Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI - 600 004, INDIA
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FAX : +91 - 44 - 28478508 / 28478510
PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

Email: investorshelpdesk@corp.sfl.co.in

March 13, 2015

National Stock Exchange of India Limited (NSE) — By NEAPs / Email
Scrip Code - SUNDRMFAST
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

BSE Limited (BSE) — By Listing Centre / Email / Courier
Scrip Code - 500403
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sir / Madam,

Notice of Postal Ballot

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith a copy of the Notice of Postal Ballot for appointment of Independent Director.

We also wish to inform you that the Company is providing e-voting facility to its members for the business to be transacted through postal ballot. The e-voting period commences on **14th March 2015 (9.00 am)** and ends on **13th April 2015 (6.00 pm).**

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

V G Jaganathan
Chief Financial Officer & Company Secretary

Sundram Fasteners Limited

CIN : L35999TN1962PLC004943
Regd. Office : 98-A, VII Floor, Dr. Radhakrishnan Salai
Mylapore, Chennai - 600 004.
Phone : +91-44-28478500 | Fax : +91-44-28478508 / 28478510
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Notice of 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, for obtaining the consent of the Members through postal ballot for appointment of Sri B Muthuraman as an Independent Director of the Company.

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 Ordinary Resolution together with the Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning the proposed item of special business thereto is enclosed.

By Order of the Board

Date: 25-2-2015
Chennai - 600 004

V G Jaganathan
Chief Financial Officer & 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 Scrutiniser on or before 6.00 p.m. on Monday, the 13th April 2015.**
2. The Scrutiniser will submit his report to the Chairman and Managing Director / Managing Director(s) of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman and Managing Director / Managing Director(s) / Chief Financial Officer & Company Secretary on **Thursday, the 16th April 2015,** at the Registered Office of the Company at 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004. The date of declaration of the postal ballot result will be taken to be the date of passing the Ordinary Resolution.
3. The results of the postal ballot will be posted on the Company's website – www.sundram.com and on the website of NSDL within two (2) days of completion of voting and will also be communicated to the stock exchanges.
4. As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Clause 35B of the Listing Agreement, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
5. Members requiring any clarification may contact investors helpdesk at Phone : +91-44-28478500 / Fax: +91-44-28478508 / 28478510 / E-mail: investorshelpdesk@corp.sfl.co.in

SPECIAL BUSINESS

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED** that pursuant to Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification) Rules, 2014 and Clause 49 of the Listing Agreement, Sri B Muthuraman (*holding DIN 00004757*), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five (5) consecutive years from 16th April 2015 to 15th April 2020, not liable to retire by rotation."

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

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Sri B Muthuraman is proposed to be appointed as a non-executive and Independent Director for a term of five (5) consecutive years from 16th April 2015 to 15th April 2020, not liable to retire by rotation.

The Company has received consent from Sri B Muthuraman 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 proposed resolution seeks the approval of members for the appointment of Sri B Muthuraman as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder.

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 B Muthuraman for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Sri B Muthuraman 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 B Muthuraman, 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.

A copy of the draft letter for the appointment of Sri B Muthuraman 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.

Sri B Muthuraman had a long association with the Tata Group. He joined Tata Steel in 1966. He was appointed as an Executive Director in 2000, Managing Director in 2001 and non-executive Vice Chairman in 2009. He has also been the Chairman of Tata International Ltd., Tata Africa Holdings Ltd. and on the Boards of Tata Industries Ltd and Strategic Energy Technology Systems Private Ltd. Sri B Muthuraman was the President of the Confederation of Indian Industry (CII) during 2011-12. He has the following awards and recognitions to his credit:-

- "Padma Bhushan" award in 2012, by Government of India for his significant contribution to Indian Trade and Industry
- Distinguished Alumnus Award from IIT Madras in 1997 and from Madras Christian College in 2014
- The Tata Gold Medal from the Indian Institute of Metals in 2002
- The "CEO of the Year Award" from Business Standard in 2005
- "CEO with HR Orientation Award" from World HRD Congress in 2005
- Economic Times Award for Corporate Excellence in 2008
- IIM JRD Tata Award conferred by Indian Institute of Metals
- Lifetime Achievement Award from XLRI, Jamshedpur

The Board of Directors consider that, in view of the criteria and other attributes for appointment as per the requirements of the Companies Act, 2013 being satisfied and having regard to the above mentioned credentials and vast managerial experience of Sri B Muthuraman in general management, marketing, sales, project management and human resources, 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.

