



## Sundram Fasteners Limited

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January 4, 2018

### National Stock Exchange of India Limited (NSE)

*Scrip Code - SUNDRMFAST*  
Exchange Plaza, 5<sup>th</sup> 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 - 5<sup>th</sup> Postal Ballot**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 5<sup>th</sup> Postal Ballot conducted by the Company between December 4, 2017 (9.00 am) and January 2, 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

  
**S Meenakshisundaram**  
Chief Financial Officer



Intertek



**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 November 24, 2017 for the purpose of voting by post and remote e-voting	<b>54,961</b>
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	Reappointment of Ms Arundathi Krishna (Holding DIN 00270935) as Managing Director (Designated as Deputy Managing Director) from September 18, 2018.	Ordinary	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2	Approval of the appointment of Sri Heramb R Hajarnavis (Holding DIN 01680435) as a Non-Executive Independent Director of the Company from September 20, 2017, for a period of 5 years.	Ordinary	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
3	Issue of Non-Convertible Debentures upto Rs 500 Crores on Private Placement basis.	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

A handwritten signature in blue ink, appearing to read 'S Meenakshisundaram', written over a horizontal line.

**S Meenakshisundaram**  
Chief Financial Officer

## 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
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Reappointment of Ms Arundathi Krishna (Holding DIN 00270935) as Managing Director (Designated as Deputy Managing Director) from September 18, 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
		<b>Total</b>		<b>104,085,280</b>	<b>100.00</b>	<b>104,085,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public- Institutions	E-Voting	4,86,57,341	2,51,91,165	51.77	1,91,25,541	60,65,624	75.92	24.08
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>2,51,91,165</b>	<b>51.77</b>	<b>1,91,25,541</b>	<b>60,65,624</b>	<b>75.92</b>	<b>24.08</b>
	Public- Non Institutions	E-Voting	5,73,85,749	12,86,747	2.24	12,57,000	29,747	97.69	2.31
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		24,43,198	4.26	24,37,248	5,950	99.76	0.24
		<b>Total</b>		<b>37,29,945</b>	<b>6.50</b>	<b>36,94,248</b>	<b>35,697</b>	<b>99.04</b>	<b>0.96</b>
	<b>TOTAL</b>			<b>21,01,28,370</b>	<b>13,30,06,390</b>	<b>63.30</b>	<b>12,69,05,069</b>	<b>61,01,321</b>	<b>95.41</b>

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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 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
Approval of the appointment of Sri Heramb R Hajarnavis (Holding DIN 01680435) as a Non-Executive Independent Director of the Company from September 20, 2017, for a period of 5 years.	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
		<b>Total</b>		<b>104,085,280</b>	<b>100.00</b>	<b>104,085,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	4,86,57,341	2,53,41,023	52.08	2,53,41,023	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
		<b>Total</b>		<b>2,53,41,023</b>	<b>52.08</b>	<b>2,53,41,023</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public- Non Institutions	E-Voting	5,73,85,749	12,71,825	2.22	12,58,105	13,720	98.92	1.08
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		24,37,923	4.25	24,36,633	1,290	99.95	0.05
		<b>Total</b>		<b>37,09,748</b>	<b>6.46</b>	<b>36,94,738</b>	<b>15,010</b>	<b>99.60</b>	<b>0.40</b>
	<b>TOTAL</b>		<b>210,128,370</b>	<b>13,31,36,051</b>	<b>63.36</b>	<b>13,31,21,041</b>	<b>15,010</b>	<b>99.99</b>	<b>0.01</b>

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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
Issue of Non-Convertible Debentures upto Rs 500 Crores on Private Placement basis.	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
		<b>Total</b>		<b>104,085,280</b>	<b>100.00</b>	<b>104,085,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	4,86,57,341	2,53,41,023	52.08	2,39,48,705	13,92,318	94.51	5.49
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>2,53,41,023</b>	<b>52.08</b>	<b>2,39,48,705</b>	<b>13,92,318</b>	<b>94.51</b>	<b>5.49</b>
	Public- Non Institutions	E-Voting	5,73,85,749	12,71,551	2.22	12,62,044	9,507	99.25	0.75
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		22,75,413	3.97	22,65,460	9,953	99.56	0.44
		<b>Total</b>		<b>35,46,964</b>	<b>6.18</b>	<b>35,27,504</b>	<b>19,460</b>	<b>99.45</b>	<b>0.55</b>
	<b>TOTAL</b>			<b>210,128,370</b>	<b>13,29,73,267</b>	<b>63.28</b>	<b>13,15,61,489</b>	<b>14,11,778</b>	<b>98.94</b>

