



Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

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

April 3, 2018

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 6th 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 6th Postal Ballot for the following items:

- Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing Director, effective, April 20, 2018.
- Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing Director, effective, April 20, 2018.
- Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective, January 30, 2018.
- Amendments to the Articles of Association of the Company.

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, Tuesday, April 3, 2018 (9.00 a.m.)* and ends on **Wednesday, May 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

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 6TH 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 special business by way of postal ballot:-

- i) Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing Director, effective, April 20, 2018 (Ordinary Resolution);
- ii) Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing Director, effective, April 20, 2018 (Ordinary Resolution);
- iii) Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective, January 30, 2018 (Ordinary Resolution); and
- iv) Amendments to the Articles of Association of the Company (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 : March 22, 2018
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary

Notes:

1. The remote e-voting period commences on **Tuesday, April 3, 2018 (9.00 a.m.) and ends on Wednesday, May 2, 2018 (5.00 p.m.) (both days inclusive)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, March 23, 2018** 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 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 **before 5.00 p.m. on Wednesday, May 2, 2018**.

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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 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 **May 4, 2018**, at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.
4. 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.
5. In terms of Secretarial Standard – 2, 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., **Wednesday, May 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 and Managing Director / Managing Director(s) / 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.
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, March 23, 2018**. 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. 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**:
Change in designation of Ms Arathi Krishna, Joint Managing Director as Managing Director, effective, April 20, 2018
“**RESOLVED THAT** in partial modification of the earlier resolution approved by the Shareholders on 28th September, 2015 vide 2nd Postal Ballot, Ms Arathi Krishna (DIN: 00517456), who was appointed as Managing Director of the Company (Designated as Joint Managing Director) for a period of five years from May 3, 2016 to May 2, 2021, be and is hereby re-designated as Managing Director of the Company, effective, April 20, 2018.

RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of her appointment as approved by the Shareholders remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to modify the designation of the Managing Director, from time to time.”

2. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution:**
Change in designation of Ms Arundathi Krishna, Deputy Managing Director as Joint Managing Director, effective, April 20, 2018

RESOLVED THAT in partial modification of the earlier resolutions approved by the Shareholders at the Annual General Meeting held on August 23, 2013 and through 5th Postal Ballot on January 2, 2018, Ms Arundathi Krishna (DIN: 00270935) who was appointed as Managing Director (Designated as Deputy Managing Director) for a period of five years from September 18, 2013 to September 17, 2018 and for a further period of five years from September 18, 2018 to September 17, 2023 respectively, be and is hereby re-designated as Joint Managing Director of the Company, effective, April 20, 2018.

RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of her appointment as approved by the Shareholders remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to modify the designation of the Joint Managing Director, from time to time.”

3. To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution:**
Approval of the appointment of Sri S Mahalingam 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 S Mahalingam (holding DIN 00121727) as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) consecutive years from January 30, 2018 to January 29, 2023, 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.

4. To consider and to give assent / dissent for passing the following resolution as a **Special Resolution:**
Amendments to the Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Regulation Nos. 73 and 77(2) contained in the Articles of Association be amended by replacing the existing Regulations with the following new Regulations:-

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

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

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Article 77 (2) - Remuneration to Directors

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

RESOLVED FURTHER THAT the Board of Directors, Sri S Meenakshisundaram, Chief Financial Officer and Sri R Dilip Kumar, Vice President – Finance & Company Secretary are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or necessary to give effect to this resolution."

By Order of the Board

Date : March 22, 2018
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 :

Change in designation of Ms Arathi Krishna, Joint Managing Director as Managing Director, effective, April 20, 2018

The shareholders vide an ordinary resolution passed through Postal Ballot on September 28, 2015 approved the re-appointment of Ms Arathi Krishna as Managing Director (Designated as Joint Managing Director) of the Company for a period of five years from May 3, 2016 to May 2, 2021. The terms and conditions of her re-appointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on March 22, 2018 noted the retirement of Sri Suresh Krishna as Managing Director of the Company effective, April 20, 2018. He will continue to be a Director and Non-Executive Chairman of the Board.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors vide its unanimous resolution adopted on March 22, 2018, has re-designated Ms Arathi Krishna as the Managing Director of the Company effective, April 20, 2018. Since, the designation of Ms Arathi Krishna was specifically mentioned as Joint Managing Director in the earlier resolution dated September 28, 2015 approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation, all other terms and conditions as approved by the shareholders remain unaltered.

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

Ms Arathi Krishna, Joint Managing Director and her relatives, Sri Suresh Krishna, Chairman and Managing Director, Ms Arundathi Krishna, Deputy Managing Director and Ms Preethi Krishna, Director may be deemed to be concerned or interested.

