Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
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DR. RADHAKRISHNAN SALAI,
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PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

Email: investorshelpdesk@sfl.co.in

July 21, 2015

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

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

Dear Sir / Madam,

Notice of 52nd Annual General Meeting to be held on 21st August, 2015

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith six copies of our Notice of the Shareholders calling for the 52nd Annual General Meeting to be held on Friday, the 21st August, 2015 along with six copies of Annual Report for the year ended 31st March, 2015.

Further, we also submit Form A – Unqualified / Matter of Emphasis Report in accordance with Clause 31(a) of the Listing Agreement read with SEBI Circular dated 13th August, 2012.

As required, soft copy of the Annual Report has been emailed to cmlist@nse.co.in / corp.relations@bseindia.com and also uploaded in the BSE Listing Centre.

We also wish to inform you that the company is providing remote e-voting facility to its members for the business to be transacted at the annual general meeting. The remote e-voting period commences on **18th August, 2015 (9.00 a.m. – Indian Standard Time) and ends on 20th August, 2015 (5.00 p.m. – Indian Standard Time)**

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

V G Jaganathan
Chief Financial Officer & 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 the 52nd Annual General Meeting to the Shareholders

NOTICE is hereby given that the Fifty Second Annual General Meeting of the Shareholders of the Company will be held at the Music Academy - T T Krishnamachari Auditorium (Main Hall), New No. 168, T T K Road, Royapettah, Chennai- 600 014 on Friday, 21st August, 2015 at 10.00 am to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions, as **Ordinary Resolutions:**

1. To adopt the Audited Financial Statement for the year ended 31st March, 2015 along with Report of the Board of Directors and Auditors thereon.

   "RESOLVED that the Audited financial statement for the year ended 31st March, 2015 along with the Report of the Board of Directors and Auditors thereon and the Audited consolidated financial statement of the Company for the financial year ended on that date be and are hereby approved and adopted."

2. To re-elect Sri Venu Srinivasan who retires by rotation, as a Director of the Company.

   "**RESOLVED** that Sri Venu Srinivasan (DIN 00051523) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

3. To ratify the appointment of Statutory Auditors.

   "**RESOLVED** that the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Registration No. 004207S with the Institute of Chartered Accountants of India) as Auditors of the Company for the second consecutive year (*in the term of three consecutive years approved at the Fifty First Annual General Meeting held on 22nd September, 2014*), commencing from the conclusion of this annual general meeting until the conclusion of next annual general meeting, be and is hereby ratified."

SPECIAL BUSINESS

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

4. Ratification of remuneration paid to the Cost Auditors for the financial year ended on 31st March, 2015 and approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

   "**RESOLVED** that the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Sri P Raju Iyer, Practising Cost Accountant, (Membership No. 6987) who was appointed as Cost Auditor of the Company for the year 2014-2015 as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified.

   RESOLVED FURTHER that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only), in addition to reimbursement of travel and out-of-pocket expenses, be paid to Sri P Raju Iyer, Practising Cost Accountant, who was appointed as Cost Auditor of the Company for the financial year ending 31st March, 2016.

By Order of the Board

Chennai
May 29, 2015

V G JAGANATHAN
Chief Financial Officer & Company Secretary

Explanatory Notes

STATEMENT TO RESOLUTION NO. 4 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Board had appointed Sri P Raju Iyer, Practising Cost Accountant, (Membership No. 6987), as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 4,00,000 (Rupees Four Lakhs Only), as remuneration payable to him, for the financial year 2014-2015.

The remuneration, as recommended by the audit committee and approved by the board, is therefore required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Companies Act, 2013.

Similarly, in pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct the audit of the cost records of the Company, for the financial year ending on 31st March, 2016.

On the recommendation of the Audit Committee, the Board has considered and approved the appointment of Sri P Raju Iyer, Practising Cost Accountant as the cost auditor for the financial year ending on 31st March, 2016 at a remuneration of ₹ 4,00,000 (Rupees Four Lakhs Only) in addition to reimbursement of travel and out-of-pocket expenses.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Agenda No. 4.

Accordingly, the Board recommends the ordinary resolution, as set out in Agenda No. 4, for ratification by the shareholders of the Company for the remuneration paid for the financial year ended 31st March, 2015 and approval of remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2016.

By Order of the Board

Chennai
May 29, 2015

V G JAGANATHAN
Chief Financial Officer & Company Secretary

Particulars of the Director seeking re-appointment (Agenda No. 2) in the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Sri Venu Srinivasan

Born on 11th December 1952, Sri Venu Srinivasan is an Engineering graduate of Madras University and holds M.S degree in Management from Purdue University, U.S.A.

