



Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

REGISTERED & CORPORATE OFFICE
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PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

December 4, 2017

National Stock Exchange of India Limited (NSE)

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

By NEAPS

BSE Limited (BSE)

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

By Listing Centre

Dear Sir / Madam,

Notice of 5th Postal Ballot


Pursuant to Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice of 5th Postal Ballot for the following items:

- Re-appointment of Ms Arundathi Krishna (DIN 00270935) as Managing Director (Designated as Deputy Managing Director) for five years with effect from September 18, 2018.
- Approval of the appointment of Sri Heramb R Hajarnavis (DIN 01680435) as a Non-Executive Independent Director of the Company for five years with effect from September 20, 2017.
- Issue of Non-Convertible Debentures upto Rs. 500 crores on private placement basis.

We also wish to inform you that the Company is providing remote e-voting facility to its members for the business to be transacted through postal ballot. The e-voting period commenced **today, Monday, December 4, 2017 (9.00 a.m.)** and ends on **Tuesday, January 2, 2018 (5.00 p.m.)**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED


R Dilip Kumar
Vice President - Finance & Company Secretary



Intertek

Sundram Fasteners Limited

CIN : L35999TN1962PLC004943

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

Phone : +91 - 44 - 28478500 | Fax : +91 - 44 - 28478508 / 28478510

E-mail : investorshelpdesk@sfl.co.in | www.sundram.com

NOTICE OF 5TH 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 Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, that it is proposed to transact the following business by way of postal ballot:-

- i. Re-appointment of Ms Arundathi Krishna (DIN 00270935) as Deputy Managing Director for five years with effect from September 18, 2018 (Ordinary resolution).
- ii. Approval of the appointment of Sri Heramb R Hajarnavis(DIN 01680435) as a Non-Executive Independent Director of the Company for five years with effect from September 20, 2017 (Ordinary resolution).
- iii. Issue of Non-Convertible Debentures upto ₹ 500 crores on private placement basis (Special resolution).

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 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.

By Order of the Board

Date : November 22, 2017

Place : Chennai - 600 004

R Dilip Kumar

Vice President – Finance & Company Secretary

Notes

1. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and **return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope** so as to reach the Scrutinizer **on or before 5.00 p.m. on Tuesday, January 2, 2018**.
2. The Scrutiniser will submit his report to the Chairman and Managing Director / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be declared by the Chairman and Managing Director / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary on or before **January 4, 2018**, at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.

3. An ordinary resolution to be considered as duly passed must receive more than fifty percent of the total 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 may be cast by physical ballot or through remote e-voting.
4. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of votes, shall be deemed to have been passed on **Tuesday, January 2, 2018**.
5. 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 – <http://sundram.com/investors.php> and will also be displayed in the notice board of the company at its registered office within forty eight (48) hours of completion of voting.
6. As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 National Securities Depository Limited (NSDL).
7. The voting rights of the shareholders 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, November 24, 2017**. A person 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. Members requiring any clarification may contact investors helpdesk at Phone: +91 - 44 - 28478500 / Fax: +91 - 44 - 28478508 / 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**:
Re-appointment of Ms Arundathi Krishna as Managing Director (Designated as Deputy Managing Director)
RESOLVED that:
The approval of the Company is accorded under Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder for the re-appointment of Ms Arundathi Krishna (DIN 00270935) as a whole-time key managerial personnel in the position of Managing Director (Designated as Deputy Managing Director) for a period of five years from September 18, 2018 to September 17, 2023 on the terms and conditions including remuneration, as set out hereunder:
 - I Salary : ₹ 3,50,000 - ₹ 5,50,000 (Rupees Three Lakhs Fifty Thousand to Rupees Five Lakhs Fifty Thousand) per month (with increments at such intervals as the Board may decide from time to time taking into consideration the Remuneration Policy and the recommendation of the Nomination and Remuneration Committee)
 - 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, taking into consideration the Remuneration Policy and the recommendation of the Nomination and Remuneration Committee for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted, without the requirement of Central Government approval, from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.

