

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 10TH 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 and 110 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 provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking their approval for the resolutions set out below, proposed to be passed through the 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. Re-appointment of Sri Suresh Krishna (DIN: 00046919) as Chairman and Non – Executive Director, and payment of remuneration for a period of 5 (five) years effective July 1, 2021 (Special Resolution in terms of the Act and Listing Regulations);
- ii. Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2022 which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said financial year (Special Resolution in terms of the Listing Regulations);
- iii. Re-appointment of Ms Arathi Krishna (DIN: 00517456) as Managing Director and payment of remuneration, for a period of 5 (five) years effective May 3, 2021 (Ordinary Resolution in terms of the Act and Listing Regulations);

In view of the Covid-19 Pandemic and requirement of social distancing, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars"), had advised companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently this notice is being sent to members who have registered their e-mail addresses and is not being sent to members who have not registered their e-mail addresses. Further, the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated 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 Scrutiniser, for conducting the postal ballot process in a fair and transparent manner.

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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 e-voting period will be live from 9:00 a.m. on February 15, 2021 (Monday) to 5:00 p.m. on March 16, 2021 (Tuesday).

By Order of the Board

Date: February 4, 2021
Place: Chennai - 600 004

R Dilip Kumar
Vice President – Finance &
Company Secretary

Notes:

1. As per the provisions of Sections 108, 110 of the Act read with Rules 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 the 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. **It is clarified that for permanent registration of email address, the shareholders are however requested to register 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 in the Postal Ballot Notice and also in the Company's website.**
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses updated/ validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
5. The Notice and Statement of material facts, as well as the requisite enclosures, have 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>. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company www.sundram.com, and on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively , in the relevant sections.
6. The notice is being sent electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on **Friday, February 5, 2021 (the cut-off date)**.
7. An ordinary resolution to be considered as duly passed must receive more than half of the votes cast in favour of the resolution. A special resolution to be considered as duly passed must receive not less than three fourths of the total votes cast in favour of the resolution. Such votes have to be cast only through remote e-voting.

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8. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of votes, shall be deemed to have been passed on **March 16, 2021**.
 9. The Scrutiniser will submit his report to the Chairman / Managing Director / Joint Managing Director / Whole – Time Director and Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
 10. After completion of the scrutiny, the results of the postal ballot will be **announced** by any one of the following namely, the Chairman / Managing Director / Joint Managing Director / Whole-Time Director and Chief Financial Officer / Vice President – Finance & Company Secretary **before 4:00 pm on March 18, 2021 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/investors.php and will also be displayed on the notice board of the Company at its registered office within forty eight (48) hours of the completion of e-voting.
 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, **Friday, February 5, 2021**. 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 should also 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**:

Re-appointment of Sri Suresh Krishna (DIN: 00046919) as Chairman and Non-Executive Director of the Company and payment of remuneration for a period of 5 years effective July 1, 2021

“**RESOLVED THAT** pursuant to Sections 149, 152, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), recommendation of the Nomination & Remuneration Committee, approval by the Board of Directors, Regulation 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Sri Suresh Krishna (*holding DIN 00046919*), be and is hereby re-appointed as the Chairman and Non-Executive Non-Independent Director of the Company, to hold office for a term of five (5) consecutive years commencing from July 1, 2021 to June 30, 2026 (both days inclusive) on the terms and conditions including remuneration, as set out hereunder:

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- a. Remuneration: ₹ 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.
 - ii. Payment of premium on personal accident insurance, with the annual cover of ₹ 10.00 crores for self.
 - iii. Use of Chauffeur-driven Company Car for personal use.
 - iv. A Chairman'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 of remuneration, provision of perquisites 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 of Directors may determine from time to time.

RESOLVED FURTHER THAT Sri S Meenakshisundaram, Whole-Time Director and Chief Financial Officer and Sri R Dilip Kumar, Vice President – Finance & Company Secretary are hereby *severally* authorised to sign and submit the requisite Returns with the Registrar of Companies, Chennai, Ministry of Corporate Affairs portal and to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

2. 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 (DIN: 00046919) for the financial year ending March 31, 2022, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

“**RESOLVED THAT** specific approval be and is hereby accorded pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of the following remuneration to Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2022, which may exceed 50% (fifty percent) of the total remuneration payable to all the Non-Executive Directors of the Company for the said financial year:

- a. Remuneration: ₹ 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.
 - ii. Payment of premium on personal accident insurance, with the annual cover of ₹ 10.00 crores for self.
 - iii. Use of Chauffeur-driven Company Car for personal use.
 - iv. A Chairman's office at the Company's expense and also entitled for reimbursement of expenses incurred in performance of his duties.
- c. Commission not exceeding one percent (1%) 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 of remuneration, provision of perquisites 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 of Directors may determine from time to time.

