

# Sundram Fasteners Limited

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## Sundram Fasteners Limited

CIN : L35999TN1962PLC004943

Registered Office : 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004

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### NOTICE OF 11<sup>TH</sup> 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 resolution 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) Approval of the appointment of Dr V Anantha Nageswaran (DIN: 00760377) as a Non-Executive Independent Director for a period of 5 (five) years effective September 16, 2021 (Ordinary Resolution)

In view of the impact of Covid-19 Pandemic, the 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.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No 10/2021 dated June 23, 2021 (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.

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 will be from 9:00 a.m. on September 22, 2021 (Wednesday) to 5:00 p.m. on October 21, 2021 (Thursday).**

By Order of the Board

**R Dilip Kumar**

Vice President – Finance &  
Company Secretary

Date: September 16, 2021

Place: Chennai - 600 004

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## 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 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, 2<sup>nd</sup> Floor, No 1, Ramakrishna Street, T Nagar, Chennai – 600 017 by following due procedure as mentioned in the 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 enable dispatch of notices / Annual Reports / other intimations electronically to their email addresses.
5. The Notice and Statement of the 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. Pursuant to the MCA Circulars, this notice is being sent electronically i.e. by email only 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, September 17, 2021(the cut-off date)**.
7. The ordinary resolution to be considered as duly passed must receive more than half of the votes cast in favour of the resolution.
8. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of 'assent' votes, shall be deemed to have been passed on **Thursday, October 21, 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. 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 **within 2 working days of conclusion of postal ballot process at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004.**

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11. The **result 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](http://www.sundram.com/investors.php) and will also be displayed on the notice board of the Company at its registered office **within 2 working days** of conclusion of postal ballot process.
  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, September 17, 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 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 an **Ordinary Resolution**:

**Approval of the appointment of Dr Anantha V Nageswaran (DIN: 00760377) as a Non-Executive Independent Director for a period of five years effective September 16, 2021.**

**“RESOLVED THAT** pursuant to Sections 149, 150, 152, 161 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 (“the Act”) and Regulations 17, 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), approval of the shareholders be and is hereby accorded for the appointment of Dr V Anantha Nageswaran (holding DIN 00760377), who was appointed by the Board of Directors as an Additional Director in the category “Non-Executive Independent Director” with effect from September 16, 2021 under Section 161 of the Act and who possesses the skills and capabilities required, as a Director in the category of an “Independent Director”, not liable to retire by rotation, to hold such office for a term of five consecutive years from September 16, 2021 to September 15, 2026 (both days inclusive), on such remuneration as may be fixed by the Board of Directors from time to time, in terms of Section 197(5) of the Act and applicable Regulations of LODR including reimbursement of expenses for participation in the meetings of the Board and / or Committees and / or general meetings.”

By Order of the Board

**R Dilip Kumar**

Vice President – Finance &  
Company Secretary

Date: September 16, 2021

Place: Chennai - 600 004

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

### Item No. 1

#### **Approval of the appointment of Dr V Anantha Nageswaran as a Non-Executive Independent Director of the Company**

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors vide Resolution adopted on September 16, 2021, appointed Dr V Anantha Nageswaran (holding DIN 00760377) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the appointment of Dr V Anantha Nageswaran as a Non-Executive Independent Director for a term of 5 (five) consecutive years from September 16, 2021 to September 15, 2026, not liable to retire by rotation.

The Company has received consent from Dr V Anantha Nageswaran to act as a Director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, a declaration under Section 164 of the Act and Regulation Schedule V (C)(10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is not disqualified from being appointed as a Director.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Dr V Anantha Nageswaran for the office of Independent Director to be appointed under Section 149 of the Act.

The Board of Directors of the Company has a wide array of skills, expertise and competence in the areas of general management, marketing, sales, finance, accounting, taxation, secretarial, engineering, project management, corporate strategy, risk management and human resources.

Dr V Anantha Nageswaran has a Doctorate in Finance from the University of Massachusetts and a PGDM (MBA) from Indian Institute of Management, Ahmedabad, which adds value to the existing skill sets of the Board of Directors in broader evaluation of various proposals along with his experience spanning over three and a half decades across economics and financial domains.

Dr V Anantha Nageswaran's expertise in Economics, International Finance and Global Financial Markets establishes appropriate balance of relevant skills, experience, and expertise desired for the position and would be beneficial to the Company. Also, considering Dr. V Anantha Nageswaran's other Directorships based on the disclosure received, there is no conflict of interest and therefore, Dr. V Anantha Nageswaran satisfies the test of integrity prescribed for an Independent Director.

In the opinion of the Board, Dr. V Anantha Nageswaran is expected to have adequate time to meet his commitments in the capacity of Independent Director on the Board of the Company. Having regard to the above mentioned credentials and having evaluated the vast experience of Dr. V Anantha Nageswaran in general management, finance, foreign exchange and risk management, the Company is expected to immensely benefit from his association.

Dr V Anantha Nageswaran 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.

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Further, in the opinion of the Board of Directors, Dr V Anantha Nageswaran , the Independent Director, fulfils 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.

Pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from December 1, 2019, Dr V Anantha Nageswaran has completed the online registration process with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] for inclusion of his name in the databank. It may be noted that he is exempted from passing the online self-assessment test, having served as a Director / Key Managerial Personnel for a period of not less than 3 years in a listed company or in an unlisted public company having a paid up capital of not less than Rs 10 Crores.

