

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 12TH 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 pursuant to Sections 110 and 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, 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 your approval for the 3 (three) resolutions set out below, proposed to be passed through 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 remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director (DIN: 00046919) for the financial year ending March 31, 2023 which exceeds 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors for the said year, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution)
- ii. Approval of payment of Commission to the Non-Executive Directors *not exceeding* 1% (one percent) of the net profits of the Company per annum. (Ordinary Resolution)
- iii. Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027. (Special Resolution)

In view of the impact of Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with Circular Nos.22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), has permitted 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 can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

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

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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 items of special business is enclosed.

The e-voting period will be from 9:00 a.m. on May 18, 2022 (Wednesday) to 5:00 p.m. on June 16, 2022 (Thursday).

By Order of the Board

R Dilip Kumar

Executive Vice President – Finance &

Company Secretary

Date: May 11, 2022

Place: Chennai - 600 004

Notes:

1. As per the provisions of Sections 108, 110 of the Companies Act, 2013 (the Act) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by NSDL.
2. In accordance with MCA Circulars, Members are requested to communicate their assent or dissent through the e-voting system only. Members are also requested to carefully read all the instructions given in the Notes.
3. **The shareholders are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants with whom they have their demat account and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) , Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No 1, Ramakrishna Street, T Nagar, Chennai – 600 017 by following the due procedure as mentioned elsewhere in this Postal Ballot Notice.**
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited to enable dispatch of notices / Annual Reports electronically to their email addresses.
5. The Notice and Statement of the material facts, as well as the requisite enclosures, has also been made available on the website of the Company <https://sundram.com/investor.php> 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 **Wednesday, May 11, 2022 (the cut-off date)**.

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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-fourth of the total votes cast in favour of the resolution.
 8. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of votes, shall be deemed to have been passed on **Thursday, June 16, 2022**.
 9. The Scrutiniser will submit his report to the Chairman / Managing Director / Joint Managing Director / Chief Financial Officer / Executive 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 / Chief Financial Officer / Executive Vice President – Finance & Company Secretary **on or before Monday, June 20, 2022 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 **on or before Monday, June 20, 2022**.
 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, **Wednesday, May 11, 2022**. Any person receiving this notice who is not a member as on the cut-off date should treat this notice **for information purposes only. The voting rights in respect of unclaimed shares** held in Sundram Fasteners Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations. Such shareholders are to treat this notice as having been given for information purposes only. Further, no voting rights are exercisable in respect of the equity shares transferred to and held in the account of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs, in terms of Section 124 of the Act.
 13. Members requiring any clarification may contact investors' helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478510 / E-mail: investorshelpdesk@sfl.co.in.

SPECIAL BUSINESS

1. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution: Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director (DIN: 00046919) for the financial year ending March 31, 2023 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, 2023, which exceeds 50% (fifty percent) of the total remuneration payable to all the Non-Executive Directors of the Company for the said financial year:

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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 Chairperson'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 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 may determine from time to time.

RESOLVED FURTHER THAT the Chief Financial Officer and the 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.”

2. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution: Approval of payment of Commission to the Non-Executive Directors not exceeding 1% (one percent) of the net profits of the Company per annum.**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the members is hereby accorded for payment of commission to the Non-Executive Directors, including Independent Directors, of the Company (but excluding Sri Suresh Krishna, Chairman and Non-Executive Director for whom a separate approval is being taken) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company per annum for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

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3. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution:**
Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualifications) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other application regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Heramb R Hajarnavis (DIN: 01680435) aged 47 years, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, to hold office for the second term of five (5) consecutive years commencing from September 20, 2022 to September 19, 2027 and to receive remuneration by way of fees, commission and such other remuneration as may be payable, reimbursement of expenses for participation in the meetings of the board and / or committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the Board based on the recommendation of the Nomination and Remuneration Committee, from time to time.”

RESOLVED FURTHER THAT the Chief Financial Officer and the Company Secretary are hereby *severally* authorised to file the necessary e-forms, if any, with the Ministry of Corporate Affairs, as may be deemed necessary in this regard.”

By Order of the Board

R Dilip Kumar

Executive Vice President – Finance &
Company Secretary

Date: May 11, 2022
Place: Chennai - 600 004

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Annexure to Notice of the 12th Postal Ballot

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

Item No. 1

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, 2023 which exceeds 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.

The Nomination and Remuneration Committee, having regard to the significant contribution made by Sri Suresh Krishna to the progress and development of the Company and to enable the Company to continue to avail the benefits of his vast experience and expertise, recommended to the Board of Directors to re-appoint Sri Suresh Krishna as Chairman and Non-Executive Director of the Company for a further period of five years from July 1, 2021 to June 30, 2026 (both days inclusive) and also to remunerate him. This re-appointment was duly made and the approval of the shareholders was obtained through postal ballot on March 16, 2021.