RESOLVED FURTHER THAT Sri S Meenakshisundaram, Whole-Time Director and 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 an **Ordinary Resolution: Re-appointment of Ms Arathi Krishna as Managing Director and payment of remuneration for a period of 5 years effective May 3, 2021**

“**RESOLVED** that pursuant to recommendation made by the Nomination and Remuneration Committee and approval by the Board of Directors at their meetings held on February 3, 2021 and February 4, 2021 respectively, approval of the Company be and is hereby accorded under Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company for the re-appointment of Ms Arathi Krishna (DIN 00517456) as Managing Director of the Company for a period of five years from May 3, 2021 to May 2, 2026 (both days inclusive) on the terms and conditions including remuneration, as set out hereunder:

- I Salary : ₹ 4,00,000 - ₹ 9,00,000 (Rupees Four Lakhs to Rupees Nine Lakhs) per month [*inclusive* of salary and allowances] (with increments at such intervals as the Board of Directors may decide from time to time)
- II Commission : Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.
- III Other Allowances as per the Rules of the Company
- IV Perquisites
 - a Furnished leased residential accommodation *or* free use of furnished residential accommodation owned by the Company with facilities and amenities including water, gas, electricity, maintenance, security, furniture, fixtures, furnishings and all utilities and services.

If no free use of furnished residential accommodation is provided, Managing Director shall be entitled to house rent allowance as per the rules of the Company.

The expenditure incurred by the Company on gas, electricity, water, maintenance, security, furniture, fixtures, furnishings and all utilities and services shall be valued as per Income-tax Rules, 1962 or any re-enactment thereof.
 - b Medical expenses covering medical treatment in India and overseas for self and family, including premium for medical insurance and other related expenses.
 - c Leave travel concession as per the rules of the Company.

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- d Fees, subscription and other incidental charges to clubs, subject to a maximum of three clubs in India and abroad including admission and life membership fee.
- e Payment of premium on personal accident insurance, with the annual cover of ₹ 10,00,00,000/- (Rupees Ten Crores only).
- f Company's contribution to provident fund and pension / superannuation fund, as per the rules of the Company.
- g Gratuity as per the rules of the Company.
- h Provision of chauffeur driven two company cars for use on Company's business and use of car for private purposes will be dealt by the Company as per the applicable provisions under the Income Tax Rules, 1962 or any re-enactment thereof.
- i Telecommunication facilities at residence.

Perquisites shall be valued as per the Income-tax Rules, 1962 or any re-enactment thereof, wherever applicable. In the absence of any such rules the perquisites shall be valued at actual costs.

V Other Benefits

- a Leave on full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months service. Leave accumulated shall be encashed at the end of the tenure.
- b Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
- c Such other benefits, amenities and facilities as may be provided by the Company to other senior executives from time to time.
- d Such other benefits, amenities and facilities *including* those under the Special Post Retirement Benefits Scheme as per the rules of the Company.

VI The Board of Directors may revise the remuneration payable to the Managing 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 Managing Director subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 of the Companies Act, 2013.

VII Minimum remuneration:

In the event of any loss or inadequacy of profits during any financial year (not exceeding three financial years during the tenure of five years), the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to the Managing Director, during such financial year(s), in such manner as agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director however not exceeding the maximum limits specified in this behalf under Schedule V to the Companies Act, 2013.

VIII In the event of loss of office as Managing Director, the Managing 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.

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- IX The above mentioned remuneration allowed to the Managing 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 therein from time to time.
- X The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied with the approval of Shareholders 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.
- XI Ms Arathi Krishna, Managing Director, shall carry out such duties as may be entrusted to her by the Chairman and Director from time to time.
- XII Ms Arathi Krishna, Managing Director, shall exercise such of the powers as may be delegated from time to time by the Board of Directors ;
- XIII Ms Arathi Krishna, Managing Director, will not be entitled to any sitting fee for meetings of the Board or Committee thereof attended by her during the said tenure.
- XIV The Board of Directors is hereby authorised to modify the position and/ or designation of Ms Arathi Krishna, from time to time.