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

None of the Directors / Key Managerial Personnel of the company or their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in the notice for approval by shareholders

Particulars of Sri B Muthuraman pursuant to Clause 49(VIII)(E) of the Listing Agreement

Name	B Muthuraman
DIN	00004757
Date of Birth	26-9-1944
Expertise in specific functional areas	General Management / Marketing / Sales / Project Management / Human Resources
Qualifications	■ Bachelor of Technology in Metallurgical Engineering from IIT, Madras ■ Masters of Business Administration from XLRI, Jamshedpur ■ Completed the Advanced Management Programme at European Centre for Executive Development (CEDEP), France ■ Undergone the "Challenge of Leadership" Programme at INSEAD, France ■ Bestowed with an Honorary Degree of Doctor of Humane Letters (Honoris Causa) from Loyola University ■ Bestowed with Honorary Degree of Doctor of Science (Honoris Causa) from Indian Institute of Technology, Kharagpur
List of other companies in which he is a director	NIL
Chairman / Member of the Committees of the Board of other companies in which he is a Director	NIL
Shareholding as on 25-2-2015 (a) held individually (b) held jointly with Others	NIL
Relationship with other Directors	NIL

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 (6.00 p.m.) on **Monday, the 13th April 2015.** 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. Incomplete, incorrect or unsigned postal ballot forms will be rejected by the Scrutiniser.
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 of **6th March 2015.**
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. In case the postal ballot form is signed by a Power of Attorney holder, the Power of Attorney registration number intimated by the Company / Registrar & Transfer Agents should be mentioned.

Instruction for E-voting

(A) In case a Member receives an email from NSDL, whose email ID is registered with the Company / Depository Participant(s).

i) Open email and open PDF file named – "Sundram Fasteners Limited e-voting pdf" with the Client ID or Folio No. as password. The said PDF file contains the user ID and password / PIN for e-voting. Please note that the password is an initial password, which the member may change.

ii) Launch internet browser by typing the URL: http://www.evoting.nsdl.com/

iii) Click on Shareholder – Login

iv) Type the USER ID and PASSWORD as initial password / PIN noted in Step (i) above. Thereafter, Click Login

v) Password change menu will appear now. Change the password / PIN with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

vi) Home page of e-voting opens. Click on e-voting and select Active voting cycles.

vii) Select "EVEN" of Sundram Fasteners Limited.

viii) Now, the members may cast the vote as the page opens.

ix) Members may cast their vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once a member has voted on the resolution, the member will not be allowed to modify the vote.

xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf / jpeg format) of the relevant Board Resolution together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through email at **sriram.krishnamurthy@rediffmail.com [or] skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in**

(B) In case of members receiving the physical copy [i.e. whose email IDs are not registered with the Depository Participant(s)]

i) Initial password is provided in the Postal Ballot Form in the following format.

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

ii) The Member may follow all steps from serial no. (ii) to (xii) in (A) above to cast the vote.

iii) In case of any queries, the member may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of http://www.evoting.nsdl.com/ or contact NSDL at the phone no.022-24994600

Contact details of the person responsible to address the grievances connected with the electronic voting	Mr Rajiv Ranjan Assistant Manager – NSDL Email : evoting@nsdl.co.in or rajivr@nsdl.co.in Phone : +91-22-24994600 / 24994738

iv) If the member is already registered with NSDL for e-voting then the member can use the existing USER ID and PASSWORD / PIN for casting the vote.

v) Members can also update their mobile number and email id in the user profile details of the folio, which may be used for sending future communications.

vi) The e-voting period commences on **14th March 2015 (9.00 a.m.) and ends on 13th April, 2015 (6.00 p.m.).** During this period, shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date **6th March 2015** may cast their votes electronically. The 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.

vii) 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 of **6th March 2015.**

viii) The Scrutiniser shall within a period not exceeding three (3) working days 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) of the Company.

Sundram Fasteners Limited

CIN : L35999TN1962PLC004943
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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 6th March 2015 (Cut-off date) :

5. Class of Share : Equity

I / We hereby exercise my / our vote in respect of the ordinary resolution to be passed through postal ballot for the business stated in the postal ballot notice of the Company dated 25-2-2015, 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
Appointment of Sri B Muthuraman (holding DIN 00004757) as an independent director for a term of five (5) consecutive years from 16th April 2015 to 15th April 2020		Ordinary		

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 / e-voting before filling the form / casting your vote through e-voting. Last date for receipt of postal ballot forms by the scuritiniser / casting your vote by e-voting is **13th April 2015 (6.00 p.m)**.