III 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 subject to a ceiling of 60% of her salary.

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 Reimbursement of 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.
- d Fees, subscription and other incidental charges to clubs, subject to a maximum of two clubs 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 two chauffer driven 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.

IV 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.

- V The Board may revise the remuneration payable to the Managing Director, during any financial year during currency of the tenure of office, based on the Remuneration Policy, the recommendation of the Nomination and Remuneration Committee and in such manner as may be agreed to between the Board of Directors and the Managing Director subject to the condition that the total remuneration by way

of salary, perquisites, commission, other allowances and other benefits, shall be within the maximum limits permissible under Section 197 of the Companies Act, 2013 without the requirement of Central Government approval.

VI Minimum remuneration:

In the event of loss or inadequacy of profits during any financial year, not being more than three such 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, for 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, not exceeding the maximum limits specified in this behalf under Schedule V to the Companies Act, 2013.

VII 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.

VIII The above mentioned remuneration allowed to the Managing Director shall be in accordance with Sections 196,197 and other applicable provisions read with Schedule V of the Companies Act, 2013, the Rules made thereunder and / or such changes, variations and substitutions as may be made therein by the Central Government from time to time.

IX The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied (with the approval of Shareholders if so required) in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and / or the rules and regulations made hereunder and / or such guidelines as may be announced by the Central Government from time to time.

X Ms Arundathi Krishna, Managing Director, shall carry out such duties as may be entrusted to her by the Chairman and Managing Director and the Board of Directors from time to time.

XI Ms Arundathi Krishna, Managing Director, shall exercise such of the powers as may be delegated from time to time by the Board of Directors;

XII Ms Arundathi 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.

2. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution**:

Approval of the appointment of Sri Heramb R Hajarnavis as a Non-Executive Independent Director of the Company.

“RESOLVED that pursuant to Section 149 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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Sri Heramb R Hajarnavis (holding DIN 01680435) as a non-executive independent director of the Company, to hold office for a term of five (5) consecutive years from September 20, 2017 to September 19, 2022, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, 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 and / or committee from time to time, is hereby approved.

3. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

Issue of Non-Convertible Debentures on private placement basis

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations / Guidelines and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as “the Board”) to issue / offer / invite for subscription and to allot Secured Redeemable Non-Convertible Debentures (“NCDs”) including but not limited to subordinate debt, bonds and / or other debt securities (hereinafter collectively referred as “Securities”), *on private placement basis*, listed or unlisted, in physical or dematerialised form, in one or more tranches within a period of one year from the date of passing of this special resolution to eligible person(s), upto a limit of ₹ 500 Crores (Rupees Five Hundred Crores), within the overall borrowing limits of the Company approved by the members of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to determine the terms of the issue including providing security on any of the Company’s assets, the class of investors to whom such Securities to be issued, timing of the issue, total amount to be raised by issuance of Securities, the number of Securities, face value, tranches, issue price, tenor, interest rate, premium / discount, appointment of trustee(s), listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of the Board director(s) and / or officer(s) of the Company, to the extent permissible under law, as it may in its absolute discretion deem necessary.

By Order of the Board

Date : November 22, 2017
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary

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

Item No. 1

Ms Arundathi Krishna was last re-appointed as the Managing Director (Designated as Deputy Managing Director) for a period of five years from September 18, 2013 to September 17, 2018. Her re-appointment on the terms and conditions including remuneration in accordance with the provisions contained in Schedule XIII to the erstwhile Companies Act, 1956, was approved by the shareholders at the Annual General Meeting (AGM) held on August 23, 2013, by way of an ordinary resolution.

Having regard to the significant contribution made by Ms Arundathi 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 and pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors on November 2, 2017, re-appointed Ms Arundathi Krishna as Managing Director (Designated as Deputy Managing Director) of the Company for a period of five years from September 18, 2018 to September 17, 2023. 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 Arundathi Krishna, Managing Director will not be entitled to sitting fee for each meeting of the Board and / or Committee thereof attended by her (either as a member / invitee).