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: February 4, 2021
Place: Chennai - 600 004

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Annexure to Notice of the 10th Postal Ballot

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

Item Nos. 1 & 2

Re-appointment of Sri Suresh Krishna as Chairman and Non-Executive Director of the Company and payment of remuneration for a period of 5 years effective July 1, 2021 and specific approval in terms of Regulation 17(6)(ca) of the Listing Regulations for the payment of remuneration to Sri Suresh Krishna for the financial year ending March 31, 2022 which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.

Sri Suresh Krishna was re-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.

He retired as the Managing Director of the Company, effective April 20, 2018. Pursuant to the Resolutions adopted on March 22, 2018 and June 29, 2018, the Board of Directors had unanimously approved the proposal for Sri Suresh Krishna to continue as the Chairman and Non-Executive Director for the remaining period of his present tenure (i.e. till June 30, 2021) to guide the Company with his expertise and long experience.

Having regard to the significant contribution made by Sri Suresh Krishna to the progress and development of the Company and in order to continue to avail the benefits of his vast experience and expertise, pursuant to recommendation made by the Nomination & Remuneration Committee, the Board of Directors have, pursuant to the Resolution adopted on February 4, 2021 re-appointed Sri Suresh Krishna as Chairman and Non-Executive Director of the Company for a period of five years from July 1, 2021 to June 30, 2026 (both days inclusive).

Sri Suresh Krishna is aged more than 75 years. Hence, his re-appointment as a Non-Executive Non-Independent Director, requires the approval of members by way of a special resolution, pursuant to Regulation 17(1A) of the Listing Regulations.

Further, Regulation 17(6)(ca) of the Listing Regulations stipulates that “the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof”.

The remuneration payable to Sri Suresh Krishna, as a Non-Executive Director, for the financial year ending March 31, 2022 may exceed 50% of the total remuneration payable to all the Non-Executive Directors of the Company for the said year. Hence, approval of the members is being sought by way of a special resolution, pursuant to Regulation 17(6)(ca) of the Listing Regulations for the same.

The remuneration proposed is commensurate with the role of Sri Suresh Krishna and is in line with the norms prevailing in the corporate sector in India. The total remuneration is 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 sitting fee for each meeting of the Board and / or Committee thereof attended by him.

The Nomination and Remuneration Committee, recognising the contribution by Sri Suresh Krishna towards development of the Company and his vast experience, expertise and knowledge of the industry, vide resolution

dated February 3, 2021 had recommended to the Board, the remuneration, as set out in the resolution for the financial year 2021-2022.

Keeping in view these factors, the Board of Directors has, pursuant to the recommendation made by the Nomination and Remuneration Committee and the resolutions adopted by it on February 4, 2021, unanimously approved the proposal of remuneration payable to Sri Suresh Krishna for the financial year ending March 31, 2022 in which such remuneration may exceed 50% of the total remuneration payable to all Non-Executive Directors for the said year.

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

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 the items of business (Item Nos. 1 & 2) since it relates to his re-appointment and remuneration. Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director 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.

Item No. 3

Re-appointment of Ms Arathi Krishna as Managing Director and payment of remuneration for a period of 5 years effective May 3, 2021

Ms Arathi Krishna was last re-appointed as the Managing Director (in the designation of “Joint Managing Director”) for a period of five years from May 3, 2016 to May 2, 2021. Her appointment on the terms and conditions including remuneration in accordance with the provisions contained in Schedule V to the Companies Act, 2013 was approved by the shareholders through a postal ballot process on September 28, 2015, by way of an ordinary resolution.

Ms Arathi Krishna was later re-designated as Managing Director of the Company with effect from April 20, 2018 without any change in terms and conditions of appointment including remuneration.

Having regard to the significant contribution made by Ms Arathi Krishna to the progress and development of the Company and in order to continue to avail of the benefits of her vast experience and expertise, pursuant to recommendation made by the Nomination & Remuneration Committee, the Board of Directors have, pursuant to the Resolution adopted on February 4, 2021 re-appointed Ms Arathi Krishna as Managing Director of the Company for a period of five years from May 3, 2021 to May 2, 2026 (both days inclusive). She is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013 and will continue to be so on re-appointment. Ms Arathi Krishna, Managing Director will not be entitled to sitting fee for each meeting of the Board and / or Committee thereof attended by her.

