



Sundram Fasteners Limited

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May 4, 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 - 6th Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 6th Postal Ballot conducted by the Company between April 3, 2018 (9.00 am) and May 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

R Dilip Kumar
Vice President - Finance & Company Secretary



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 March 23, 2018 for the purpose of voting by post and remote e-voting	54,563
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.	Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing Director, effective, April 20, 2018.	Ordinary	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2.	Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing Director, effective, April 20, 2018.	Ordinary	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
3.	Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective, January 30, 2018	Ordinary	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
4.	Amendments to the Articles of Association of the Company	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
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing 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	3,41,44,383	2,04,53,478	59.90%	2,04,53,478	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		2,04,53,478	59.90%	2,04,53,478	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,18,98,707	62,58,700	8.70%	62,54,170	4,530	99.93%	0.07%
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		29,44,116	4.09%	29,41,316	2,800	99.90%	0.10%
		Total		92,02,816	12.80%	91,95,486	7,330	99.92%	0.08%
TOTAL		21,01,28,370	13,37,41,574	63.65%	13,37,34,244	7,330	99.99%	0.01%	



Sundram Fasteners Limited

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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
Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing 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	3,41,44,383	2,04,53,478	59.90%	2,04,53,478	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		2,04,53,478	59.90%	2,04,53,478	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,18,98,707	62,58,666	8.70%	62,54,136	4,530	99.93%	0.07%
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		29,39,623	4.09%	29,36,823	2,800	99.90%	0.10%
		Total		91,98,289	12.79%	91,90,959	7,330	99.92%	0.08%
	TOTAL			21,01,28,370	13,37,37,047	63.65%	13,37,29,717	7,330	99.99%



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
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective, January 30, 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	3,41,44,383	2,04,53,478	59.90%	2,04,53,478	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		2,04,53,478	59.90%	2,04,53,478	0	100.00	0.00
	Public- Non Institutions	E-Voting	7,18,98,707	62,46,046	8.69%	60,47,525	1,98,521	96.82	3.18
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		29,42,645	4.09%	29,41,043	1,602	99.95%	0.05%
		Total		91,88,691	12.78%	89,88,568	2,00,123	97.82%	2.18%
TOTAL			21,01,28,370	13,37,27,449	63.64%	13,35,27,326	2,00,123	99.85%	0.15%



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
Amendments to the Articles of Association of the Company	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	3,41,44,383	2,03,02,478	59.46%	1,73,37,442	29,65,036	85.40%	14.60%
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,03,02,478	59.46%	1,73,37,442	29,65,036	85.40%	14.60%
	Public- Non Institutions	E-Voting	7,18,98,707	62,58,471	8.70%	13,22,226	49,36,245	21.13%	78.87%
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		28,97,314	4.03%	28,94,314	3,000	99.90%	0.10%
		Total		91,55,785	12.73%	42,16,540	49,39,245	46.05%	53.95%
	TOTAL		21,01,28,370	13,35,43,543	63.55%	12,56,39,262	79,04,281	94.08%	5.92%





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]

4th May 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 6th 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 22nd March 2018, been **appointed to act as the Scrutiniser** for the Company's **sixth postal ballot** process, which was initiated to obtain the approval of your members to for **four** items of business as set out below:

Sl	Subject matter of resolution	Type of resolution
1.	Change in designation of Ms Arathi Krishna (DIN: 00517456), Joint Managing Director as Managing Director, effective 20 th April 2018	Ordinary
2.	Change in designation of Ms Arundathi Krishna (DIN: 00270935), Deputy Managing Director as Joint Managing Director, effective 20 th April 2018	Ordinary
3.	Approval of the appointment of Sri S Mahalingam (Holding DIN 00121727) as a Non-Executive Independent Director for a period of five years effective 30 th January 2018	Ordinary
4.	Amendments to the Articles of Association of the Company	Special

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) **108288** for the Company's **6th Postal Ballot**.
3. **23rd March 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. The voting period was **from 9.00 am on 3rd April 2018 to 5.00 pm on 2nd May 2018**.
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.

Sundram Fasteners Limited-6th Postal Ballot -3rd April 2018 to 2nd May 2018
Consolidated Scrutiniser's report

6. The Company's paid-up equity share capital as on the cut-off date consisting of 21,01,28,370 equity shares of Re.1/- each, which was held by **54,563 members included:**
 - (a) 11,68,815 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.
7. Notice of the 6th Postal Ballot was sent/ filed to the following **on 3rd April 2018:**
 - (a) Sent to **54,562 members** as set out below:
 - (i). Through registered post [sent by RTA] to 13,941 members, along with ballot paper and postage prepaid business reply envelope.
 - (ii). Through e-mail (sent by NSDL) to 40,621 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.
8. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 4th April 2018** in The Economic Times (in English) and Makkal Kural (in Tamil).
9. All the **physical postal ballots** received in the postage pre-paid business reply envelopes **upto 5.00 pm on 2nd May 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 2nd May 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:
 - (a) No voting rights were exercised in respect of any of the 11,68,815 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) 3 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.
14. A total of 903 members participated in the voting as follows- 555 through physical ballots and 348 through remote e-voting process.
15. While all electronic ballots were considered as valid, 76 physical ballot papers were considered as invalid for the following reasons:

Sl	Reasons for considering ballot as invalid	Number of ballots
(i).	Mismatch of signature with the specimen on record	37
(ii).	Assent or dissent not indicated	14
(iii).	Non-availability of specimen signatures with RTA	13
(iv).	Not signed/ no board resolution/ no seal	8
(v).	Voted through e-voting	3
(vi).	More than one form submitted	1
	Total	76



Sundram Fasteners Limited-6th Postal Ballot -3rd April 2018 to 2nd May 2018
Consolidated Scrutiniser's report

16. The total number of valid physical ballots considered was 479. The total number of invalid votes was not quantified since the concerned ballots themselves were invalid.
17. The combined results of the 6th postal ballot process (both physical ballots and remote e-voting) are as under:

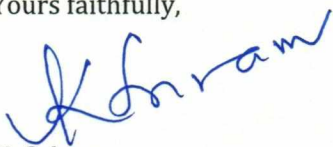
Mode of voting	Resolution no.1 (Ordinary)		Resolution no.2 (Ordinary)		Resolution no.3 (Ordinary)		Resolution no. 4 (Special)		
	Ballots	Votes cast	Ballots	Votes cast	Ballots	Votes cast	Ballots	Votes cast	
Total valid votes/ ballots									
Physical ballots	478	107029396	473	107024903	475	107027925	451	106982594	
Remote e-voting	348	26712178	343	26712144	341	26699524	338	26560949	
Total	826	133741574	816	133737047	816	133727449	789	133543543	
Valid ballots/ votes in favour of the resolution									
Physical ballots	476	107026596	471	107022103	473	107026323	446	106979594	
Remote e-voting	340	26707648	335	26707614	328	26501003	261	18659668	
Total	Number	816	133734244	816	133729717	801	133527326	707	125639262
	%		99.99%		99.99%		99.85%		94.08%
Valid ballots/ votes against the resolution									
Physical ballots	2	2800	2	2800	2	1602	5	3000	
Remote e-voting	8	4530	8	4530	13	198521	77	7901281	
Total	Number	10	7330	10	7330	15	200123	82	7904281
	%		0.01%		0.01%		0.15%		5.92%

18. All the four resolutions have been passed with more than the requisite majority on the 2nd May 2018.

19. 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