She 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 Chairman and Managing Director and the Board of Directors from time to time. The total remuneration to her will be within the maximum limits permissible under Section 197 of the Companies Act, 2013, without triggering the need to seek Central Government's approval.

She held the position of Whole-time-Director in TVS Upasana Limited (Formerly 'Upasana Engineering Limited') between 2005 and 2008 and is currently holding the position of Managing Director in TVS Upasana Limited (Formerly 'Upasana Engineering Limited').

The proposal as set out in the Notice is placed for consideration and approval of the shareholders.

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

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

No other Director or key managerial personnel or their relative is concerned or interested in this item of business.

The terms contained in the resolution shall constitute the written memorandum setting out the terms of re-appointment.

Other details as required under the Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are furnished separately, are to be treated as forming part of this statement.

Item No. 2

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have, pursuant to the Resolution adopted on September 20, 2017, appointed Sri Heramb R Hajarnavis (DIN: 01680435) as an Additional Director (Non-Executive Independent Director) of the Company, pursuant to Sections 149, 152, 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 Sri Heramb R Hajarnavis as a Non-Executive Independent Director for a term of 5 (five) consecutive years from September 20, 2017 to September 19, 2022, not liable to retire by rotation.

The Company has received consent from Sri Heramb R Hajarnavis 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 and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, along with requisite deposit amount, from a member 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 Act.

Sri Heramb R Hajarnavis 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 possess the relevant expertise and experience. Further, in the opinion of the Board of Directors, Sri Heramb R Hajarnavis, the Independent Director proposed to be appointed, 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.

A copy of the letter of 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 recommends the resolution set forth in the notice for approval by the shareholders.

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

Except Sri Heramb R Hajarnavis, the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives is 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 separately, which form part of this statement.

Item No. 3

The Board of Directors of the Company at its meeting held on November 22, 2017 has, subject to the approval of Members, accorded its consent to raise funds through issue of NCDs / Bonds / Sub-ordinated Debt Instruments to eligible investor(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and / or Committee of Directors. The amount to be raised by way of issue of NCDs on a private placement basis however shall not exceed ₹ 500 Crores (Rupees Five Hundred Crores Only) in aggregate.

The objective of raising funds through issue of debentures is to augment the long term resources of the Company / to finance the capital expenditure / business opportunities that may emerge from time to time and / or for general corporate purposes.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis. The Company may also list these NCDs in any one or more Stock Exchanges.

Section 42 of the Companies Act, 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, permits a Company to pass a previous special resolution once in a year for all the offers or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Necessary approvals for borrowings and creation of charges as required under Section 180(1)(c) of the Companies Act, 2013 have already been obtained from the members in the 51st Annual General Meeting held on September 22, 2014 upto a limit of ₹ 1,000 crores in excess of the aggregate of the paid-up capital and free reserves of the Company. The proposed issue of NCDs are within the above mentioned limits.

The consent of Members is therefore sought for the proposed issue of NCDs, and to authorize the Board (including any Committee of the Board) to issue NCDs on private placement basis, in one or more tranches, during a period of one year from the date of passing this special resolution, with the authority to the Board of Directors / any Committee of the Board to determine the terms and conditions, including the issue price of the NCDs, bonds and / or other debt securities and submit necessary application for listing of NCDs with any one or more Stock Exchanges.

The proposal as set out in the Notice is placed for consideration and approval of the shareholders by way of a Special Resolution.