Ms Arathi Krishna will exercise such of the powers as may be delegated from time to time by the Board of Directors. She will carry out such duties as may be entrusted to her by the Board from time to time. The total remuneration to her will be within the limits permissible under Section 197 of the Companies Act, 2013.

The Board recommends the resolution set forth in the notice (Item No 3) for approval by the members.

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

Ms Arathi Krishna, Managing Director, may be deemed to be interested in this Resolution since it relates to her re-appointment and remuneration. Sri Suresh Krishna, Chairman and Non-Executive Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director may also be deemed to be interested, being relatives of Ms Arathi Krishna.

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

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

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

Item Nos.1 & 2

Name	Sri Suresh Krishna
Age	84 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 from the University of Munich, Germany
Experience and other details	Sri Suresh Krishna is associated with the Company since inception and was appointed as Chairman of the Board of Directors on June 15, 1979 Other awards, recognitions and laurels conferred on him: <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

	<ul style="list-style-type: none"> - “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. - Was honoured with the Quality Ratna Award in November 2019, for his continuous commitment to quality and excellence and his outstanding contribution and distinguished service to the Quality movement in India. 		
Details of remuneration sought to be paid	Details available in the Postal Ballot Notice		
Current remuneration (last drawn remuneration)	₹ 292.16 lakhs per annum		
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 the Managing Director / Joint Managing Director / Non-Executive Non-Independent Director of the Company.		
Number of meetings of the Board attended during the year	4 (Four) meetings attended during the financial year 2020- 2021 out of 4 (Four) meetings held / conducted.		
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Company	Directorship	Committee Membership
	T V Sundram Iyengar & Sons Private Limited	Director	-
	Sunfast TVS Limited	Director	-
	TVS Upasana Limited	Director	
	Sundram Non-Conventional Energy Systems Limited	Director	-
	TVS Engineering Limited	Director	-
	Upasana Private Limited	Director	-
	TVS Sundram Fasteners Private Limited	Director	-
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Risk Management / Human Resources		

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Item No. 3

Name	Ms Arathi Krishna		
Age	52 years		
DIN	00517456		
Qualification	Master of Arts (MA) in Economics from the Stella Maris College; Master of Business Administration (MBA) from the University of Michigan Business School, USA.		
Experience and other details	<p>Ms Arathi Krishna had undergone on-the-job training in USA after completion of her MBA Program. She started her career in 1990 as a Management Trainee in the Company. After training, she was appointed as Manager – Business Strategy and Systems in 1993 and became General Manager in 1998.</p> <p>Through her work experience in India and abroad, she has acquired wide managerial and business administration skills. She was appointed as Managing Director (designated as Executive Director) effective May 3, 2006. She was re-appointed as Managing Director (designated as Joint Managing Director) effective May 3, 2011 and subsequently re-appointed for a period of five years with effect from May 3, 2016. She was re-designated as the Managing Director of the Company effective, April 20, 2018.</p> <p>She is a Whole-time Key Managerial Personnel as defined under Section 203 of the Companies Act, 2013.</p>		
Details of remuneration sought to be paid	Details available in the Postal Ballot Notice		
Current remuneration (last drawn remuneration)	₹ 355.53 lakhs per annum		
Shareholding in the Company	47,040 Equity Shares of ₹ 1/- each		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to the Chairman / Joint Managing Director / Non-Executive Non-Independent Director of the Company.		
Number of meetings of the Board attended during the year	4 (Four) meetings attended during the financial year 2020- 2021 out of 4 (Four) meetings held / conducted.		
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Name of the Company	Directorship	Committee Membership
	Sunfast TVS Limited	Director	-
	TVS Engineering Limited	Director	-
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Risk Management / Human Resources		

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 e-services 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.
 - 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' has been communicated to you on your email ID. Trace the email sent to you from NSDL in 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 e-mail 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.

Members can also use OTP (One Time Password) based login for casting the votes on the e-voting platform 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 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.
- 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.

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, the 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, the 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.

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. 1800-1020-990 or send a request at **evoting@nsdl.co.in**.

By Order of the Board

R Dilip Kumar

Vice President – Finance &
Company Secretary

Date: February 4, 2021
Place: Chennai - 600 004