The Nomination and Remuneration Committee vide resolution dated April 21, 2022 had recommended to the Board, the remuneration, set out in the resolution as set out in this notice, for the financial year ending March 31, 2023.

Sri Suresh Krishna, Chairman and Non-Executive Director will not be entitled to sitting fee for meetings of the Board and / or Committee thereof that may be attended by him during the year ending March 31, 2023.

The Board of Directors has, on May 11, 2022, unanimously approved the remuneration payable to Sri Suresh Krishna for the financial year ending March 31, 2023 as recommended by the Nomination and Remuneration Committee.

Regulation 17(6)(ca) of the Listing Regulations provides 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, 2023 will 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.

The Board recommends the proposal set forth in the Notice (Item No. 1) 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 this item of business (Item No 1) since it relates to his remuneration. Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Non-Executive Director are also deemed to be interested, being relatives of Sri Suresh Krishna.

Item No 2

Approval of payment of Commission to the Non-Executive Directors (other than the Chairman) *not exceeding 1% (one percent) of the net profits of the Company per annum.*

With the enhanced Corporate Governance requirements under the Companies Act 2013, the Listing Regulations coupled with the size, complexity and global operations of the Company, the role and responsibilities of the Non-Executive Board members, particularly Independent Directors has also become more onerous, requiring greater time commitments, attention and a higher level of oversight. Separate approval is being taken for payment of remuneration to Sri Suresh Krishna, Chairman and Non-Executive Director, which also includes commission *not* exceeding 1% of the net profits per annum. The Board of Directors, in terms of Section 197 of the Act and based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on April 22, 2022 have recommended payment of commission *not* exceeding 1% (one percent) of the net profits per annum in the aggregate to all the other Non-Executive Directors also (besides the Chairman), from the Financial Year ending March 31, 2023 onwards.

Regulation 17(6)(a) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting. This commission will be distributed amongst all or some of the Non-Executive Directors in accordance with the directions given by the Board of Directors of the Company.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

All the Directors are directly or indirectly concerned or interested in the Resolution. The Board, therefore, recommends the proposal set forth in the Notice (Item No. 2) for consideration and approval of the members.

Item No 3

Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027

Sri Heramb R Hajarnavis is a Non-Executive Independent Director of the Company. He is also the member of Audit and Nomination and Remuneration Committee of the Company. He joined the Board of Sundram Fasteners Limited on September 20, 2017. He is the founder and Managing Partner of SeaLink Capital Partners (SCP), a Private Equity Fund. Prior to establishing SCP, he headed KKR's Indian Private Equity business (KKR) during the period 2010 to 2014 and led the investments in Magma Fincorp, TVS Logistics, Alliance Tires and Gland Pharma. Prior to joining KKR, he was associated with Goldman Sachs & Co, over 10 years, evaluating investment opportunities for the firm's global private equity and Mezzanine debt fund across various industries. He was appointed as a Non-Executive and Independent Director for a consecutive term of 5 years from September 20, 2017 to September 19, 2022, not liable to retire by rotation and his appointment was approved by the Shareholders through Postal Ballot on January 02, 2018.

Sri Heramb R Hajarnavis is proposed to be re-appointed as a Non-Executive Independent Director for the second term of five consecutive years, commencing from September 20, 2022 to September 19, 2027 on such remuneration by way of fees and other remuneration such as commission, if any, as may be payable, reimbursement of expenses for participation in the meetings of the Board and/or committees as determined by the Board on recommendation of the Nomination and Remuneration Committee from time to time.

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The Company has received a notice in writing from a member under the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Sri Heramb R Hajarnavis for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Sri Heramb R Hajarnavis, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V to the Listing Regulations that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

He has registered his name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from December 1, 2019. However, 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 three years in a listed company or in an unlisted public company having a paid up capital of not less than ₹ 10 Crores.

The proposed resolution seeks the approval of members by way of special resolution for his re-appointment as an Independent Director pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations. He will not be liable to retire by rotation.

Sri Heramb R Hajarnavis has the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:-

- a. Leadership experience— Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – Leadership experience in handling financial management along with an understanding of accounting and financial statements.

In the opinion of the Board of Directors, Sri Heramb R Hajarnavis, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management.

A copy of the letter of re-appointment of Sri Heramb R Hajarnavis 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 of Directors considers that in view of the managerial experience and expertise of Sri Heramb R Hajarnavis, his continued association with the Company would be of immense benefit and hence propose to avail his services as an Independent Director.

