



Sundram Fasteners Limited

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August 10, 2018

National Stock Exchange of India Limited (NSE)

Scrip Code - SUNDRMFAST
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

By NEAPS

BSE Limited (BSE)

Scrip Code - 500403
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001

By Listing Centre

Dear Sir / Madam,

Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)
Details of Voting Results – 7th Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 7th Postal Ballot conducted by the Company between July 10, 2018 (9.00 am) and August 8, 2018 (5.00 pm) are provided in the **Annexure** as per the prescribed format along with the Scrutiniser's Report on Postal Ballot and Remote E-Voting.

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 – Postal Ballot

I. Attendance of members

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date June 29, 2018 for the purpose of voting by post and remote e-voting	56,953
3.	No of Shareholders present in the meeting either in person or through proxy:	Not Applicable
	a) Promoters and Promoter Group	
	b) Public	
4.	No of Shareholders attended the meeting through Video Conferencing	
	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.	Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director effective, April 20, 2018.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2.	Continuation of Directorship of Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director from April 1, 2019 for the remaining period of his present tenure, i.e. till June 30, 2021.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
3.	Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director from April 1, 2019 till the date he becomes liable to retire by rotation.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
4.	Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director from April 1, 2019 for the remaining period of his present tenure, i.e. till September 21, 2019.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority



Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter/ Promoter Group are interested in the agenda/ resolution?	Remarks
5.	Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director from September 26, 2019 upto the end of his present tenure, i.e. till April 15, 2020.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority

III. Results of Poll/ Postal ballot / E-Voting by members

The mode of voting for all resolutions was:

- Postal Ballot with Remote E-Voting facility.

In this connection, we enclose the following:

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

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 Postal Ballot

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director effective, April 20, 2018.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		104,085,280	100.00	104,085,280	0	100.00	0.00
	Public-Institutions	E-Voting	4,98,77,877	1,28,95,247	25.85	1,06,62,998	22,32,249	82.69	17.31
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		1,28,95,247	25.85	1,06,62,998	22,32,249	82.69	17.31
	Public- Non Institutions	E-Voting	5,61,65,213	4,65,265	0.83	4,57,541	7,724	98.34	1.66
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		23,40,565	4.17	23,35,013	5,552	99.76	0.24
		Total		28,05,830	5.00	27,92,554	13,276	99.53	0.47
	TOTAL		21,01,28,370	11,97,86,357	57.01	11,75,40,832	22,45,525	98.13	1.87



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 Postal Ballot

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Continuation of Directorship of Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director from April 1, 2019 for the remaining period of his present tenure, i.e. till June 30, 2021.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		104,085,280	100.00	104,085,280	0	100.00	0.00
	Public-Institutions	E-Voting	4,98,77,877	2,74,16,349	54.97	2,68,87,328	5,29,021	98.07	1.93
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,74,16,349	54.97	2,68,87,328	5,29,021	98.07	1.93
	Public- Non Institutions	E-Voting	5,61,65,213	4,65,049	0.83	4,59,580	5,469	98.82	1.18
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		23,39,245	4.16	23,38,745	500	99.98	0.02
		Total		28,04,294	4.99	27,98,325	5,969	99.79	0.21
	TOTAL			21,01,28,370	13,43,05,923	63.92	13,37,70,933	5,34,990	99.60



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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 Postal Ballot

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director from April 1, 2019 till the date he becomes liable to retire by rotation.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		104,085,280	100.00	104,085,280	0	100.00	0.00
	Public-Institutions	E-Voting	4,98,77,877	2,74,16,349	54.97	2,29,38,680	44,77,669	83.67	16.33
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,74,16,349	54.97	2,29,38,680	44,77,669	83.67	16.33
	Public- Non Institutions	E-Voting	5,61,65,213	4,62,329	0.82	4,33,509	28,820	93.76	6.23
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		23,39,045	4.16	23,38,641	404	99.98	0.02
		Total		28,01,374	4.98	27,72,150	29,224	98.96	1.04
	TOTAL		21,01,28,370	13,43,03,003	63.91	12,97,96,110	45,06,893	96.64	3.36