Mr Venu Srinivasan has been associated with CII for nearly 18 years in various capacities and was the President of CII during the financial year 2009-2010.

He was conferred the honorary doctorate degree in science by the University of Warwick, UK in the year 2004 for his contribution to excellence in manufacturing and contribution in the field of technology and research and development. He is the first Indian industrialist to be honoured by the Warwick University.

He has been conferred with the highest honour, Doctor of Science (Honoris Causa) by IIT Kharagpur in the year 2009 for his outstanding contribution to the field of Quality Movement and Manufacturing Excellence in India.

In January 2010, he has been conferred with 'Padma Shri', a prestigious adoration by Government of India in appreciation of his significant contribution for the promotion of trade and industry.

He also received the distinguished civilian honour "Order of Diplomatic Service Merit" from the President of the Republic of Korea in the year 2010 in recognition of his valuable contribution in promoting Korea - India bilateral relations. He is an Honorary Consul General of Republic of Korea in Chennai.

He was also appointed as the "Goodwill Envoy for Public Diplomacy" by South Korea, in recognition of his efforts to foster enhanced friendship and co-operation between India and South Korea.

He has been appointed as Vice Chairman of State Manufacturing Competitiveness Council by the Government of Tamil Nadu.

He has also been appointed by the President of India as Chairman of the re-constituted board of governors of National Institute of Fashion Technology.

He is a member of:

1. Prime Minister's Council on Trade and Industry;
2. Prime Minister's National Integration Council; and
3. Prime Minister's Scientific Advisory Council.

He was the past President of Automotive Research Association of India, Society of Indian Automobile Manufacturers Association of Indian Automobile Manufacturers and Confederation of Indian Industry.

Details of his other directorships and memberships / chairmanships of committees are given below:

S. No.	Name of the Company	Position held	Committee membership / Chairmanship
1.	Sundaram-Clayton Limited	Chairman & Managing Director	Corporate Social Responsibility Committee – Chairman
2.	Harita-NTI Limited	Chairman	–
3.	TVS Credit Services Limited	Chairman	–
4.	Lucas-TVS Limited	Director	–
5.	T V Sundram Iyengar & Sons Private Limited	Director	Audit Committee - Member
6.	Southern Roadways Limited	Director	–
7.	TVS Motor Company Limited	Chairman & Managing Director	CSR Committee – Chairman Stakeholders' Relationship Committee – Member
8.	Cummins India Limited	Director	Audit and Risk Management Committee – Member Stakeholders Relationship Committee - Member Compensation and Management Development Committee – Chairman Operations Committee – Member
9.	Sundaram Investment Limited	Director	–
10.	TVS Lanka Private Limited	Chairman	–
11.	TVS Motor (Singapore) Pte Limited	Director	–
12.	Aga Khan Rural Support Programme (India)	Director	–

He does not hold any shares in the company and is not related to any other director of the Company.

Nature of expertise in specific functional area – Corporate strategy and General Management

SHAREHOLDER NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. **A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. The instrument appointing proxy should be deposited either at the Registered Office of the Company or at the office of the Company's Share Transfer Agents viz. Integrated Enterprises (India) Limited, Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 at least 48 hours before the commencement of the meeting. Proxy form enclosed.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of special business in Agenda No. 4 of the Notice is annexed hereto.

4. **SEBI vide its circular no. CIR/MRD/DP/10/2013 dated 21.03.2013 has mandated that in order to enable usage of electronic payment instruments, companies whose securities are listed on the stock exchanges shall maintain requisite bank details of their investors. The circular further mandates that the Companies or their Registrar & Share Transfer Agents (R&STA) shall take necessary steps to maintain updated bank details of the investors at its end. The circular also provides that only in cases where MICR, IFSC Code required for making electronic payment are not available or the electronic payments instructions have failed or have been rejected by the Bank, companies / R&STA can make cash payments (i.e. dividend warrant) to investors. However, even while making such payments, companies shall mandatorily print the bank account details of the investors on such electronic payments. In view of the above circular, investors may note the following advice -**

   Investors holding shares in physical mode are requested to intimate / update the bank account details viz, Bank Name, Bank Branch, Account Number, MICR No., IFSC Code along with a copy of the cancelled cheque to the company / R&STA for updating the records.

   Investors holding shares in demat mode are requested to intimate / update the bank account details along with other details as may be required by their concerned Depository Participant.

5. Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 13th August, 2015, to Friday, 21st August, 2015 (both days inclusive).

6. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.

