



Sundram Fasteners Limited

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June 17, 2022

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 - 12th Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 12th Postal Ballot (remote e-voting) conducted by the Company between Wednesday, May 18, 2022 (9:00 a.m. IST) and Thursday, June 16, 2022 (5:00 p.m. IST) 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
Executive Vice President - Finance & Company Secretary



Sundram Fasteners Limited – 12th Postal Ballot

I. Attendance of members

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date May 11, 2022 for the purpose of remote e-voting and e-voting.	68,470
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'):	
	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 (DIN: 00046919) for the financial year ending March 31, 2023 pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special	Remote E-Voting	No	Resolution passed with more than requisite majority
2	Approval of payment of Commission to the Non-Executive Directors not exceeding 1% (one percent) of the net profits of the Company per annum.	Ordinary	Remote E-Voting	No	Resolution passed with more than requisite majority
3	Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027.	Special	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

A handwritten signature in blue ink, appearing to read 'R. Dilip Kumar', followed by a long horizontal line extending to the right.

R Dilip Kumar
Execution 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 - Remote E-Voting

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 (DIN: 00046919) for the financial year ending March 31, 2023 pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Promoter and Promoter Group	E-Voting	10,44,11,043	10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
	Public-Institutions	E-Voting	6,18,44,757	5,09,05,389	82.3116	2,65,34,785	2,43,70,604	52.1257	47.8743
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		5,09,05,389	82.3116	2,65,34,785	2,43,70,604	52.1257	47.8743
	Public- Non Institutions	E-Voting	4,38,72,570	66,52,563	15.1634	66,21,583	30,980	99.5343	0.4657
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		66,52,563	15.1634	66,21,583	30,980	99.5343	0.4657
TOTAL		21,01,28,370	16,19,68,995	77.0810	13,75,67,411	2,44,01,584	84.9344	15.0656	



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 - Remote E-Voting

Resolution No 2	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Ordinary Resolution			1	2		4	5		
Approval of payment of Commission to the Non-Executive Directors not exceeding 1% (one percent) of the net profits of the Company per annum.	Promoter and Promoter Group	E-Voting	10,44,11,043	10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
	Public- Institutions	E-Voting	6,18,44,757	5,09,05,389	82.3116	2,27,15,623	2,81,89,766	44.6232	55.3768
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		5,09,05,389	82.3116	2,27,15,623	2,81,89,766	44.6232	55.3768
	Public- Non Institutions	E-Voting	4,38,72,570	66,45,070	15.1463	66,04,334	40,736	99.3870	0.1630
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		66,45,070	15.1463	66,04,334	40,736	99.3870	0.6130
	TOTAL		21,01,28,370	16,19,61,502	77.0774	13,37,31,000	2,82,30,502	82.5696	17.4304



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 - Remote E-Voting

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
Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027.	Promoter and Promoter Group	E-Voting	10,44,11,043	10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,44,11,043	100.00	10,44,11,043	0	100.00	0.00
	Public-Institutions	E-Voting	6,18,44,757	5,09,05,389	82.3116	5,06,91,775	2,13,614	99.5804	0.4196
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		5,09,05,389	82.3116	5,06,91,775	2,13,614	99.5804	0.4196
	Public- Non Institutions	E-Voting	4,38,72,570	66,42,960	15.1415	66,27,902	15,058	99.7733	0.2267
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		66,42,960	15.1415	66,27,902	15,058	99.7733	0.2267
	TOTAL		21,01,28,370	16,19,59,392	77.0764	16,17,30,720	2,28,672	99.8588	0.1412





Scrutiniser's Report

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

17th June 2022

To,
The Chairman,
Sundram Fasteners Limited
98-A, 7th Floor, Dr. Radhakrishnan Salai,
Mylapore, Chennai- 600004

Dear Sir,

Sub: Scrutinizer's Report on 12th Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 from 18th May 2022 to 16th June 2022

The Board of Directors of your Company have, vide a resolution passed through circulation on **11th May 2022**, decided to conduct the 12th Postal Ballot from 18th May 2022 to 16th June 2022 through remote e-voting, without sending physical ballots, as permitted by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) through their circulars, to obtain the approval of your members by way of **special/ordinary resolution(s)** for three **items** of business as set out below:

Business being transacted through the 12th Postal Ballot

1. Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2023, which may exceed 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors for the said year, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Special Resolution**).
2. Approval of payment of commission to the Non-Executive Directors (excluding Sri Suresh Krishna, Chairman and Non-Executive Director for whom a separate approval is being taken) not exceeding 1% (one percent) of the net profits of the Company per annum. (**Ordinary Resolution**).
3. Approval of re-appointment of Sri Heramb R Hajarnavis (DIN: 01680435) as a Non- Executive Independent Director for the second term of five consecutive years commencing from September 20, 2022 to September 19, 2027. (**Special Resolution**).

