

## Sundram Fasteners Limited

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March 18, 2021

**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 – 10<sup>th</sup> Postal Ballot**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 10<sup>th</sup> Postal Ballot (remote e-voting) conducted by the Company between February 15, 2021 (9.00 am) and March 16, 2021 (5.00 pm) are provided in the **Annexure** as per the prescribed format along with the Scrutiniser's Report on Postal Ballot.

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



**Annexure**

**Sundram Fasteners Limited – 10<sup>th</sup> Postal Ballot**

**I. Attendance of members**

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date February 5, 2021 for the purpose of remote e-voting and e-voting.	<b>58,803</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 present in the meeting through Video Conference ('VC') / Other Audio Visual Means ('OAVM'):	
	c) Promoters and Promoter Group	
	d) 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	Re-appointment of Sri Suresh Krishna (DIN: 00046919) as Chairman and Non – Executive Director, and payment of remuneration for a period of 5 (five) years effective July 1, 2021.	Special	Remote E-Voting	No	Resolution passed with more than requisite majority
2	Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2022 which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said financial year.	Special	Remote E-Voting	No	Resolution passed with more than requisite majority
3	Re-appointment of Ms Arathi Krishna (DIN: 00517456) as Managing Director and payment of remuneration, for a period of 5 (five) years effective May 3, 2021.	Ordinary	Remote E-Voting	No	Resolution passed with more than requisite majority



**III. Results of Remote E-Voting / E-Voting by members**

The mode of voting for all resolutions was:

- Remote E-Voting facility.

In this connection, we enclose the following:

1. Result of voting through Remote E-Voting, in the prescribed format.
2. Scrutinizer's Report on Postal Ballot (Remote E-Voting)

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 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 Re-appointment of Sri Suresh Krishna (DIN: 00046919), as Chairman and Non-Executive Director and payment of remuneration for a period of 5 years from July 1, 2021 to June 30, 2026	Promoter and Promoter Group	E-Voting	10,40,85,280	10,40,85,280	100.0000	10,40,85,280	0	100.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		10,40,85,280	100.0000	10,40,85,280	0	100.0000	0.0000
	Public-Institutions	E-Voting	5,93,24,779	5,26,45,348	88.7409	3,15,83,848	2,10,61,500	59.9936	40.0064
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		5,26,45,348	88.7409	3,15,83,848	2,10,61,500	59.9936	40.0064
	Public-Non-Institutions	E-Voting	4,67,18,311	71,26,953	15.2552	71,19,812	7,141	99.8998	0.1002
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		71,26,953	15.2552	71,19,812	7,141	99.8998	0.1002
		Grand Total	21,01,28,370	16,38,57,581	77.9798	14,27,88,940	2,10,68,641	87.1421	12.8579



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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
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 (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2022, which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said financial year	Promoter and Promoter Group	E-Voting	10,40,85,280	10,40,85,280	100.0000	10,40,85,280	0	100.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		<b>10,40,85,280</b>	<b>100.0000</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
	Public-Institutions	E-Voting	5,93,24,779	5,26,45,348	88.7409	2,92,95,936	2,33,49,412	55.6477	44.3523
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		<b>5,26,45,348</b>	<b>88.7409</b>	<b>2,92,95,936</b>	<b>2,33,49,412</b>	<b>55.6477</b>	<b>44.3523</b>
	Public-Non-Institutions	E-Voting	4,67,18,311	71,26,582	15.2544	71,10,604	15,978	99.7758	0.2242
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		<b>71,26,582</b>	<b>15.2544</b>	<b>71,10,604</b>	<b>15,978</b>	<b>99.7758</b>	<b>0.2242</b>
		Grand Total	<b>21,01,28,370</b>	<b>16,38,57,210</b>	<b>77.9796</b>	<b>14,04,91,820</b>	<b>2,33,65,390</b>	<b>85.7404</b>	<b>14.2596</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
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of Re-appointment of Ms. Arathi Krishna (DIN: 00517456) as Managing Director and payment of remuneration for a period of 5 years from May 3, 2021 to May 2, 2026	Promoter and Promoter Group	E-Voting	10,40,85,280	10,40,85,280	100.0000	10,40,85,280	0	100.0000	0.0000
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		10,40,85,280	100.0000	10,40,85,280	0	100.0000	0.0000
	Public-Institutions	E-Voting	5,93,24,779	5,26,45,348	88.7409	3,18,40,627	2,08,04,721	60.4814	39.5186
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		5,26,45,348	88.7409	3,18,40,627	2,08,04,721	60.4814	39.5186
	Public-Non-Institutions	E-Voting	4,67,18,311	71,26,787	15.2548	71,20,666	6,121	99.9141	0.0859
		Poll (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		71,26,787	15.2548	71,20,666	6,121	99.9141	0.0859
		Grand Total	21,01,28,370	16,38,57,415	77.9797	14,30,46,573	2,08,10,842	87.2994	12.7006



