Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI - 600 004, INDIA
TELEPHONE : +91 - 44 - 28478500
FAX : +91 - 44 - 28478508 / 28478510
PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

August 28, 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 2nd Postal Ballot

Pursuant to Clause 31 of the Listing Agreement, we enclose herewith a copy of the Notice of Postal Ballot for the following businesses – (1) Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director for the remaining period of his present tenure, (2) Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director for the remaining period of her present tenure, (3) Re-appointment of Sri Suresh Krishna as Chairman and Managing Director with effect from 1st July 2016; and (4) Re-appointment of Ms Arathi Krishna as Joint Managing Director with effect from 3rd May 2016.

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 commences on **28th August 2015 (9.00 am)** and ends on **28th September 2015 (6.00 pm).**

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

V G Jagannathan
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 2ND 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 a postal ballot:-

1. Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director for the remaining period of his present tenure.
2. Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director for the remaining period of her present tenure.
3. Re-appointment of Sri Suresh Krishna as Chairman and Managing Director with effect from 1st July 2016; and
4. Re-appointment of Ms Arathi Krishna as Joint Managing Director with effect from 3rd May 2016

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 thereto is enclosed.

By Order of the Board

Date : August 14, 2015
Place : 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 28th September, 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 declared by the Chairman and Managing Director / Managing Director(s) on **Tuesday, the 29th September, 2015,** 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 half of the votes cast in favour of the resolution. A special resolution to be considered as duly passed must receive not less than three times of the votes cast in favour of the resolution. Such votes may be cast by postal ballot or remote e-voting and will also include the casting vote of the Chairman.
4. In terms of Clause 16.6.3. of Secretarial Standard–2, the resolution shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting (i.e., 28th September, 2015).
5. The results of the postal ballot will be 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 two (2) days of completion of voting. The results shall also be communicated to the stock exchanges.
6. 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 remote e-voting services provided by National Securities Depository Limited (NSDL).
7. 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.** A person who is not a member as on the cut-off date should treat this notice for information purposes only.
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 a **Special Resolution**:

Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director

"**RESOLVED** that, in partial modification of the special resolution passed by the shareholders at the annual general meeting held on 20th August 2010, and pursuant to Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval is accorded for the revision of remuneration payable to Sri Suresh Krishna (DIN 00046919) as Managing Director of the Company (Designated as Chairman and Managing Director) by way of an increase in his salary from ₹ 4,00,000/- (Rupees Four lakhs only) to ₹ 5,00,000/- (Rupees Five lakhs only) per month for the remaining period of his current five year term of office, the revision being effective from 1st September, 2015 to 30th June 2016.

RESOLVED FURTHER that, notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, Sri Suresh Krishna, Chairman and Managing Director, will be entitled to remuneration by way of the said revised salary besides perquisites already approved on 20th August 2010."

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

Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director

"**RESOLVED** that, in partial modification of the ordinary resolution passed by the shareholders at the Annual General Meeting held on 23rd August 2013 and pursuant to Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval is accorded for the revision of remuneration, payable to Ms Arundathi Krishna (DIN 00270935) as Managing Director of the Company (Designated as Deputy Managing Director) by way of increase in her salary from ₹ 2,00,000/- (Rupees Two lakhs only) to ₹ 3,50,000/- (Rupees Three lakhs Fifty thousand only) per month in the scale of ₹ 3,50,000/- to ₹ 5,50,000/- (Rupees Three lakhs and Fifty thousand to Rupees Five lakhs and Fifty thousand only)

with increments at such intervals as the Board may decide from time to time, for the remaining period of her current five year term of office, the revision being effective from 1st September, 2015 to 17th September 2018.

RESOLVED FURTHER that, notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, Ms Arundathi Krishna, Deputy Managing Director, will be entitled to remuneration by way of the said revised salary besides perquisites already approved on 23rd August 2013."

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

Re-appointment of Sri Suresh Krishna as Chairman and Managing Director

RESOLVED that:

a In terms of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Sri Suresh Krishna (DIN 00046919) is re-appointed as the Managing Director of the Company (Designated as Chairman and Managing Director) for a period of five years from 1st July 2016 to 30th June 2021 on the terms and conditions including remuneration, as set out hereunder:

I Salary : ₹ 5,00,000/- (Rupees Five lakhs only) per month

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, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.