I have been **appointed to act as the Scrutiniser** for the **12th Postal Ballot** process.



Sundram Fasteners Limited-12th Postal Ballot – 18th May 2022 to 16th June 2022
Scrutiniser's report

I submit my report as under:

1. Sundram Fasteners Limited ("**the Company**") is a listed company with its 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**) **119833** for the Company's **12th Postal Ballot**.
3. The Company fixed **11th May 2022** as the **cut-off date** for determining the members who would be eligible to vote through the remote e-voting process and the number of votes each of them could exercise.
4. Notice of the **12th Postal Ballot** was sent **through email** on **18th May 2022, to:**
 - (a) **63,195 members** (by NSDL) whose email address were registered with the Company/Depositories, **out of the total of 68,470 members** as on 11th May, 2022.
 - (b) The **Directors, Auditors, Secretarial Auditors and Cost Auditor** of the Company.
5. The Company has also **placed the Notice of the Postal Ballot on its website** and **filed it** 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**) on 18th May 2022.
6. The Company has **duly advertised the Notice** and other prescribed particulars about the remote e-voting process **on 19th May 2022** in Business Standard (in English) and Makkal Kural (in Tamil).
7. Integrated Registry Management Services Private Limited, the Company's Registrar and Share Transfer Agents (**RTA**), provided the details of the members who held shares on the cut-off date and the number of shares held by each of them on that date.
8. The Company's paid-up equity share capital **as on the cut-off date**, which consisted of 21,01,28,370 equity shares of Rs.1/- each held by **68,470 members**, included equity shares on which **voting rights were frozen**, as set out below:
 - (a) **7,27,673** equity shares in Sundram Fasteners Limited Unclaimed Suspense Account, in terms of Regulation 39 read with Schedule VI of LODR; and
 - (b) **10,89,165** 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(6) of the Act.Hence, **68,468 members holding an aggregate 20,83,11,532 equity shares were entitled to vote in the 12th Postal Ballot**.
9. The Company fixed the remote e-voting period **to start from 9.00 am on Wednesday the 18th May 2022 and end at 5.00 pm on Thursday the 16th June 2022**.
10. **After 5.00 P.M. on Thursday, the 16th June 2022**, 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.
11. The votes cast through remote e-voting have been validated with the list of members and their holding as on the cut-off date.
12. I also noted that voting rights were not exercised in respect of the **7,27,673** equity shares in Sundram Fasteners Limited Unclaimed Suspense Account as well as the **10,89,165** equity shares held by IEPF.



Sundram Fasteners Limited-12th Postal Ballot – 18th May 2022 to 16th June 2022

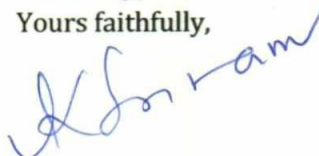
Scrutiniser's report

13. **698 members participated** in the 12th Postal Ballot and cast **votes** through the remote e-voting process, all of which were considered as valid.
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained in electronic form.
15. The results of the 12th Postal Ballot process (remote e-voting) are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes cast in favour of the resolution			Valid ballots/ votes cast against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	698	161968995	557	137567411	84.93	141	24401584	15.07
2.	692	161961502	539	133731000	82.57	153	28230502	17.43
3.	692	161959392	656	161730720	99.86	36	228672	0.14

16. **All the three resolutions, two special resolutions (item numbers 1 and 3 above) and one ordinary resolution (item number 2 above) have been passed with the requisite majority on 16th June 2022.**
17. You may declare the results accordingly.

Thanking you,
Yours faithfully,



K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser.
UDIN: F006312D000500872



Counter Signed by Sri R Dilip Kumar
Executive Vice President - Finance &
Company Secretary