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

Item No. 2 :**Change in designation of Ms Arundathi Krishna, Deputy Managing Director as Joint Managing Director, effective, April 20, 2018**

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

The shareholders vide another ordinary resolution passed through Postal Ballot on January 2, 2018 approved her re-appointment 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. The terms and conditions of her re-appointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors vide its unanimous resolution adopted on March 22, 2018, has re-designated Ms Arundathi Krishna as the Joint Managing Director of the Company, effective, April 20, 2018. Since, the designation of Ms Arundathi Krishna was specifically mentioned as Deputy Managing Director in the earlier resolutions dated August 23, 2013 / January 2, 2018, approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the above change, all other terms and conditions as approved by the shareholders remain unaltered.

The Board recommends the resolution set forth in the notice (Item No 2) for approval by the shareholders.

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

Ms Arundathi Krishna, Deputy Managing Director and her relatives, Sri Suresh Krishna, Chairman and Managing Director, Ms Arathi Krishna, Joint Managing Director and Ms Preethi Krishna, Director may be deemed to be concerned or interested.

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

The present designation of Managing Directors is hence being modified, as summarised below:-

| Name | Current Designation | Change in Designation effective, April 20, 2018 |
|----------------------|--------------------------------|---|
| Sri Suresh Krishna | Chairman and Managing Director | Chairman (Non-Executive) |
| Ms Arathi Krishna | Joint Managing Director | Managing Director |
| Ms Arundathi Krishna | Deputy Managing Director | Joint Managing Director |

Item No. 3 :**Approval of the appointment of Sri S Mahalingam 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') and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors vide Resolution adopted on January 30, 2018, appointed Sri S Mahalingam (DIN: 00121727) 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.

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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 S Mahalingam as a Non-Executive Independent Director for a term of 5 (five) consecutive years from January 30, 2018 to January 29, 2023, not liable to retire by rotation.

The Company has received consent from Sri S Mahalingam 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 from a member proposing the candidature of Sri S Mahalingam for the office of Independent Director, to be appointed under Section 149 of the Act.

Sri S Mahalingam 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. Further, in the opinion of the Board of Directors, Sri S Mahalingam, 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.

A copy of the letter of appointment of Sri S Mahalingam 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 3) for approval by the shareholders.

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

Except Sri S Mahalingam, 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. 4 :

Amendments to the Articles of Association of the Company

As per the existing Regulation 73 of the Articles of Association of the Company, the Director who occupies both the position as Chairperson and Managing Director as aforesaid shall not be subjected to retirement by rotation or taken into account in determining the rotation or retirement of Directors.

As per the existing Regulation 77(2) of the Articles of Association of the Company, a Director, who is neither in the whole time employment nor a Managing Director may be paid remuneration either by way of monthly, quarterly or annual payments or way of commission, if the Company, by a special resolution, authorizes such payment.

The Board of Directors vide its resolution dated March 22, 2018, subject to approval of the Shareholders of the Company, approved the amendment to the existing Regulation 73 of the Articles of Association, to make the position of Chairperson as a non-retiring one, irrespective of he / she being an Executive / Non-Executive Director.

The Board of Directors, subject to approval of the Shareholders of the Company, also approved the amendment to the existing Regulation 77(2) of the Articles of Association, to dispense with the requirement of passing a special resolution and to bring in line with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

It is therefore proposed to amend Regulations 73 and 77(2) of the Articles of Association of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

The draft of the amended Articles of Association is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days up to May 2, 2018 and is also available on the website of the Company <http://sundram.com/investors.php>

The Board recommends the resolution set forth in the notice (Item No 4) for approval by the shareholders.

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 / REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1 :

| | |
|------------------------------|--|
| Name | Sri S Mahalingam |
| Age | 70 years |
| DIN | 00121727 |
| Qualification | Chartered Accountant |
| Experience and other details | <p>Mr.Mahalingam began his career as an IT consultant and thereafter played a major role in marketing TCS services across the globe, developing processes and creating large software development centers for the Company.</p> <p>Prior to becoming the Chief Financial Officer in February 2003, Mr Mahalingam has managed many of the key functions in TCS including Marketing, Operations, Education and Training as well as Human Resources. He managed the company's operations in London and New York in the early days of TCS' global journey. In his role as CFO and Executive Director, he has managed Finance, Investor Relations, Administration, Infrastructure Planning & Development, Information Systems, Risk Management and Legal Departments. Domestic and International Taxation have formed an important part of his responsibilities.</p> <p>His experience, during the formative years of the IT industry in the 1970s and 1980s, has given him significant standing within the IT industry.</p> <p>He is on the board of a few companies. He is the Chairman of City Union Bank and also of Tata Realty & Infrastructure Ltd. His other Board positions include Sundaram Finance Ltd, Lucas TVS Ltd, Kasturi & Sons Ltd (and its subsidiary THG Publishing Pvt Ltd), TVS Logistics Services Ltd and JSW Steel Ltd, besides a few not for profit organisations.</p> <p>Other awards, recognitions and laurels conferred on him:-</p> |

