



## Sundram Fasteners Limited

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May 4, 2018

### National Stock Exchange of India Limited (NSE)

Scrip Code - SUNDRMFAST  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051

By NEAPS

### BSE Limited (BSE)

Scrip Code - 500403  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400 001

By Listing Centre

Dear Sir / Madam,

**Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) Amendments to Articles of Association**

Further to our letters dated April 3, 2018 and May 4, 2018 under Regulation 30 and Regulation 44 of the LODR Regulations respectively, we wish to inform you that the existing Article 73 and 77(2) contained in the Articles of Association of the Company has been amended by way of a special resolution passed through 6<sup>th</sup> Postal Ballot, by replacing the existing Articles with the following new Articles:-

**From (prior to amendment)**

Article 73 - Same individual may be Chairperson and Managing Director / Chief Executive Officer

"If the Chairperson ceases to hold office as a Director, he shall ipso facto and immediately cease to be the Chairperson. The Director who is appointed as Chairperson as defined in Clause 72, can occupy both the position of Chairperson and Managing Director or Chief Executive Officer (CEO) and such equivalent managerial position thereof, in the Company. *The Director who occupies both the position as Chairperson and Managing Director as aforesaid shall not be subjected to retirement by rotation or taken into account in determining the rotation or retirement of Directors*"

**To (post amendment)**

Article 73 - Chairperson and Managing Director or Chief Executive Officer / Chairperson

"If the Chairperson ceases to hold office as a Director, he shall ipso facto and immediately cease to be the Chairperson. The Director who is appointed as Chairperson as defined in Clause 72, can occupy both the position of Chairperson and Managing Director or Chief Executive Officer and such equivalent managerial position thereof, in the Company. *A Director who occupies both the position as Chairperson and Managing Director or Chief Executive Officer or a Non-Executive Director who occupies the position as Chairperson shall not be subjected to retirement by rotation or taken into account in determining the rotation or retirement of Directors*".



Intertek



**From (prior to amendment)**

Article 77 (2) - Remuneration to Director

"Subject to the provisions of the Act, a Director, who is neither in the whole time employment nor a Managing Director may be paid remuneration either by way of monthly, quarterly or annual payments or by way of commission, if the Company, by a special resolution, authorizes such payment."

**To (post amendment)**

Article 77 (2) - Remuneration to Directors

*"A Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either by way of monthly, quarterly or annual payments or by way of commission at a specified percentage of the net profits of the company or partly by one way and partly by the other."*

We request you to take the above information on record.

Thanking you,

Yours truly,  
For SUNDRAM FASTENERS LIMITED

A handwritten signature in blue ink, appearing to read 'R. Dilip Kumar', with a long horizontal stroke extending to the right.

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