



## Sundram Fasteners Limited

Email: investorhelpdesk@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 : AAACS8779D  
CIN : L35999TN1962PLC004943  
WEBSITE : www.sundram.com

August 24, 2018

**National Stock Exchange of India Limited (NSE)** By NEAPS

*Scrip Code - SUNDRMFAST*  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

**BSE Limited (BSE)** By Listing Centre

*Scrip Code - 500403*  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sir / Madam,

**Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)**  
**Details of Voting Results – 55<sup>th</sup> AGM held on August 24, 2018**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 55<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on August 24, 2018 are provided in the **Annexure** as per the prescribed format along with the Scrutinizer's Report on Remote E-Voting and Ballot process.

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 – Annual General Meeting (AGM) held on August 24, 2018**

**I. Attendance of members**

1.	Date of the AGM	August 24, 2018
2.	Total Number of shareholders on the cut-off date August 17, 2018 for the purpose of remote e-voting and ballot process.	<b>59,059</b>
3.	No of Shareholders present in the meeting either in person or through proxy:	
	a) Promoters and Promoter Group	2
	b) Public	2,552
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable
	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	Adoption of audited financial statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
2	Re-appointment of Ms Arathi Krishna (DIN: 00517456) as a Director, who retires by rotation.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
3	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority

*Boys' Executive*



**III. Results of Remote E-Voting / Postal ballot / Ballot Process by members**

The mode of voting for all resolutions was:

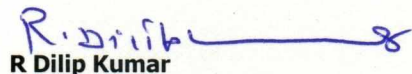
- Remote E-Voting and
- Ballot process conducted at the AGM for the shareholders who attended the AGM and did not participate in the remote E-Voting process.

In this connection, we enclose the following:

1. Results of voting through Remote E-Voting and Ballot process, in the prescribed format.
2. Scrutinizer's Report on Remote E-Voting and Ballot process

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 Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2018

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
Adoption of audited financial statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>10,40,85,280</b>	<b>100.00</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	5,01,51,925	2,69,37,072	53.71	2,69,37,072	0	100.00	0.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>2,69,37,072</b>	<b>53.71</b>	<b>2,69,37,072</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public- Non Institutions	E-Voting	5,58,91,165	1,88,026	0.34	1,87,026	1,000	99.47	0.53
		Poll*		4,54,966	0.81	4,54,966	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>6,42,992</b>	<b>1.15</b>	<b>6,41,992</b>	<b>1,000</b>	<b>99.84</b>	<b>0.16</b>
	<b>TOTAL</b>		<b>210,128,370</b>	<b>13,16,65,344</b>	<b>62.66</b>	<b>13,16,64,344</b>	<b>1,000</b>	<b>99.99</b>	<b>0.01</b>

\*Ballot Process



## 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 Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2018

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
Re-appointment of Ms Arathi Krishna (DIN: 00517456) as a Director, who retires by rotation.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>10,40,85,280</b>	<b>100.00</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	5,01,51,925	2,69,37,072	53.71	2,69,37,072	0	100.00	0.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>2,69,37,072</b>	<b>53.71</b>	<b>2,69,37,072</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public- Non Institutions	E-Voting	5,58,91,165	1,88,026	0.34	1,85,472	2,554	98.64	1.36
		Poll*		4,54,966	0.81	4,54,966	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>6,42,992</b>	<b>1.15</b>	<b>6,40,438</b>	<b>2,554</b>	<b>99.60</b>	<b>0.40</b>
<b>TOTAL</b>		<b>210,128,370</b>	<b>13,16,65,344</b>	<b>62.66</b>	<b>13,16,62,790</b>	<b>2,554</b>	<b>99.99</b>	<b>0.01</b>	

\*Ballot Process



## 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 Remote E-Voting / Ballot Process conducted at the Annual General Meeting held on August 24, 2018

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
Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>10,40,85,280</b>	<b>100.00</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	5,01,51,925	2,69,02,072	53.64	2,67,09,162	1,92,910	99.28	0.72
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>2,69,02,072</b>	<b>53.64</b>	<b>2,67,09,162</b>	<b>1,92,910</b>	<b>99.28</b>	<b>0.72</b>
	Public- Non Institutions	E-Voting	5,58,91,165	1,88,026	0.34	1,86,992	1,034	99.45	0.55
		Poll*		4,54,966	0.81	4,54,956	10	99.99	0.01
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>6,42,992</b>	<b>1.15</b>	<b>6,41,948</b>	<b>1,044</b>	<b>99.84</b>	<b>0.16</b>
	<b>TOTAL</b>		<b>210,128,370</b>	<b>13,16,30,344</b>	<b>62.64</b>	<b>13,14,36,390</b>	<b>1,93,954</b>	<b>99.85</b>	<b>0.15</b>

\*Ballot Process





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

**Consolidated Scrutiniser's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

24<sup>th</sup> August 2018

To,  
The Chairman,  
**Sundram Fasteners Limited**  
"Auras Corporate Centre",  
98-A, 7<sup>th</sup> Floor, Dr.Radhakrishnan Salai,  
Mylapore, Chennai - 600 004

