



Sundram Fasteners Limited

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March 28, 2019

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 – 8th Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 8th Postal Ballot conducted by the Company between February 25, 2019 (9.00 am) and March 26, 2019 (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



Intertek



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 February 15, 2019 for the purpose of voting by post and remote e-voting	62,446
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 (DIN: 00046919), Chairman and Non-Executive Director during the financial year ending March 31, 2020 in view of the remuneration expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2.	Approval of the appointment of Dr Nirmala Lakshman (DIN: 00141632) as a Non-Executive Independent Director for a period of five years, effective, September 20, 2018.	Ordinary	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 (DIN: 00046919), Chairman and Non-Executive Director during the financial year ending March 31, 2020 in view of the remuneration expected to exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the said year	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		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,07,72,017	2,40,50,768	47.37	2,06,64,735	33,86,033	85.92	14.08
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		2,40,50,768	47.37	2,06,64,735	33,86,033	85.92	14.08
	Public- Non Institutions	E-Voting	5,52,71,073	7,34,124	1.33	5,80,776	1,53,348	79.11	20.89
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		73,82,105	13.36	73,76,915	5,190	99.93	0.07
		Total		81,16,229	14.69	79,57,691	1,58,538	98.05	1.95
	TOTAL		21,01,28,370	13,62,52,277	64.84	13,27,07,706	35,44,571	97.40	2.60



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 Dr Nirmala Lakshman (DIN 00141632) as a Non-Executive Independent Director for a period of five years effective from September 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		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,07,72,017	3,91,29,523	77.07	3,91,29,523	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		3,91,29,523	77.07	3,91,29,523	0	100.00	0.00
	Public- Non Institutions	E-Voting	5,52,71,073	7,26,104	1.31	7,11,588	14,516	98.00	2.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		73,78,644	13.35	73,54,951	23,693	99.68	0.32
		Total		81,04,748	14.66	80,66,539	38,209	99.53	0.47
	TOTAL		21,01,28,370	15,13,19,551	72.01	15,12,81,342	38,209	99.97	0.03





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]

28th March 2019

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

Dear Sir,

Sub: Scrutinizer's Report on the 8th Postal ballot conducted by your Company 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 19th February 2019, been **appointed to act as the Scrutiniser** for the Company's **eighth postal ballot** process, which was initiated to obtain the approval of your members for **two** items of business (one special resolution and one ordinary resolution) as set out below:

Business transacted through the 8th Postal Ballot

1. Approval of remuneration payable to Sri Suresh Krishna, Chairman (DIN: 00046919) and Non-Executive Director during the financial year ending 31st March 2020 in view of the likelihood of it exceeding 50% of the total annual remuneration payable to all Non-Executive Directors for the said year (**Special Resolution**).
2. Approval of the appointment of Dr Nirmala Lakshman (DIN 00141632) as a Non-Executive Independent Director for a period of five years effective from September 20, 2018 (**Ordinary Resolution**).

I submit my consolidated report as under:

1. The Company is a listed company, having listed its equity shares 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) **110451** for the **8th Postal Ballot**.
3. **15th February 2019** 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.

Sundram Fasteners Limited-8th Postal Ballot -25th February 2019 to 26th March 2019

Consolidated Scrutiniser's report

4. Notice of the 8th Postal Ballot was sent to/ filed as set out below:
 - (a) Sent to **62,445 members**:
 - (i). Through registered post (sent by RTA) to 12,526 members, along with ballot paper and postage prepaid business reply envelope on **23rd February 2019**.
 - (ii). Through e-mail (sent by NSDL) to 49,919 members **on 25th February 2019**.
 - (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**) **on 25th February 2019**.
 - (c) Sent by email to all the **auditors** of the Company **on 25th February 2019**.
 - (d) Sent by e-mail/ hand delivery to all **directors** of the Company **on 25th February 2019**.
5. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 26th February 2019** in Business Standard (in English) and Makkal Kural (in Tamil).
6. The voting period was **from 9.00 am on 25th February 2019 to 5.00 pm on 26th March 2019**.
7. Integrated Registry Management Services Private Limited, your Registrars & Share Transfer Agents (**RTA**), provided 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 Re. 1/- each, which was held by 62,445 members included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR**:
 - (a) 10,15,695 equity shares in Sundram Fasteners Limited Unclaimed Suspense Account; and
 - (b) 7,94,699 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 26th March 2019**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and downloaded the remote e-voting report from the e-voting website of NSDL.
10. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 P.M. on 26th March 2019** were opened in my presence and scrutinised.
11. The votes cast through remote e-voting as well as through physical postal ballots were validated with the list of members and their holding as on the cut-off date.
12. I also noted that:
 - (a) No voting rights were exercised in respect of any of the 10,15,695 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR as well as 7,94,699 held by IEPF in terms of the Act.
 - (b) One member holding 1 equity share had voted through remote e-voting facility as well as through physical ballot. I considered his vote through physical ballot as invalid.
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 969 members participated in the voting process. All the 444 electronic ballots were considered as valid. Out of the 525 physical ballot papers received, 404 were considered as valid and 121 were considered invalid for various reasons as set out below. The total number of invalid votes is not being quantified since the concerned ballots themselves were invalid.
 - (a) Mismatch of signature with the specimen on record;
 - (b) Assent or dissent not indicated;
 - (c) Non-availability of specimen signatures with RTA;



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Consolidated Scrutiniser's report

- (d) Both assent and dissent chosen;
- (e) Seal indicating representative capacity not affixed;
- (f) Ballot form not signed; and
- (g) Voted through remote e-voting and physical ballot

15. The combined results of the 8th postal ballot process (both through physical ballots and remote e-voting) are as under:

Mode of voting	Resolution no.1		Resolution no.2	
	Ballots	Votes cast	Ballots	Votes cast
Total valid votes/ ballots				
Physical ballots	404	11,14,67,385	400	11,14,63,924
Remote e-voting	437	2,47,84,892	439	3,98,55,627
Total	841	13,62,52,277	839	15,13,19,551
Valid ballots/ votes in favour of the resolution				
Physical ballots	386	11,14,62,195	388	11,14,40,231
Remote e-voting	353	2,12,45,511	412	3,98,41,111
Total For	Number	739	800	15,12,81,342
	%	97.40%	99.97%	
Valid ballots/ votes against the resolution				
Physical ballots	18	5,190	12	23,693
Remote e-voting	84	35,39,381	27	14,516
Total Against	Number	102	39	38,209
	%	2.60%	0.03%	
Type of resolution		Special	Ordinary	
Result		Passed	Passed	

16. Both the resolutions have been passed with more than the requisite majority prescribed under the Act on 26th March 2019.

17. You may declare the results accordingly.

Thanking you,

Yours faithfully,


K. Sriram,

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

COUNTERSIGNED BY
For SUNDARAM FASTENERS LIMITED



R DILIP KUMAR
Vice President - Finance & Company Secretary