A copy of the letter of appointment of Dr V Anantha Nageswaran 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.

The Board recommends the resolution set forth in the notice (Item No 1) for approval by the shareholders.

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

Except Dr V Anantha Nageswaran, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the resolution.

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.

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT 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	Dr V Anantha Nageswaran
Date of Birth / Age	October 5, 1963 / 57 Years
DIN	00760377
Qualification	B.Com, PGDM (MBA) from the Indian Institute of Management (IIM), Ahmedabad, PhD in Finance from the University of Massachusetts, Amherst, USA and CMA Intermediate from the Institute of Cost Accountants of India.
Experience and other details	Dr V Anantha Nageswaran is an Economist and an Independent Consultant / Distinguished Visiting Professor. He serves as a part-time member of Economic Advisory Council to the Prime Minister of India and a distinguished visiting Professor of Economics in Krea University, Sri City, Tada, Andhra Pradesh. He had served as a Dean at the Institute for Financial Management and Research (IFMR) Graduate School and Business and Member, Board of Management.

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	<p>Dr V Anantha Nageswaran is an Independent Consultant to financial / mutual fund companies such as Indicus Association, Dvara Research, Access Capital Private Equity Fund and TVS Capital. He had also served as an Independent Consultant to various other organisations such as NAB Ventures (NABARD), Lumen Capital Investors (Singapore), Aavishkar Venture Management Services and Bank Julius Baer &amp; Co. Ltd.</p> <p>He had served as the Global Chief Investment Officer and as Head of Investment Research in Bank Julius Baer &amp; Co. Ltd., Zurich and Singapore respectively. Further, he was the Founder-Director and Chief Investment Officer of Libran Asset Management (Pte) Ltd and had also served as the Regional Head of Investment Consulting and Global Strategist for Credit Suisse Private Banking, Asia-Pacific and Middle East.</p> <p>Dr V Anantha Nageswaran has vast experience in the field of teaching. He was / is a faculty to many affiliated management Universities, Business Schools in Singapore. His area of teaching covers 'Global Financial Markets', 'Understanding the Global Economy' Macroeconomics, concepts and current issues in International Finance etc.</p> <p>He is a distinguished speaker and has delivered many speeches on various occasions covering topics such as:-</p> <ul style="list-style-type: none"> <li>- 'Inclusive Prosperity' at the India Ideas Conclave, New Delhi</li> <li>- 'BRICS in a Transitional World Order' organised by the Shanghai Institute for International Studies, Shanghai</li> <li>- Foreign Exchange, Treasury and Money Market Conference organised by Aditya Birla Group.</li> </ul> <p>Dr V Anantha Nageswaran has published many books on various topics such as 'The Rise of Finance: Causes, Consequences and Cures', 'Derivatives', 'Economics of Derivatives', 'Global Financial Markets – Issues and Perspectives' etc.</p>
Awards	<p>Awards conferred on him are given hereunder:-</p> <ul style="list-style-type: none"> <li>• Dr. B.R. Shenoy Award for an economist presented by the India Foundation and 'Swarajya' magazine in 2018;</li> <li>• Best Paper award to the paper on "International Convergence of short-term and long-term interest rates: Theory" and Empirical Tests presented at the 1995 Global Finance Conference, San Diego, California, USA</li> <li>• The World Business Awards constituted by the United Nations Development Programme (UNDP), the Prince of Wales International Business Leaders Forum (IBLF), the International Chamber of Commerce (ICC), Aavishkaar India Micro Venture Capital Fund (AIMVCF) among the top ten business models in the world that serve towards fulfilment of the Millennium Development Goals (MDG) for the year 2006.</li> </ul>

Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	1. Kerala Health First Services Private Limited 2. NPS International School Pte Ltd (Singapore) 3. TVS Chakra Limited
Nature of expertise in specific functional area	General Management / Risk Management / Finance / Foreign Exchange

### 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 the 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 / 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 to be 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 e-mail ID in their demat accounts in order to access the 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 – Login through NSDL	1. If you are already registered for <b>NSDL IDeAS (Internet based Demat Account Statement) facility</b> , please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “Login” which is available under “ <b>IDeAS</b> ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to

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Type of shareholders	Login Method
	<p>e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL – Login through CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



Type of shareholders	Login Method
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. Once you login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> 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 above-mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-22-44-30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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 the 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.*

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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:

- 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 by 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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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.
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** 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](http://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 and 1800-22-44-30 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 shareholder, scanned copy of the share certificate (Both sides), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [srirams@integratedindia.in](mailto:srirams@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), AADHAR (self attested scanned copy of Aadhar Card) to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [srirams@integratedindia.in](mailto:srirams@integratedindia.in). If you are an Individual shareholders 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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing the 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, **September 17, 2021 (Friday)**. 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 Scrutiniser to scrutinize the 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) / Whole-Time Director and Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
- e. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., **Thursday, October 21, 2021**. The results along with the Scrutiniser's Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman / Managing Director(s) / Whole-Time Director and Chief Financial Officer / Vice President – Finance & Company Secretary. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Date: September 16, 2021  
Place: Chennai - 600 004

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