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 Postal Ballot

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director from April 1, 2019 for the remaining period of his present tenure, i.e. till September 21, 2019.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		104,085,280	100.00	104,085,280	0	100.00	0.00
	Public-Institutions	E-Voting	4,98,77,877	2,60,03,792	52.13	2,55,91,563	4,12,229	98.41	1.59
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,60,03,792	52.13	2,55,91,563	4,12,229	98.41	1.59
	Public- Non Institutions	E-Voting	5,61,65,213	4,43,194	0.79	4,35,707	7,487	98.31	1.69
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		23,39,045	4.16	23,38,645	400	99.98	0.02
		Total		27,82,239	4.95	27,74,352	7,887	99.72	0.28
	TOTAL		21,01,28,370	13,28,71,311	63.23	13,24,51,195	4,20,116	99.68	0.32



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 Postal Ballot

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director from September 26, 2019 upto the end of his present tenure, i.e. till April 15, 2020.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		104,085,280	100.00	104,085,280	0	100.00	0.00
	Public-Institutions	E-Voting	4,98,77,877	2,60,03,792	52.13	2,60,03,792	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,60,03,792	52.13	2,60,03,792	0	100.00	0.00
	Public- Non Institutions	E-Voting	5,61,65,213	4,43,836	0.79	4,36,686	7,150	98.39	1.61
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		23,38,625	4.16	23,38,385	240	99.99	0.01
		Total		27,82,461	4.95	27,75,071	7,390	99.73	0.27
	TOTAL		21,01,28,370	13,28,71,533	63.23	13,28,64,143	7,390	99.99	0.01





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

Consolidated Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

10th August 2018

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

Dear Sir,

Sub: Scrutinizer's Report on 7th Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014

I have, vide a resolution passed by your Board of Directors on 29th June 2018, been **appointed to act as the Scrutiniser** for the Company's **seventh postal ballot** process, which was initiated to obtain the approval of your members by way of **special resolutions** for **five** items of business as set out below:

Business transacted through the 7th Postal Ballot

1. Approval of remuneration payable to Sri Suresh Krishna, Chairman and Non-Executive Director effective 20th April 2018.
2. Continuation of Directorship of Sri Suresh Krishna (DIN 00046919), Chairman and Non-Executive Director from 1st April 2019 for the remaining period of his present tenure, i.e. till 30th June 2021.
3. Continuation of Directorship of Sri K Ramesh (DIN 00556922), Non-Executive Director from 1st April 2019 till the date he becomes liable to retire by rotation.
4. Continuation of Directorship of Sri R Srinivasan (DIN 00043658), Non-Executive Independent Director from 1st April 2019 for the remaining period of his present tenure, i.e. till 21st September 2019.
5. Continuation of Directorship of Sri B Muthuraman (DIN 00004757), Non-Executive Independent Director from 26th September 2019 upto the end of his present tenure, i.e. till 15th April 2020.

I submit my consolidated report as under:

1. The Company is a listed company with the equity shares being listed with the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
2. The Company selected National Securities Depository Limited (NSDL), as the agency to provide the e-voting platform for the remote e-voting process. NSDL allotted E-voting Event Number (EVEN) **108571** for the Company's **7th Postal Ballot**.