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**Scrutiniser's Report**

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

4<sup>th</sup> January 2018

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

Dear Sir,

**Sub: Scrutinizer's Report on 5<sup>th</sup> 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 22<sup>nd</sup> November, 2017, been **appointed to act as the Scrutiniser** for the Company's **fifth postal ballot** process, which was initiated to obtain the approval of your members for **three** items of business as set out below:

Sl	Subject matter of resolution	Type of resolution
1.	Re-appointment of Ms Arundathi Krishna (DIN 00270935) as Deputy Managing Director for five years with effect from September 18, 2018	<b>Ordinary</b>
2.	Approval of the appointment of Sri Heramb R Hajarnavis (DIN 01680435) as a Non-Executive Independent Director of the Company for five years with effect from September 20, 2017	<b>Ordinary</b>
3.	Issue of Non-Convertible Debentures upto Rs.500 crores on private placement basis	<b>Special</b>

I submit my 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) **108045** for the Company's 5<sup>th</sup> Postal Ballot.
3. **24<sup>th</sup> November 2017** 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. The voting period was **from 9.00 am on 4<sup>th</sup> December 2017 to 5.00 pm on 2<sup>nd</sup> January 2018.**

**Sundram Fasteners Limited-5<sup>th</sup> Postal Ballot -4<sup>th</sup> December 2017 to 2<sup>nd</sup> January 2018**

**Scrutiniser's report**

5. 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.
6. The Company's paid-up equity share capital as on the cut-off date consisted of 21,01,28,370 equity shares of Rs. 1/- each, which was held by 54,961 members. This included 17,17,532 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Regulation 39 read with Schedule VI of LODR.
7. **On 4<sup>th</sup> December 2017**, notice of the 5<sup>th</sup> Postal Ballot was:
  - (a) Sent to the **eligible members** as set out below:
    - (i). Through registered post [sent by RTA] to 15,100 members, along with ballot paper and postage prepaid business reply envelope.
    - (ii). Through e-mail (sent by NSDL) to 39,861 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 to all the directors and the statutory, secretarial and cost **auditors** of the Company.
8. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 5<sup>th</sup> December 2017** in The Economic Times (in English) and Makkal Kural (in Tamil) and also placed in the Company's website.
9. All the **physical postal ballots** received in the postage pre-paid business reply envelopes **upto 5.00 pm on 2<sup>nd</sup> January 2018** were opened in my presence and scrutinised. I did not receive any physical postal ballot forms after that date and time.
10. **After 5.00 P.M. on 2<sup>nd</sup> January 2018**, I also 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.
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 no voting rights were exercised in respect of any of the 17,17,532 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR.
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.
14. The participation of members in the voting was as follows:
  - (a) Number of Postal ballots received- 590
  - (b) Number of electronic ballots cast for each of the 3 resolutions- 415





**Sundram Fasteners Limited-5<sup>th</sup> Postal Ballot -4<sup>th</sup> December 2017 to 2<sup>nd</sup> January 2018**  
**Scrutiniser's report**

15. All the electronic ballots were considered as valid since they were cast in a secure platform. Some of the physical ballots were treated as invalid for various reasons. In view of the ballots themselves being considered as invalid, quantifying the number of invalid votes did not arise.
16. The results of the 5<sup>th</sup> postal ballot process (considering both the physical ballots and remote e-voting) are as under:

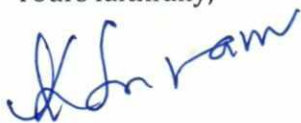
Mode of voting		Resolution no.1	Resolution no.2	Resolution no.3
		Votes cast	Votes cast	Votes cast
<b>Total valid votes</b>				
Physical ballots		10,65,28,478	10,65,23,203	10,63,60,693
Remote e-voting		2,64,77,912	2,66,12,848	2,66,12,574
<b>Total</b>		<b>13,30,06,390</b>	<b>13,31,36,051</b>	<b>13,29,73,267</b>
<b>Valid votes in favour of the resolution</b>				
Physical ballots		10,65,22,528	10,65,21,913	10,63,50,740
Remote e-voting		2,03,82,541	2,65,99,128	2,52,10,749
<b>Total</b>	<b>%</b>	<b>95.41%</b>	<b>99.99%</b>	<b>98.94%</b>
<b>Valid votes against the resolution</b>				
Physical ballots		5,950	1,290	9,953
Remote e-voting		60,95,371	13,720	14,01,825
<b>Total</b>	<b>%</b>	<b>4.59%</b>	<b>0.01%</b>	<b>1.06%</b>

17. Hence all the three resolutions have been duly passed with more than the requisite majority on the 2<sup>nd</sup> January 2018.

18. You may declare the results accordingly.

Thanking you,

Yours faithfully,



**K. Sriram,**  
Practising Company Secretary (CP No: 2215),  
**Scrutiniser.**

For SUNDRAM FASTENERS LIMITED



**S MEENAKSHISUNDARAM**  
Chief Financial Officer