Dear Sir,

**Sub: E-voting and ballot process in respect of your Company's 55<sup>th</sup> Annual General meeting (AGM) on 24<sup>th</sup> August 2018- submission of Consolidated Scrutiniser's report**

I have, vide resolution passed by your Board of Directors on 9<sup>th</sup> May 2018, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes to be extended by the Company to its members in connection with the said AGM. I submit my report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**).
2. The Company has hence provided remote e-voting facility and ballot voting at the AGM venue in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (**LODR**), in respect of **all the three (3) resolutions intended to be passed at the AGM as set out below:**

Item No.	Nature of business	Type of resolution	Subject matter
1.	Ordinary business	Ordinary resolution	Adoption of audited financial statement (including the consolidated financial statement) for the financial year ended 31 <sup>st</sup> March 2018 together with the Auditors reports thereon and the Report of the Board of Directors.
2.		Ordinary resolution	Re-appointment of Ms. Arathi Krishna (DIN 00517456) as a director.
3.	Special business	Ordinary resolution	Ratification of remuneration of Cost Auditor for the financial year ending 31 <sup>st</sup> March 2019.



**Sundram Fasteners Limited – 55<sup>th</sup> AGM on 24<sup>th</sup> August 2018**  
**Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM**

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **108744** for the same.
4. Integrated Registry Management Services Private Limited, your Company's Share Transfer Agent (RTA), has maintained and provided the records relating to the members of the Company.
5. Notice convening the 55<sup>th</sup> AGM (along with the Annual report for the financial year ended 31<sup>st</sup> March 2018) was sent to the 57,049 members (as on 13<sup>th</sup> July 2018), all the directors and all the auditors in terms of Section 101 of the Act and Regulation 36 of LODR in the manner indicated below:
  - (a) Soft copies by e-mail were sent to 43,678 members having e-mail addresses by NSDL on **27<sup>th</sup> July 2018**.
  - (b) Hard copies were despatched by courier to 19,386 members and this was completed by the RTA on **29<sup>th</sup> July 2018**.
  - (c) Both soft copies and hard copies were sent to the members residing in Chennai, [included in both (a) and (b) above]
  - (d) Hard copies were sent on **27<sup>th</sup> July 2018** to all the Directors, Auditors and Secretarial Auditors by hand delivery/ courier.
6. Notice of the AGM was also sent to NSE and BSE on **27<sup>th</sup> July 2018** as required under Regulation 30 of LODR.
7. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 31<sup>st</sup> July 2018** in Business Standard (in English) and Makkal Kural (in Tamil).
8. **17<sup>th</sup> August 2018** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
9. As on the cut-off date, the Company's paid-up equity share capital consisted of 21,01,28,370 equity shares of ₹1/- each held by 59,059 shareholders. This included 10,66,095 equity shares in Sundram Fasteners Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR and 7,95,119 equity shares in Investor Education and Protection Fund Authority Ministry of Corporate Affairs (*IEPF*).
10. The remote e-voting facility was available **from 9.00 A.M. on 21<sup>st</sup> August 2018 to 5.00 P.M. on 23<sup>rd</sup> August 2018**.
11. The **55<sup>th</sup> AGM was held** on Friday the **24<sup>th</sup> August 2018 at 10.00 A.M.** at The Music Academy- T T Krishnamachari Auditorium (Main Hall), New No. 168, T.T.K. Road, Royapettah, Chennai 600 014.
12. I displayed the two empty ballot boxes used for the ballot process and locked them. Ballot papers were then distributed to enable those members present at AGM venue in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
13. On the completion of the voting at 11.15 am, I opened both the ballot boxes and took possession of the ballots for verification.
14. I then unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment.
15. I **scrutinized the votes cast** through remote e-voting and the ballot process, and validated the same with the list of members and their holding as on the cut-off date. I noted that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.





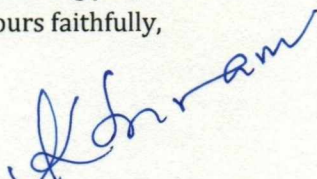
**Sundram Fasteners Limited – 55<sup>th</sup> AGM on 24<sup>th</sup> August 2018**  
**Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM**

16. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
17. The actual participation of members in the voting was as follows:  
 (a) 215 members participated in the voting through remote e-voting process; and  
 (b) 53 ballot papers were received for the ballot process at the AGM.
18. While all the electronic ballots were treated as valid, 23 ballot papers were treated as **invalid** for various reasons as indicated below:  
 (a) Folio number mismatch.  
 (b) Number of shares for which voting was exercised not indicated in the ballot.  
 (c) Voting by unregistered proxy  
 (d) Signature on the ballot not matching with the specimen on record.
19. The **combined results** of voting through remote e-voting and ballot process 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.	245	13,16,65,344	244	13,16,64,344	99.99%	1	1,000	0.01%
2.	245	13,16,65,344	238	13,16,62,790	99.99%	7	2,554	0.01%
3.	244	13,16,30,344	236	13,14,36,390	99.85%	8	1,93,954	0.15%

20. **All the three (3) resolutions have been passed with more than the requisite majority on the date of the AGM, namely 24<sup>th</sup> August 2018.** 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