III Perquisites

a Free use of furnished residential accommodation owned *or* leased by the Company with facilities and amenities including water, gas, electricity, maintenance, security, furniture, fixtures, furnishings and all utilities and services.

If no accommodation is provided, Managing Director shall be entitled to house rent allowance subject to a ceiling of 60% of his 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, once in a year, 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 chauffer driven two 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 evaluated 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 evaluated 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 allowances, 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, 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 limits permissible under Section 197 of the Companies Act, 2013.

VI Minimum remuneration

In the event of any loss *or* inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to Managing Director, during such financial year, in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director, however not exceeding the maximum limits specified in this behalf under Section 197 read with 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 and 197 read with Schedule V of the Companies Act, 2013 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 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 thereunder and / or such guidelines as may be announced by the Central Government from time to time.

X Sri Suresh Krishna, Managing Director, will not be entitled to any sitting fee for meetings of the Board or Committee thereof attended by him during the said tenure.

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

Re-appointment of Ms Arathi Krishna as Joint Managing Director

RESOLVED that:

a. The approval of the Company is accorded under Sections 196, 197, Schedule V and other applicable provision of the Companies Act, 2013 and rules made thereunder for the re-appointment of Ms Arathi Krishna (DIN 00517456) as Managing Director of the Company (Designated as Joint Managing Director) for a period of five years from 3rd May 2016 to 2nd May 2021 on the terms and conditions including remuneration, as set out hereunder:

I Salary : ₹ 4,00,000 – ₹ 9,00,000 (Rupees Four lakhs to Rupees Nine lakhs) per month (with increments at such intervals as the Board may decide from time to time)

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, for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted from time to time under Section 197 read with Section 198 and Schedule V of the Companies Act, 2013.

III Perquisites

a Free use of furnished residential accommodation owned *or* leased by the Company with facilities and amenities including water, gas, electricity, maintenance, security, furniture, fixtures, furnishings and all utilities and services.

If no 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, once in a year, 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 chauffer driven two 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, in such manner as may be agreed to between the Board of Directors and the Managing Director subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 of the Companies Act, 2013.

VI Minimum remuneration:

In the event of any loss *or* inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to the Managing Director, during such financial year, in such manner as agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director however 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 and 197 read with Schedule V of the Companies Act, 2013 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 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 Arathi Krishna, Managing Director, shall carry out such duties as may be entrusted to her by the Chairman and Managing Director from time to time.

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

XII Ms Arathi 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.

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

Item No. 1

Sri Suresh Krishna was last re-appointed as the Managing Director of the Company for a period of five years from 01st July, 2011 to 30th June, 2016. His 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 held on 20th August, 2010, by passing a special resolution.

In line with the current market practice, pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29th May, 2015, decided to revise the remuneration payable to Sri Suresh Krishna as Managing Director of the Company by way of an increase in his salary from ₹ 4,00,000/- per month to ₹ 5,00,000/- per month effective 1st September, 2015 for the remaining period of the current five year term of his office.

The other components of remuneration, namely perquisites and commission and other terms and conditions as approved by the shareholders remain unchanged.

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

Sri Suresh Krishna, Chairman and Managing Director may be deemed to be interested in this item of business since it relates to his remuneration. Ms Arathi Krishna, Joint Managing Director, Ms Arundathi Krishna, Deputy Managing Director and Sri K Ramesh, Director may also be deemed to be interested, being relatives of Sri Suresh Krishna.

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

Other details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Clause 49(VIII)(E) of the Listing Agreement are furnished separately, which forms part of this statement.

Item No. 2

Ms Arundathi Krishna was re-appointed as Managing Director (designated as Deputy Managing Director) for a period of five years from 18th September 2013 to 17th September 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 23rd August 2013, by way of an ordinary resolution.

In line with the current market practice, pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29th May, 2015, decided to revise the remuneration payable to Ms Arundathi Krishna as Managing Director (designated as Deputy Managing Director) of the Company by way of an increase in her salary from ₹ 2,00,000/- to ₹ 3,50,000/- (Scale of ₹ 3,50,000 – ₹ 5,50,000 with increments at such intervals as the Board may decide from time to time), effective 1st September, 2015 for the remaining period of the current five year term of her office.