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

**Scrutiniser's Report**

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

18<sup>th</sup> March 2021

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

Dear Sir,

**Sub: Scrutiniser's Report on the 10<sup>th</sup> Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

I have, vide a resolution passed by your Board of Directors on 4<sup>th</sup> February 2021, been **appointed to act as the Scrutiniser** for the Company's **Tenth Postal Ballot** process, which was initiated to obtain the approval of your members by way of **special/ ordinary resolution(s)** for **three** items of business as set out below:

**Business transacted through the 10<sup>th</sup> Postal Ballot**

1. **Approval of Re-appointment of Sri Suresh Krishna (DIN: 00046919), as Chairman and Non-Executive Director and payment of remuneration for a period of 5 years from July 1, 2021 to June 30, 2026 (Special Resolution).**
2. **Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2022, which may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said financial year, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution).**
3. **Approval of Re-appointment of Ms. Arathi Krishna (DIN: 00517456) as Managing Director and payment of remuneration for a period of 5 years from May 3, 2021 to May 2, 2026 (Ordinary Resolution).**

**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).



**Sundram Fasteners Limited – 10<sup>th</sup> Postal Ballot – 15<sup>th</sup> February 2021 to 16<sup>th</sup> March 2021**  
**Scrutiniser's report**

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) 115689** for the Company's **10<sup>th</sup> Postal Ballot**.
3. **5<sup>th</sup> February 2021** was fixed by your Board as the **cut-off date** for determining the members who were eligible to vote through remote e-voting and the number of votes each of them could exercise.
4. Notice of the 10<sup>th</sup> Postal Ballot was sent/ filed on **15<sup>th</sup> February 2021, to / with various persons/entities and in the manner set out below:**
  - (a) **Through e-mail** (sent by NSDL) to 49,891 members whose e-mail address were registered with the Company/Depositories, out of the total of 58,803 members (including shares lying in the Sundram Fasteners Limited Unclaimed Suspense Account) as on 5<sup>th</sup> February, 2021. Physical postal ballot forms were not dispatched to the members in view of the relaxation granted by the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 ("MCA Circulars"). The Company has placed the Notice of Postal Ballot on its website.
  - (b) Filed online with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**).
  - (c) Sent by email to all the **Auditors, Secretarial Auditors and Cost Auditor** of the Company.
  - (d) Sent by e-mail to all the **Directors** of the Company.
5. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 16<sup>th</sup> February 2021** in Business Standard (in English) and Makkal Kural (in Tamil).
6. The voting period was **from 9.00 A.M. on 15<sup>th</sup> February 2021 to 5:00 P.M. on 16<sup>th</sup> March 2021**.
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 58,803 members included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:**
  - (a) 8,09,811 equity shares in Sundram Fasteners Limited Unclaimed Suspense Account; and
  - (b) 10,15,627 equity shares on which dividend had not been claimed for seven consecutive years and 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 16<sup>th</sup> March 2021**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of NSDL.



**Sundram Fasteners Limited – 10<sup>th</sup> Postal Ballot – 15<sup>th</sup> February 2021 to 16<sup>th</sup> March 2021**  
**Scrutiniser's report**

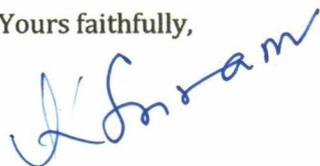
10. The votes cast through remote e-voting were validated with the list of members and their holding as on the cut-off date.
11. I also noted that no voting rights were exercised in respect of any of the 8,09,811 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR as well as 10,15,627 held by IEPF in terms of the Act.
12. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
13. A total of 411 members participated in the remote e-voting process and all the votes were considered as valid.
14. The results of the 10<sup>th</sup> postal ballot process (remote e-voting) 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	409	16,38,57,581	331	14,27,88,940	87.1421%	78	2,10,68,641	12.8579%
2	405	16,38,57,210	308	14,04,91,820	85.7404%	97	2,33,65,390	14.2596%
3	405	16,38,57,415	336	14,30,46,573	87.2994%	69	2,08,10,842	12.7006%

15. All the Three (3) resolutions, two (2) special resolutions and one (1) ordinary resolution have been passed with the requisite majority on 16<sup>th</sup> March 2021.

16. You may declare the results accordingly.

Thanking you,  
Yours faithfully,



**K SRIRAM**

Practising Company Secretary (C.P. No. 2215)

**Scrutiniser**



COUNTER SIGNED BY

For SUNDRAM FASTENERS LIMITED



**R DILIP KUMAR**

Vice President - Finance & Company Secretary

**UDIN: F006312B004096211**