



Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

REGISTERED & CORPORATE OFFICE

98-A, VII FLOOR

DR. RADHAKRISHNAN SALAI,

MYLAPORE, CHENNAI - 600 004, INDIA

TELEPHONE: +91 - 44 - 28478500

FAX : +91 - 44 - 28478508 / 28478510

PAN : AAAC58779D

CIN : L35999TN1962PLC004943

WEBSITE : www.sundram.com

August 22, 2017

National Stock Exchange of India Limited

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

Scrip Code - 500403

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai - 400 001

By Listing Centre

Dear Sir / Madam,

Proceedings for declaration of results of voting by 4th Postal Ballot

We enclose herewith a copy of the Proceedings for declaration of results of voting by 4th Postal Ballot of our Company held on August 10, 2017.

Thanking you,

Yours truly,

For SUNDRAM FASTENERS LIMITED

R Dilip Kumar

Vice President-Finance & Company Secretary



Intertek

**PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT OF
SUNDRAM FASTENERS LIMITED HELD AT 98-A, VII FLOOR, DR RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI – 600 004 ON THURSDAY, AUGUST 10, 2017 AT 10.30 A.M.**

Present

Director

Sri Suresh Krishna
Chairman and Managing Director

In attendance

Sri R Dilip Kumar
Vice President-Finance & Company Secretary

* * * *

Sri Suresh Krishna, Chairman and Managing Director, chaired the proceedings.

The Vice President-Finance & Company Secretary informed that Sri K Sriram, Scrutiniser, had submitted his report dated August 9, 2017 setting out the combined results on the voting by Postal Ballot (Physical) and through Remote E-Voting addressed to the Chairman and Managing Director.

The Chairman and Managing Director perused the Scrutinizer's report and noted the following:

- (i) The Postal Ballot process had been conducted in a fair and transparent manner under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
- (ii) The Company had also provided remote e-voting facility to its members as required under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) Voting rights had been frozen on the 17,33,946 equity shares held in demat form in the Sundram Fasteners Limited Unclaimed Suspense Account.
- (iv) He also stated that he had completed the scrutiny of all the postal ballot forms (electronic/ physical) received up to 6.00 pm on Tuesday, August 8, 2017.
- (v) The resolution had been passed with more than the requisite majority; and
- (vi) The resolution would have to be considered as passed on August 8, 2017, being the last date of voting, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in terms of section 118 of the Companies Act, 2013.

The report submitted by the Scrutiniser was taken on record and the Chairman and Managing Director announced the results of the voting by Postal Ballot as under:

Special Business

RESOLUTION NO.1 – ORDINARY RESOLUTION

APPOINTMENT OF MS PREETHI KRISHNA (HOLDING DIN: 02037253) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

Particulars	Postal Ballot & Remote E-Voting
Number of valid ballots	1,005
Number of valid votes received	13,07,83,123
Votes in favour of the resolution	13,06,71,922 (968 ballots)
Votes against the resolution	1,11,201 (37 ballots)
Invalid votes	117 (87 physical ballots and 30 electronic ballots)
% of votes cast in favour (assent)	99.92%
% of votes cast against (dissent)	0.08%
RESULT	The <i>Ordinary Resolution</i> was passed on August 8, 2017, as more than the requisite majority of votes were cast / polled in favour of the resolution.



The Chairman and Managing Director then declared that the following *Ordinary Resolution*, as set out in the Postal Ballot Notice dated July 5, 2017, was carried with more than requisite majority.

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in pursuance of Articles of Association of the Company, Ms Preethi Krishna (holding DIN 02037253) appointed as an Additional Director effective July 5, 2017 and holding such office up to the date of the ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from August 8, 2017, whose period of office shall be liable to determination by retirement of Directors by rotation.

Date of entry: August 18 , 2017

Sd/-

R Dilip Kumar

Vice President-Finance& Company Secretary

Sd/-

Suresh Krishna

Chairman and Managing Director

August 22, 2017

Chennai