The other components of remuneration, namely perquisites and commission and other terms and conditions as approved by the shareholders remain unchanged.

Ms Arundathi Krishna is also the Managing Director of Upasana Engineering Limited, a wholly-owned subsidiary of the Company, where she has not drawn any remuneration, though she is entitled to commission as a percentage of net profits.

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 these Resolutions since it relates to her remuneration. Sri Suresh Krishna, Chairman and Managing Director and Ms Arathi Krishna, Joint Managing 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.

Other details as required under Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Clause 49(VIII)(E) of the Listing Agreement are furnished separately, which forms part of this statement.

Item No. 3

Sri Suresh Krishna was last re-appointed as the Managing Director of the Company for a period of five years from 01st July, 2011 to 30th June, 2016. His 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 held on 20th August, 2010, by passing a special resolution.

Sri Suresh Krishna, who was appointed Chairman and Managing Director by the members to hold office upto 30th June, 2016 is aged more than 70 years and hence his re-appointment as Chairman and Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, among other things, provides that no company shall appoint any person as Managing Director, Whole-time Director or Manager, who has attained the age of 70 years, unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Sri Suresh Krishna has been at the helm of the business operations of the Company since inception and has contributed to the growth with Company's operations spanning across India, China, Germany and United Kingdom.

He has been guiding the Company for more than five decades and has immensely contributed to the growth and diversification of the Company. Having regard to the significant contribution made by Sri Suresh Krishna to the progress and development of the Company and in order to continue to avail the benefits of his vast experience and expertise, it would be in the interest of the Company to re-appoint him as the Chairman and Managing Director.

Keeping in view these factors, the Board of Directors have, pursuant to their Resolution adopted on 29th May, 2015, decided on the re-appointment of Sri Suresh Krishna as the Managing Director of the Company for a further period of five years from 1st July, 2016 to 30th June, 2021. He is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013 and will continue to be so on re-appointment. In terms of Article 73 of the Articles of Association of the Company Sri Suresh Krishna shall not be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors.

The total remuneration payable to him on re-appointment will be within the limits permissible under Section 197 of the Companies Act, 2013.

Sri Suresh Krishna, Chairman and Managing Director will not be entitled to any sitting fee for meetings of the Board and / or any Committee thereof attended by him.

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

Sri Suresh Krishna, Chairman and Managing Director may be deemed to be interested in this item of business since it relates to his re-appointment and remuneration. Ms Arathi Krishna, Joint Managing Director,

Ms Arundathi Krishna, Deputy Managing Director and Sri K Ramesh, Director may also be deemed to be interested, being relatives of Sri Suresh 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 Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Clause 49 (VIII)(E) of the listing agreement are furnished separately, which forms part of this statement.

Item No. 4

Ms Arathi Krishna was last re-appointed as the Managing Director (Designated as Joint Managing Director) for a period of five years from 03rd May, 2011 to 02nd May, 2016. Her 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 held on 20th August, 2010, by way of an ordinary resolution.

Having regard to the significant contribution made by Ms Arathi 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, the Board of Directors have, pursuant to the Resolution adopted on 29th May, 2015, re-appointed Ms Arathi Krishna as Managing Director (Designated as Joint Managing Director) of the Company for a period of five years from 3rd May, 2016 to 2nd May, 2021. 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 Arathi Krishna, Managing Director will not be entitled to sitting fee for each meeting of the Board and / or Committee thereof attended by her.

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 from time to time. The total remuneration to her will be within the limits permissible under Section 197 of the Companies Act, 2013.

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 Arathi Krishna, Managing Director, may be deemed to be interested in this Resolution since it relates to her appointment and remuneration. Sri Suresh Krishna, Managing Director and Ms Arundathi Krishna, Deputy Managing Director may also be deemed to be interested, being relatives of Ms Arathi 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 Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Clause 49 (VIII)(E) of the listing agreement are furnished separately, which forms part of this statement.

PARTICULARS OF DIRECTORS SEEKING VARIATION OF TERMS OF REMUNERATION / RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5. OF THE 2 (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / CLAUSE 49(VIII)(E) OF THE LISTING AGREEMENT

Item No. 1 & 3

Name	Sri Suresh Krishna
Age	78 years
DIN	00046919
Qualification	Bachelor of Science degree from Madras Christian College in the year 1955; M.A. in Literature from the University of Wisconsin in 1959; Post-graduate work in Literature in the University of Munich, Germany.
Experience and other details	Sri Suresh Krishna is associated with the Company since the year 1964. He has been the Managing Director of the Company since July 1, 1971. He was appointed as Chairman of the Board of Directors on June 15, 1979. He has contributed immensely to the growth of the Company during the last five decades due to which the Company has earned a total revenue of ₹ 3,156.13 crores (Consolidated) and Profit before tax of ₹ 182.50 crores during the financial year 2014-2015. Other awards, recognitions and laurels conferred on him: • President of Confederation of Engineering Industry for the year 1987-88. • President of the Automotive Component Manufacturers Association of India during 1982-84. • Served as a Director on the Central Board of the Reserve Bank of India. • Was a member of the Indo-German Consultative Group, jointly set up by the Prime Minister of India and the Chancellor of the Federal Republic of Germany, with a view to improve bilateral relations between the two countries. • Was one of the members of the Advisory Council to the Prime Minister, formed to advise the Prime Minister on matters relating to trade and industry. • Sheriff of Madras for 1992 and 1993. • "Sir Jehangir Ghandy Medal for Industrial Peace" by XLRI in 1991. • Selected as Businessman of the Year 1995 by The Business India magazine • "Qimpro Platinum Standard 1997" for being a role model for Quality Leadership for Corporate India • "Juran Quality Medal" by the Indian Merchants Chamber, Mumbai.

<table>
<tr><td></td><td colspan="2">• National Award for 2000 (for India) by The Asian Productivity Organisation, Japan, for his outstanding contribution towards productivity improvement in the country during the period from 2005 to 2010.
• "JRD Tata Corporate Leadership Award" for the year 2000 by The All India Management Association
• "Entrepreneur of the Year" Award for 2001, from Ernst & Young.
• Was honoured with the 'South Lake Friendship Award' in the year 2004, by the Mayor of Jiaxing City, Zhejiang Province, China, for his contribution to the economy and culture of China.
• Was conferred the Padma Shri Award, the fourth highest civilian honour, by the Government of India in 2006.</td></tr>
<tr><td>Details of variation of the terms of remuneration (Item No.1) and the terms and conditions of re-appointment along with details of remuneration sought to be paid (Item No. 3)</td><td colspan="2">Details available in the Postal Ballot Notice</td></tr>
<tr><td>Current remuneration (last drawn remuneration)</td><td colspan="2">₹ 372.71 Lakhs</td></tr>
<tr><td>Date of first appointment on the Board</td><td colspan="2">26th August, 1964</td></tr>
<tr><td>Shareholding in the Company</td><td colspan="2">36,040 Equity Shares of ₹ 1/- each</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td colspan="2">Father of Ms Arathi Krishna, Joint Managing Director, Ms Arundathi Krishna, Deputy Managing Director and Brother of Sri K Ramesh, Director.</td></tr>
<tr><td>Number of meetings of the Board attended during the year</td><td colspan="2">4 (Four) during the financial year 2014 – 2015 out of 4 meetings
2 (two) during the financial year 2015 – 2016 out of 2 meetings</td></tr>
<tr><td rowspan="2">Other Directorships, Memberships / Chairmanship of Committees of other Boards</td><td>Directorship</td><td>Committee Membership</td></tr>
<tr><td>Upasana Engineering Limited
Sundram Non-conventional Energy Systems Limited
TVS Logistics Services Limited
TV Sundram Iyengar & Sons Private Limited
Sundram International Inc. US</td><td>Corporate Social Responsibility Committee (Chairman) in Upasana Engineering Limited
Nomination & Remuneration Committee (Member) in Upasana Engineering Limited</td></tr>
<tr><td>Nature of expertise in specific functional area</td><td colspan="2">Corporate strategy and General Management</td></tr>
</table>

Item No 2

Name	Ms Arundathi Krishna	
Age	41 years	
DIN	00270935	
Qualification	MA degree in Econometrics from University of Madras ranked 2nd in graduating class. MBA from University of Michigan, USA.	
Experience	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. 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 which enabled the Company to generate additional revenue. She headed a Capital Budget Project for identification and evaluation of suppliers to enhance revenue streams and to negotiate with multi-national customers viz. Ford, General Motors and Hyundai. 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. She is a Whole-time Key Managerial Personnel under Section 203 of the Companies Act, 2013.	
Variation of the terms of remuneration along with details of remuneration sought to be paid	Details available in the Postal Ballot Notice	
Current remuneration (last drawn remuneration)	₹ 333.82 Lakhs	
Date of first appointment on the Board	18th September, 2008	
Shareholding in the Company	51,840 Equity Shares of ₹ 1/- each	
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	
Number of meetings of the Board attended during the year	4 (Four) during the financial year 2014 – 2015 out of 4 meetings 2 (two) during the financial year 2015 – 2016 out of 2 meetings	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	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. 4

Name	Ms Arathi Krishna	
Age	47 years	
DIN	00517456	
Qualification	Master of Arts (MA) in Economics at the Stella Maris College; Master of Business Administration (MBA) at the University of Michigan Business School, USA.	
Experience	Ms Arathi Krishna has undergone on-the-job training in USA after completion of her MBA Program. She started her career in 1990 as a Management Trainee in the Company. After training, she was appointed as Manager - Business Strategy and Systems in 1993 and became General Manager in 1998. Through her work experience in India and abroad, she has acquired wide managerial and business administration skills. She was appointed as Managing Director (designated as Executive Director) effective 3rd May 2006 and later re-appointed as Managing Director (designated as Joint Managing Director) effective 3rd May, 2011 for a term of five years. The consistent growth of the Company during the last decade, which enabled the Company achieving a total revenue of ₹ 2,385 crores (standalone) and Profit before tax of ₹ 177 crores during the financial year 2014 - 2015 reflects Ms Arathi Krishna's valuable contribution to the Company.	
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Details available in the Postal Ballot Notice	
Current remuneration (last drawn remuneration)	₹ 391.17 Lakhs	
Date of first appointment on the Board	3rd May, 2006	
Shareholding in the Company	47,040 Equity Shares of ₹ 1/- each	
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 Arundathi Krishna, Deputy Managing Director	
Number of meetings of the Board attended during the year	4 (Four) during the financial year 2014 – 2015 out of 4 meetings 2 (two) during the financial year 2015 – 2016 out of 2 meetings	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	Automotive Component Manufactures Association of India	Nil
Nature of expertise in specific functional area	Corporate strategy and General Management	

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 28th September, 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. 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 of **14th August, 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.
10. Instances under which the postal ballot form will be considered invalid :
    (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 received from a Member who is in arrears of payment of calls.
    (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
    (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

Instruction for Remote e-voting

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

i) Open email and open PDF file named – "Sundram Fasteners Limited 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 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 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 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 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 a 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 as follows:

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 toll free No.1800-222-990.

Contact details of the person responsible to address the grievances connected with the electronic voting	Mr Rajiv Ranjan Assistant Manager – NSDL 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Email : evoting@nsdl.co.in or rajivr@nsdl.co.in Phone : +91-22-24994600 / 24994738 Toll free No. 1800-222-990

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 remote e-voting period commences on **28th August, 2015 (9.00 am) and ends on 28th September, 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 **14th August, 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 **14th August, 2015**.

viii) 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 postal ballot.

ix) 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.

x) The Scrutiniser shall within a period not exceeding two (2) 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 of the Company.

xi) 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.

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 14th, August 2015 (Cut-off date) :

5. Class of Share : Equity

I / We hereby exercise my / our vote in respect of the ordinary resolutions / 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 resolutions 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
Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director for the remaining period of his present tenure		Special		
Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director for the remaining period of her present tenure		Ordinary		
Re-appointment of Sri Suresh Krishna as Chairman and Managing Director from 1st July, 2016		Special		
Re-appointment of Ms Arathi Krishna as Joint Managing Director from 3rd May, 2016		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 / 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 28th September, 2015 (6.00 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 received from a Member who is in arrears of payment of calls;

j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and

k) 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 Enterprises (India) 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.