Except Sri Heramb R Hajarnavis, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the proposal set forth in the Notice (Item No. 3) for consideration and approval of the members.

Besides sittings fees for meetings and re-imburement of expenses, he would also be entitled to commission as may be fixed by the Board based on the approval of the shareholders for the resolution set out in Item No. 2 of this notice.

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

PARTICULARS OF DIRECTORS AS REQUIRED TO BE FURNISHED UNDER (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS / LISTING REGULATIONS

Item No 1

Name	Sri Suresh Krishna
Age	85 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 in the University of Munich, Germany.
Experience and other details	<p>Sri Suresh Krishna is associated with the Company since inception and was appointed as Chairman of the Board of Directors on June 15, 1979.</p> <p>Other awards, recognitions and laurels conferred on him:</p> <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 ❖ “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.

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	<ul style="list-style-type: none"> ❖ “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 (Item No.1)	Details available in the Postal Ballot Notice	
Current remuneration (last drawn remuneration)	₹ 385.21 lakhs	
Date of first appointment on the Board	August 26, 1964	
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 Ms Arathi Krishna, Managing Director, Ms Arundathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director.	
Number of meetings of the Board attended during the year	1 (One) during the financial year 2022 - 2023 out of 1 (One) meeting	
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	Directorship	Committee Membership
	TVS Upasana Limited T V Sundram Iyengar & Sons Private Limited (Chairman) Upasana Private Limited TVS Sundram Fasteners Private Limited	Nil
Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Human Resources	

Item No 3

Name	Sri Heramb R Hajarnavis
Age	47 years
DIN	01680435
Qualification	SB (Bachelor of Science), Massachusetts Institute of Technology, Cambridge, USA MBA, Harvard Business School, USA
Experience	<p>Sri Heramb R Hajarnavis is the founder and Managing Partner of SeaLink Capital Partners (SCP), a Private Equity Fund.</p> <p>Prior to founding SCP, he headed KKR's Indian Private Equity business (KKR) during the period 2010 to 2014 and led the investments in Magma Fincorp, TVS Logistics, Alliance tires and Gland Pharma.</p> <p>Prior to joining KKR, he was associated with Goldman Sachs & Co, over a period of 10 years, mainly focused on evaluating investment opportunities for the firm's global private equity and Mezzanine debt fund across various industries.</p> <p>Other rewards, recognitions and laurels conferred on him:</p> <p>He had served on several committees including as a member of the Confederation of Indian Industry (CII), National Committee on Venture capital & Private Equity, CII Sub-committee on issues pertaining to foreign investment in India and on a special task force focused on healthcare financing as part of the US-India Health Initiative.</p>
Current remuneration (last drawn remuneration)	Sitting fee is being paid at ₹ 50,000/-per Board Meeting and ₹ 20,000/- per Committee meeting
Date of first appointment on the Board	September 20, 2017
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the year	1 (One) during the financial year 2022 - 2023 out of 1 (One) meeting

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Other Directorships, Memberships / Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Directorship</th> <th>Committee Membership</th> </tr> </thead> <tbody> <tr> <td>1. Surya Children's Medicare Private Limited</td> <td>Director</td> <td>-</td> </tr> <tr> <td>2. Surya Mother and Child Care Private Limited</td> <td></td> <td></td> </tr> <tr> <td>3. Surya Mother and Child Care Jaipur Private Limited</td> <td></td> <td></td> </tr> <tr> <td>4. Surya IVF Clinic Private Limited</td> <td></td> <td></td> </tr> </tbody> </table>			Name of the Company	Directorship	Committee Membership	1. Surya Children's Medicare Private Limited	Director	-	2. Surya Mother and Child Care Private Limited			3. Surya Mother and Child Care Jaipur Private Limited			4. Surya IVF Clinic Private Limited		
	Name of the Company	Directorship	Committee Membership															
1. Surya Children's Medicare Private Limited	Director	-																
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4. Surya IVF Clinic Private Limited																		
Nature of expertise in specific functional area	Corporate Strategy / Finance / General Management / Marketing / Sales / Project Management / Human Resources / Risk Management																	

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 Listing Regulations (as amended), and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

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

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility 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 email 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	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

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Individual Shareholders holding securities in demat mode with CDSL – Login through CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
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 e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
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

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authorisation 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

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.

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

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

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

Other information

- a. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date, **May 11, 2022 (Wednesday)**. 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.

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- d. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith to the Chairman / Managing Director(s) / Chief Financial Officer / Executive 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 remote e-voting, i.e., **Thursday, June 16, 2022**. 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) / Chief Financial Officer / Executive 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

R Dilip Kumar

Executive Vice President – Finance &
Company Secretary

Date: May 11, 2022
Place: Chennai - 600 004