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

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

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	Ms Arundathi Krishna
Age	43 years
DIN	00270935
Qualification	MA degree in Econometrics from University of Madras ranked 2nd in graduating class. MBA from University of Michigan, USA.
Experience and other details	<p>Ms Arundathi Krishna was associated with America-On-Line Netscape, San Francisco, USA. She was with The Hindu & Business Line as a Freelance Journalist during the years 1994 to 1998. She was also associated with Pond's (India) Limited, as a Brand Manager during the year 1996.</p> <p>She joined Sundram Fasteners Limited (the Company) in 1997 as Manager - Business Strategy and Systems. She structured and developed Gear Shifter Assembly Project in the Company. She oversees the operations of TVS Upasana Limited (formerly 'Upasana Engineering Limited') and overseas subsidiaries of Sundram Fasteners Limited.</p> <p>She was engaged in the implementation of Total Productive Maintenance (TPM) and Total Quality Management (TQM) practices. She was re-designated as Deputy Managing Director of the Company with effect from 30th May, 2013 and was re-appointed as Managing Director (designated as Deputy Managing Director) for a period of five years with effect from 18th September, 2013.</p> <p>She is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013.</p>
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Details are available in the Postal Ballot Notice
Current remuneration (last drawn remuneration)	₹ 1,029.61 Lakhs for the Financial Year 2016-17
Date of first appointment on the Board	September 18, 2008
Shareholding in the Company	51,840 Equity Shares of ₹ 1/- each as on November 22, 2017
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Sri Suresh Krishna, Chairman and Managing Director and Sister of Ms Arathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director
Number of meetings of the Board attended during the Financial Year 2016 – 2017 and 2017 – 2018 (till November 22, 2017)	4 (Four) during the financial year 2016 – 2017 out of 4 meetings 3 (Three) during the financial year 2017 – 2018 out of 3 meetings

Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	TVS Upasana Limited (Formerly 'Upasana Engineering Limited'), Managing Director	Audit Committee (Member) Corporate Social Responsibility (Member)
Nature of expertise in specific functional area	Corporate strategy and General Management	

Item No. 2

Name	Sri Heramb R Hajarnavis
Age	43 years
DIN	01680435
Qualification	SB (Bachelor of Science), Massachusetts Institute of Technology, Cambridge, USA MBA, Harvard Business School, USA
Experience and other details	<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, Sri Heramb R Hajarnavis headed KKR's Indian Private Equity business (KKR) during the period 2010 to 2014 and led the investments in Magma Fincorp, TVS Logistics, AllianceTires and Gland Pharma.</p> <p>Prior to 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 funds across various industries.</p> <p>Other awards, 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 investments in India and on a special task force focused on healthcare financing as part of the US – India Health Initiative.</p>
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	Flatiron Consulting Services Private Limited, Director Nephrocare Health Services Private Limited, Nominee Director

Instructions for Postal Ballot

1. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutiniser on or before the close of working hours (5.00 p.m.) on **Tuesday, January 2, 2018**. A member may request for a duplicate postal ballot form, if required. However, such duplicate postal ballot form should reach the Scrutiniser not later than the date and time specified above.
2. The member(s) may choose to send the postal ballot by courier at their own expense.
3. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope.

4. The form should be duly completed and signed by the member. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
5. Member cannot vote by post and remote e-voting and if he votes both by post and remote e-voting, his vote by post shall be treated as invalid.
6. 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, **Friday, November 24, 2017**.
7. A member need not use all his votes and nor does he need to cast all his votes in the same manner.
8. Where postal ballot form is signed by an authorised representative of a body corporate, a *certified copy* of the relevant authorisation / resolution should accompany the postal ballot form.
9. A postal ballot form shall be considered invalid if:
 - a. A form other than one issued by the company has been used.
 - b. It has not been signed by or on behalf of the Member.
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company / RTA.
 - d. It is not possible to determine without any doubt the assent or dissent of the Member.
 - e. Neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
 - g. The envelope containing the postal ballot form is received after the last date prescribed.
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

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 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

- 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.

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 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. 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.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also print the details of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other information

1. The remote e-voting period commences on **Monday, December 4, 2017 and ends on Tuesday, January 2, 2018**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, November 24, 2017** may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting by physical ballot.
3. The Scrutiniser shall within forty eight (48) hours from 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 and Managing Director / Managing Director(s) / Chief Financial Officer / Vice President – Finance & Company Secretary of the Company.
4. 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., **Tuesday, January 2, 2018**. The results along with the Scrutinisers Report shall be placed on the website of the Company <http://sundram.com/investors.php> and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a Director authorized by him in writing. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Date : November 22, 2017
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary