



Sundram Fasteners Limited

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REGISTERED & CORPORATE OFFICE

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August 24, 2017

National Stock Exchange of India Limited (NSE)

By NEAPS

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

Scrip Code - 500403

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai - 400 001

Dear Sir / Madam,

Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (LODR Regulations)

Details of Voting Results - 54th AGM held on August 24, 2017

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 54th Annual General Meeting of the Shareholders of the Company held on August 24, 2017 are provided in the **Annexure** as per the prescribed format along with the Scrutinizer's Report on Remote E-Voting and Ballot process.

We request you to take the same on record.

Thanking you,

Yours truly,

For SUNDRAM FASTENERS LIMITED

R Dilip Kumar

Vice President - Finance & Company Secretary



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Annexure

Sundram Fasteners Limited – Annual General Meeting (AGM) held on August 24, 2017

I. Attendance of members

1.	Date of the AGM	August 24, 2017
2.	Total Number of shareholders on the cut-off date August 17, 2017 for the purpose of remote e-voting and ballot process.	48,709
3.	No of Shareholders present in the meeting either in person or through proxy:	
	a) Promoters and Promoter Group	2
	b) Public	2,541
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable
	a) Promoters and Promoter Group	
	b) Public	

II. Voting by members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter/ Promoter Group are interested in the agenda/resolution?	Remarks
1	Adoption of audited financial statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
2	Declaration of Final Dividend for the Financial Year 2016-17	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
3	Re-appointment of Ms Arundathi Krishna as a Director, who retires by rotation.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
4	Appointment of B S R & Co. LLP, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
5	Approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority



III. Results of Remote E-Voting / ~~Postal ballot~~ / Ballot Process by members

The mode of voting for all resolutions was:

- Remote E-Voting and
- Ballot process conducted at the AGM for the shareholders who attended the AGM and did not participate in the remote E-Voting process.

In this connection, we enclose the following:

1. Results of voting through Remote E-Voting and Ballot process, in the prescribed format.
2. Scrutinizer's Report on Remote E-Voting and Ballot process

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED


R Dilip Kumar

Vice President – Finance & Company Secretary

Sundram Fasteners Limited

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2017

Resolution No 1	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Adoption of audited financial statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public- Institutions	E-Voting	3,34,36,112	2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
		Poll*		0	0	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,26,06,978	1,01,00,273	13.91	1,01,00,123	150	99.99	0.01
		Poll*		7,46,670	1.03	7,46,669	1	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		1,08,46,943	14.94	1,08,46,792	151	99.99	0.01
	TOTAL		210,128,370	13,51,38,275	64.31	13,51,38,124	151	99.99	0.01

*Ballot Process



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Sundram Fasteners Limited

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2017

Resolution No 2	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Declaration of Final Dividend for the Financial Year 2016-2017.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	3,34,36,112	2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
		Poll*		0	0	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,26,06,978	1,01,00,273	13.91	1,01,00,123	150	99.99	0.01
		Poll*		7,46,670	1.03	7,46,669	1	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		1,08,46,943	14.94	1,08,46,792	151	99.99	0.01
	TOTAL		210,128,370	13,51,38,275	64.31	13,51,38,124	151	99.99	0.01

*Ballot Process



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Sundram Fasteners Limited

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2017

Resolution No 3	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Re-appointment of Ms Arundathi Krishna as a Director, who retires by rotation.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public- Institutions	E-Voting	3,34,36,112	2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
		Poll*		0	0	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,26,06,978	1,00,97,538	13.91	1,00,31,138	66,400	99.34	0.66
		Poll*		7,46,670	1.03	7,46,669	1	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		1,08,44,208	14.94	1,07,77,807	66,401	99.39	0.61
	TOTAL		210,128,370	13,51,35,540	64.31	13,50,69,139	66,401	99.95	0.05

*Ballot Process



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Sundram Fasteners Limited

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2017

Resolution No 4	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Appointment of B S R & Co. LLP, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public- Institutions	E-Voting	3,34,36,112	2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
		Poll*		0	0	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,26,06,978	1,00,99,073	13.91	1,00,98,578	495	99.99	0.01
		Poll*		7,46,670	1.03	7,46,669	1	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		1,08,45,743	14.94	1,08,45,247	496	99.99	0.01
TOTAL		210,128,370	13,51,37,075	64.31	13,51,36,579	496	99.99	0.01	

*Ballot Process



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Sundram Fasteners Limited

Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the businesses transacted by the Company through Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2017

Resolution No 5	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public- Institutions	E-Voting	3,34,36,112	2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
		Poll*		0	0	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		2,02,06,052	60.43	2,02,06,052	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,26,06,978	1,00,99,773	13.91	1,00,99,153	620	99.99	0.01
		Poll*		7,46,670	1.03	7,46,669	1	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		1,08,46,443	14.94	1,08,45,822	621	99.99	0.01
TOTAL		210,128,370	13,51,37,775	64.31	13,51,37,154	621	99.99	0.01	

*Ballot Process





K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

24th August 2017

To,
The Chairman,
Sundram Fasteners Limited
98-A, VII Floor, Dr. Radhakrishnan Salai
Mylapore, Chennai-600 004.

Dear Sir,


Sub: Remote E-voting and ballot process in respect of your company's 54th Annual General meeting (AGM) on 24th August 2017 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 24th May 2017, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said AGM. I submit my consolidated report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**). Hence, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR), in respect of all the five (5) resolutions intended to be passed at the 54th AGM.
2. National Securities Depository Limited (**NSDL**), the recognized agency selected by your Company to provide the secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **106575** for the Company's remote e-voting process.
3. Integrated Registry Management Services Private Limited, being your Company's Registrar & Transfer Agent (**RTA**), maintains and provides the records relating to members of the Company.
4. Notice calling the 54th AGM on 24th August 2017 was sent to the members, directors and auditors in terms of section 101 of the Act, in the manner indicated below:
 - (a) To 46,765 members whose names appeared in the Register of Members/ Record of Depositories as on 14th July 2017 (as provided by the RTA):
 - (i). Through e-mail (sent by NSDL) to 31,835 members on **29th July 2017**.
 - (ii). Through courier/ registered parcel (by RTA) to 20,252 members, from 28th July 2017 to **31st July 2017**.
 - (iii). Through e-mail as well as through courier/ registered parcel to 5,322 members residing in Chennai, included in (i) and (ii) above.
 - (b) To the eleven (11) Directors, the Statutory Auditors, Secretarial Auditor and Cost Auditor by hand delivery/ courier on **1st August 2017**.

For SUNDRAM FASTENERS LIMITED

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R DILIP KUMAR

Vice President - Finance & Company Secretary

Sundram Fasteners Limited-54th AGM on 24th August 2017
Consolidated Scrutiniser's Report on remote e-voting and ballot process at the AGM

5. The financial statements (including consolidated) for the financial year ended 31st March 2017, the auditor's report and every other document required by law (the Act/ LODR) to be annexed or attached (Annual Report) were also sent along with the notice of the 54th AGM in the same manner. In terms of section 136(1) of the Act, the remuneration details of employees as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was made available for inspection at the registered office of the Company and this was informed through the Board's report.
6. Notice of the 54th AGM was also sent to NSE and BSE on **1st August 2017** as required under Regulation 30 of LODR.
7. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 2nd August 2017** in Business Standard (in English) and Makkal Kural (in Tamil).
8. **17th August 2017** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
9. As on the cut-off date, the Company's paid-up equity share capital consisted of 21,01,28,370 equity shares of Re.1/- each. This included 17,28,936 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR. Accordingly, 48,708 members were eligible to vote on an aggregate of **20,83,99,434** equity shares.
10. The remote e-voting facility was available **from 9.00 A.M. on 21st August 2017 to 5.00 P.M. on 23rd August 2017.**
11. The **AGM was held** on Thursday the **24th August 2017 at 10.00 A.M.** at 'The Music Academy', New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai 600 014.
12. The Chairman, after providing clarifications to members for the queries raised by some of them, announced the commencement of the ballot process to enable those members attending the AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
13. I opened and displayed the two empty ballot boxes used for the ballot process at the AGM venue and locked them. Ballot papers were then distributed to members who wanted to exercise their voting rights.
14. The Chairman declared the AGM as closed on completion of the ballot voting.
15. At 11.00 a.m, on completion of the voting, I opened both the ballot boxes and took possession of the ballots for verification.
16. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
17. I have **scrutinized the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the AGM venue) and validated the same with the list of members and their holding as on the cut-off date, as provided by the RTA.
18. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 17,28,936 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.

For **SUNDRAM FASTENERS LIMITED**


R DILIP KUMAR
Vice President - Finance & Company Secretary

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Sundram Fasteners Limited-54th AGM on 24th August 2017
Consolidated Scrutiniser's Report on remote e-voting and ballot process at the AGM

19. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
20. The participation of members in the voting was as follows:
 (a) **209 members** participated in the **remote e-voting** process; and
 (b) **38 members** participated in the **ballot process** at the AGM.
21. While all the electronic ballots cast through the secure remote e-voting platform provided by NSDL were treated as valid, 11 ballot papers cast physically at the AGM venue were treated as invalid for various reasons set out below:

Sl	Reason for treating ballot paper as invalid	Number of ballots
(a)	Number of shares for which voting rights exercised not mentioned	6
(b)	Signed by unregistered proxies	2
(c)	Signature mismatch with specimen on record	2
(d)	Client Id not mentioned	1
	Total	11

22. The items of business set out in the notice of the 54th AGM and covered by the remote e-voting/ ballot process were:

Item No.	Type of business	Type of resolution	Subject matter
1.	Ordinary	Ordinary	Adoption of audited financial statements including the consolidated financial statements for the financial year ended 31 st March 2017 together with the reports Auditors thereon and the report of the Board of Directors.
2.	Ordinary	Ordinary	Declaration of final dividend of Rs.2.80 per equity share for the financial year ended 31 st March 2017.
3.	Ordinary	Ordinary	Re-appointment of Ms. Arundathi Krishna (DIN: 00270935), who retires by rotation at the 54 th AGM, as a Director.
4.	Ordinary	Ordinary	Appointment of B S R & Co., LLP, Chartered Accountants, Chennai (Reg.No.101248W/W-100022) as Statutory Auditors for a term of five consecutive years, subject to ratification at every Annual General Meeting on such remuneration as may be determined by the Board of Directors.
5.	Special	Ordinary	Ratification of remuneration payable to Mr. P Raju Iyer, Cost Auditor, for the financial year ending 31 st March,2018

For SUNDRAM FASTENERS LIMITED


R DILIP KUMAR
 Vice President - Finance & Company Secretary



Sundram Fasteners Limited-54th AGM on 24th August 2017
Consolidated Scrutiniser's Report on remote e-voting and ballot process at the AGM

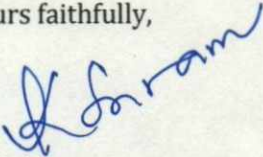
23. The consolidated result of voting through remote e-voting and ballot process at the AGM venue are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	236	135138275	234	135138124	99.99	2	151	0.01
2.	236	135138275	234	135138124	99.99	2	151	0.01
3.	231	135135540	223	135069139	99.95	8	66401	0.05
4.	235	135137075	230	135136579	99.99	5	496	0.01
5.	235	135137775	227	135137154	99.99	8	621	0.01

24. All the five (5) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 24th August 2017. You may declare the results accordingly.

Thanking you,

Yours faithfully,



K. Sriram,

Practising Company Secretary (CP No: 2215),

Scrutiniser.



For SUNDRAM FASTENERS LIMITED


R DILIP KUMAR
 Vice President - Finance & Company Secretary