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|--|---|
| | <p>He has been the President of Computer Society of India. He is a former Chairman of the Southern Region of Confederation of Indian Industry (CII)</p> <p>He was also the President of the Institute of Management Consultants of India.</p> <p>Mr Mahalingam was a member of the Tax Administration Reform Commission(TARC) set up by the Government of India under the chairmanship of Dr.Parthasarathi Shome. TARC had been set up to review the application of Tax Policies and Tax Laws in India in the context of global best practices and to recommend measures for reforms required in Tax Administration to enhance its effectiveness and efficiency. During its 18 months term which ended in February 2015, TARC submitted four reports.</p> <p>Mr Mahalingam was chosen as the best ‘CFO’ in various years by Business Today, International Market Assessment (IMA), CNBC TV18, CFO Innovation, FinanceAsia and Institutional Investors. In 2012, Treasury & Risk, a US based magazine named him as one of the 16 globally most influential CFOs.</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 | <ol style="list-style-type: none"> 1. JSW Steel Limited, Director 2. City Union Bank Limited, Chairman and Director 3. Sundaram Finance Limited, Director 4. Kasturi & Sons Limited, Director 5. CSI Publications, Director 6. THG Publishing Private Limited, Director 7. Lucas TVS Limited, Director 8. TVS Logistics Services Limited, Director 9. TATA Realty and Infrastructure Limited, Chairman and Director 10. Indian Institute of Information Technology and Management Kerala, Director 11. IIT Madras Research Park, Director 12. Nani Palkhivala Arbitration Centre, 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 **Wednesday, May 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.

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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, March 23, 2018**.
 7. A member need not use all his / her votes and nor does he / she 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 are mentioned below:

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

1. Visit the e-Voting website of NSDL.

Open web browser by typing the following URL: <https://www.evoting.nsdl.com> / either on a Personal Computer or on a mobile.

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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.

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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 are mentioned below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also print the details of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Sundram Fasteners Limited

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

By Order of the Board

Date : March 22, 2018
Place : Chennai - 600 004

R Dilip Kumar
Vice President – Finance & Company Secretary



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

For Scrutiniser's use

Ballot No

POSTAL BALLOT FORM

[To be returned to the Scrutiniser appointed by the company]

1. Name(s) of the Member(s) :
(including joint holders, if any)

2. Registered address of the Sole/
first named member :

3. Registered Folio No. / DP ID No. :
and Client ID No.

4. Number of shares held as on
23rd March, 2018 (Cut-off date) :

5. Class of Share : Equity

I / We hereby exercise my / our vote in respect of the ordinary / special resolutions to be passed through postal ballot for the business stated in the postal ballot notice of the Company by conveying my / our assent or dissent to the said resolution by placing the (✓) mark at the appropriate box below:

| Description | No. of Shares | Type of Resolution | I / We assent to the Resolution | I / We dissent to the Resolution |
|--|---------------|--------------------|---------------------------------|----------------------------------|
| | | | For | Against |
| Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing Director, effective, April 20, 2018 | | Ordinary | | |
| Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing Director, effective, April 20, 2018 | | Ordinary | | |
| Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective, January 30, 2018. | | Ordinary | | |
| Amendments to the Articles of Association of the Company | | Special | | |

Date:

Place:

Please sign here

Signature of the shareholder

(Note – This portion may be teared off and retained by the member)

ELECTRONIC VOTING PARTICULARS

| EVEN (e-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| | | |

Note: Please read the notes / instructions for postal ballot / remote e-voting before filling the form / casting your vote through remote e-voting. Last date for receipt of postal ballot forms by the scrutinizer / casting your vote by remote e-voting is 2nd May, 2018 (5.00 p.m.)

Instances in which the Postal Ballot form shall be treated as invalid or rejected:-

- 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.
- 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; and
- j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

Members who have not received postal ballot form may apply either to the company at the above mentioned address / email or contact our Registrar and Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017, Telephone: +91- 44-28140801/ 28140802 / 28140803, E-mail : srirams@integratedindia.in and obtain a duplicate thereof.