Sundram Fasteners Limited-7th Postal Ballot -10th July 2018 to 8th August 2018

Consolidated Scrutiniser's report

3. **29th June 2018** was fixed by your Board as the **cut-off date** for determining the members who were eligible to vote either through remote e-voting or through physical ballot and the number of votes each of them could exercise.
4. Notice of the 7th Postal Ballot was sent/ filed to the following **on 10th July 2018**:
 - (a) Sent to **56,953 members** as set out below:
 - (i). Through registered post (sent by RTA) to 13,278 members, along with ballot paper and postage prepaid business reply envelope.
 - (ii). Through e-mail (sent by NSDL) to 43,675 members.
 - (b) Filed online with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (**LODR**).
 - (c) Sent by email/ hand-delivery to all the **auditors** of the Company.
 - (d) Sent by hand delivery/ courier to all **directors** of the Company.
5. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 11th July 2018** in The Economic Times (in English) and Makkal Kural (in Tamil).
6. The voting period was **from 9.00 am on 10th July 2018 to 5.00 pm on 8th August 2018**.
7. Integrated Registry Management Services Private Limited, your Share Transfer Agents (**RTA**), provided the details of the members who held shares on the cut-off date and accordingly were eligible to participate in the postal ballot.
8. The Company's paid-up equity share capital **as on the cut-off date** consisting of 21,01,28,370 equity shares of ₹ 1/- each, which was held by **56,953 members included**:
 - (a) 11,36,005 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen as per Regulation 39 read with Schedule VI of LODR.
 - (b) 6,85,695 equity shares on which dividend had not been claimed for seven consecutive years were transferred to and held by the Investor Education and Protection Fund Authority Ministry Of Corporate Affairs (IEPF) as per Section 124 of the Act.
9. **After 5.00 P.M. on 8th August 2018**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and generated the remote e-voting report from the e-voting website of NSDL.
10. Since 8th August 2018 was declared as a public holiday in Chennai, all the **physical postal ballots** received in the postage pre-paid business reply envelopes bearing date stamp as 8th August 2018 but made available for verification on 9th August 2018 were opened in my presence and scrutinised. Two physical postal ballot forms bearing date stamp of 9th August 2018 were not considered.
11. I have **scrutinized the votes cast** through remote e-voting as well as through physical postal ballots and validated the same with the list of members and their holding as on the cut-off date.
12. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of any of the 11,36,005 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR as well as 6,85,695 held by IEPF in terms of the Act.
 - (b) No members had voted through remote e-voting facility as well as through physical ballot.
13. I have recorded particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.



Sundram Fasteners Limited-7th Postal Ballot -10th July 2018 to 8th August 2018
Consolidated Scrutiniser's report

14. A total of 1076 members participated in the voting process. All the 543 electronic ballots were considered as valid. Out of the 533 physical ballot papers received, 401 were considered as valid and 132 were considered invalid for various reasons as set out below:
- i. Mismatch of signature on the ballot paper with the specimen on record
 - ii. Non-availability of specimen signatures
 - iii. Ballot paper not signed or signed without seal indicating representative capacity
 - iv. Assent or dissent not indicated
15. The combined results of the 7th postal ballot process (both physical ballots and remote e-voting) are as under:

Particulars	Resolution Numbers				
	1	2	3	4	5
Total votes cast					
E-vote	13360512	27881398	27878678	26446986	26447628
Physical	106425845	106424525	106424325	106424325	106423905
Total	119786357	134305923	134303003	132871311	132871533
Votes cast FOR the resolution					
E-vote	11120539	27346908	23372189	26027270	26440478
Physical	106420293	106424025	106423921	106423925	106423665
Total	117540832	133770933	129796110	132451195	132864143
Votes cast AGAINST the resolution					
E-vote	2239973	534490	4506489	419716	7150
Physical	5552	500	404	400	240
Total	2245525	534990	4506893	420116	7390
Voting summary in percentage					
FOR	98.13%	99.60%	96.64%	99.68%	99.99%
AGAINST	1.87%	0.40%	3.36%	0.32%	0.01%
Type of resolution	Special	Special	Special	Special	Special
Voting result	Passed	Passed	Passed	Passed	Passed



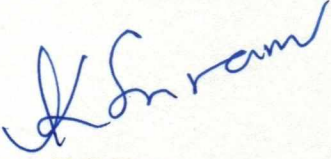
Sundram Fasteners Limited-7th Postal Ballot -10th July 2018 to 8th August 2018
Consolidated Scrutiniser's report

16. All the five special resolutions have been passed with more than the requisite majority on the 8th August 2018.

17. 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

