned copy of the share certificate (front and back), self-attested copies of PAN (Or) Aadhar Card by email to **investorshelpdesk@sfl.co.in / srirams@integratedindia.in**.
2. In case shares are held in demat mode, please provide a copy of consolidated demat account statement, self-attested copies of PAN (Or) Aadhar card by email to **investorshelpdesk@sfl.co.in /srirams@integratedindia.in**.

Alternatively, member may send an e-mail request to **evoting@nsdl.co.in** for obtaining User ID and Password by providing the details mentioned at Point (1) or (2) as the case may be.

The instructions for members to cast their votes through e-Voting on the day of the AGM are given hereunder:-

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. For any grievances in connection with the facility for e-voting on the day of the AGM the shareholders may call on toll free no.: 1800-222-990 or send a request to NSDL at **evoting@nsdl.co.in**.

Instructions for members for attending the AGM through VC / OAVM are given hereunder:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at **<https://www.evoting.nsdl.com>** under shareholders/members login by using the remote e-voting / e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting / e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. System requirements: Further, the members may ensure availability of a Camera to facilitate interface and use Internet Connection with good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at **investorshelpdesk@sfl.co.in from September 9, 2020 (9:00 a.m. IST) to September 11, 2020 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information

- i. 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, **September 9, 2020 (Wednesday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice of Annual General Meeting and the Annual Report through electronic mode, and holding shares as of the cut-off date **September 9, 2020 (Wednesday)**, may obtain the login ID and password by sending a request to **evoting@nsdl.co.in / srirams@integratedindia.in**.

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- iii. 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 e-voting on the day of Annual General Meeting.
 - iv. The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
 - v. The Scrutiniser shall, immediately after the conclusion of e-voting on the date of annual general meeting first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 48 hours (forty eight) of conclusion of the meeting submit his report of the total votes cast in favour or against, if any, to the Chairman / Managing Director / Joint Managing Director / Whole-Time Director and Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
 - vi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., **September 16, 2020**. The results along with the Scrutiniser's Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a person 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

Chennai
July 21, 2020

R DILIP KUMAR
Vice President – Finance &
Company Secretary