7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

8. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent of the Company :
   a) any change in their address / mandate / bank details
   b) particulars of their bank account, in case they have not been sent earlier
   c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier
   d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account

9. Members, holding shares in electronic form, may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants issued from time to time. The Company will not entertain any direct request from such members for deletion of / change in such bank details. Further, instructions if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.

10. Since, Sections 124 and 125 of the Companies Act, 2013 are yet to be notified, in terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished below.

    Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company will provide / host the required details of unclaimed amounts (as on 21st August, 2015) referred to under Section 205C (2) of the Companies Act, 1956 on its website and also in the website of the Ministry of Corporate Affairs.

Details of dividend declared by the Company for the financial year 2008-2009 and onwards are given below:

Financial Year	Pay-out	Dividend %	Amount per Share ₹	Date of Declaration	Due Date for transfer to IEPF
2008-2009	Interim	50	0.50	04-06-2009	04-06-2016
2009-2010	1st Interim	40	0.40	29-01-2010	29-01-2017
2009-2010	2nd Interim	50	0.50	29-05-2010	29-05-2017
2010-2011	1st Interim	55	0.55	09-11-2010	09-11-2017
2010-2011	2nd Interim	70	0.70	30-05-2011	30-05-2018
2011-2012	1st Interim	60	0.60	09-02-2012	09-02-2019
2011-2012	2nd Interim	80	0.80	28-05-2012	28-05-2019
2012-2013	1st Interim	60	0.60	08-11-2012	08-11-2019
2012-2013	2nd Interim	80	0.80	30-05-2013	30-05-2020
2013-2014	1st Interim	70	0.70	01-11-2013	01-11-2020
2013-2014	2nd Interim	100	1.00	29-05-2014	29-05-2021
2014-2015	1st Interim	85	0.85	06-11-2014	06-11-2021

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company.

11. **Unclaimed Share Certificates**

    As per Clause 5A of the Listing Agreement (SEBI Circular dated 16th December, 2010) the unclaimed share certificates shall be dematerialised and transferred to "Unclaimed Suspense Account". During the previous year, the Company had sent the third and final reminder letters to the shareholders, whose share certificates were unclaimed or returned undelivered. The Company has transferred the shares, in those cases where there was no response from the shareholders, which remained unclaimed to 'Unclaimed Suspense Account" to comply with the requirement of this Clause of the Listing Agreement. During the year 2014-2015, no claim was received.

12. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with the attendance slip and proxy form are being sent to all the members whose email address are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted modes of dispatch.

13. Members are requested to affix their signatures at the space provided on the Attendance slip and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the annual general meeting.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.sundram.com for download. The physical copies of such documents will also be available at the company's registered office in Chennai for inspection during normal business hours on working days. Members desiring to receive the reports in physical form, even after registering for e-mail mode, may request for the same, upon which reports will be dispatched free of cost. For any communication in this regard, members may send their requests to investorshelpdesk@sfl.co.in

15. **Voting through electronic means and at the AGM:**

    (I) In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management

and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 52nd annual general meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the annual general meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

(II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

(III) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

(IV) The remote e-voting period commences on 18th August, 2015 (9.00 am - Indian Standard Time) and ends on 20th August, 2015 (5.00 pm - Indian Standard Time). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th August, 2015 may cast their votes by remote e-voting. 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.

(V) The process and manner of remote e-voting are as follows-

(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 – "remote e-voting.pdf" with the Client ID or Folio No. as password. The said PDF file contains the user ID and password / PIN for remote 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

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

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. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. Note 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 remote e-voting opens. Click on remote 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.) who are authorised to vote 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) to Scrutiniser through email to sriramkrishnamurthy@rediffmail.com or skco.cs@gmail.com with a copy marked to evoting@nsdl.co.in

(B) In case of a member whose email ID is not registered with the Depository Participant(s) (physical copy of the Annual Report is being sent)

i. Initial password is provided on the Attendance Slip for the AGM:

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

(VI) In case of any queries, the member may refer the frequently asked questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or contact NSDL at the toll free no.1800-222-990.

(VII) 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.

(VIII) 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 communication(s).

(IX) 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 14th August, 2015.

(X) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th August, 2015 may obtain the login ID and password by sending an email to *sriram@integratedindia.in* or *evoting@nsdl.co.in* by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

(XI) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

(XII) 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 at the meeting through ballot papers.

(XIII) The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(XIV) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(XV) The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

(XVI) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 21st August, 2015. The results along with the Scrutinisers Report shall be placed on the website of the Company www.sundram.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person 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

Chennai
May 29, 2015

V G JAGANATHAN
Chief Financial Officer & Company Secretary

Green Initiative in the Corporate Governance

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with RTA of the Company.