Sundram Fasteners Limited

Email: investorshelpdesk@corp.sfl.co.in

REGISTERED & CORPORATE OFFICE
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April 16, 2015

National Stock Exchange of India Limited (NSE) By NEAPS / Email
Scrip Code - SUNDRMFAST
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

BSE Limited (BSE) By Listing Centre / Email / Courier
Scrip Code - 500403
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sir / Madam,

Clause 35A of the Listing Agreement – Details of Voting Results
Postal Ballot

Pursuant to Clause 35A of the Listing Agreement, the details of voting results of the Postal Ballot conducted by the Company between 14th March 2015 (9.00 am) and 13th April 2015 (6.00 pm) are provided in the **Annexure** as per the prescribed format along with the Scrutiniser's Report on Postal Ballot and E-Voting.

We request you to the take the same on record.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

V G Jaganathan
Chief Financial Officer & Company Secretary

Annexure

Sundram Fasteners Limited – Postal Ballot

I. Attendance of members

1.	Date of AGM	Not Applicable
2.	Total Number of shareholders on the cut-off date 6th March 2015 for the purpose of e-voting and poll	**39,724**
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	

II. Voting by members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Remarks
1	Appointment of Sri B Muthuraman (holding DIN 00004757) as an independent director for a term of five (5) consecutive years from 16th April 2015 to 15th April 2020	Ordinary	Postal Ballot / E-Voting	Resolution passed with requisite majority.

III. Results of ~~Poll~~ / Postal ballot / E-Voting by members

The mode of voting for all resolutions was:

- Postal Ballot with E-Voting facility.

In this connection, we enclose the following:

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

For SUNDRAM FASTENERS LIMITED

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

V G Jaganathan
Chief Financial Officer & Company Secretary

Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through Postal Ballot.

Resolution	Promoter/Public	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**
Appointment of Sri B Muthuraman (holding DIN 00004757) as an independent director for a term of five (5) consecutive years from 16th April 2015 to 15th April 2020	Promoter and Promoter Group	10,40,85,280	10,40,85,280	100.00	10,40,85,280	0	100.00	0
	Public – Institutional holders	4,60,11,528	3,50,83,699	76.24	3,50,83,699	0	100.00	0
	Public-Others	6,00,31,562	82,23,755	13.69	82,04,335	19,420	99.76	0.24
	Total	21,01,28,370	14,73,92,734		14,73,73,314	19,420		

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

S Krishnamurthy & Co.,
Company Secretaries

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Nandanam Extension, Chennai-600035
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E-mail: skco.cs@gmail.com
sriram.krishnamurthy@rediffmail.com

16th April 2015

To,
The Chairman and Managing Director
Sundram Fasteners Limited
Auras Corporate Centre, 7th Floor,
98-A, Dr. Radhakrishnan Salai, Mylapore
Chennai – 600 004.

Dear Sir,

Subject: **Postal ballot process under Section 110 of the Companies Act, 2013 – Scrutiniser's report**

1. Your Board of Directors, by a resolution passed on 25th February 2015, initiated a postal ballot process for appointment of Sri B Muthuraman as an Independent director for a period of five years from 16th April 2015 to 15th April 2020, and appointed me as the Scrutiniser.
2. The company provided e-voting facility for the postal ballot process on the electronic voting platform of National Securities Depository Limited (NSDL), and intimated availability of e-voting facility to the members in the notice of postal ballot.
3. Despatch of notices of postal ballot to all the 39,724 members whose names appeared in the Register of Members / Record of Depositories as on 6th March 2015, the cut-off date fixed for the purpose, was completed by 13th March 2015 in the following manner:
   (a) By e-mail (sent by NSDL) to the registered e-mail address of 19,882 members.
   (b) Through registered post (by the RTA) to 19,835 members.
4. NSDL has informed that in case of 7 members e-mail addresses were invalid and in case of 27 members the emails sent bounced back.
5. The company has intimated the postal ballot process and sent the notice of postal ballot to the National Stock Exchange of India Limited and BSE Limited, where its securities are listed.
6. The company has also served the notice of postal ballot to all directors and the auditors of the Company.
7. The company has published advertisements about having despatched the postal ballot notices and ballot forms, on 14th March 2015, in the following newspapers:
   (a) "Economic Times", a national English newspaper, in English.
   (b) "Dinamalar", a Tamil newspaper circulating in the State of Tamilnadu, where the registered office is situated, in Tamil.
8. The last time and date for receipt of physical postal ballots was fixed as 6 P.M. on Monday, **13th April 2015**. The E-Voting period commenced on Saturday, **14th March 2015**, at 9 A.M. and ended on Monday, **13th April 2015**, at 6 P.M.

9. All the physical postal ballot forms received upto that time which were opened in my presence and scrutinised. I did not receive any postal ballot forms were after that date and time, also did not receive any mutilated postal ballot forms.
10. After completion of the E-voting period I have unblocked the votes cast in the presence of two witnesses not in the employment of the company and generated the e-voting report from the e-voting website of NSDL.
11. Contents of the physical postal ballots and the e-voting report furnished by NSDL were recorded in a separate register maintained for the purpose in electronic form.
12. A summary of the votes cast on physical postal ballots as well as through e-voting is given below:

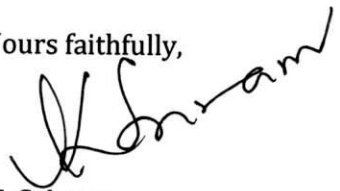
Particulars		**No. of members**	**No. of shares held**
Total number of members and shares		39,724	21,01,28,370
Total ballots	Through postal ballot	909	---
	Through e-voting	300	
	Total	1,209	
Less: Invalid ballots (all physical ballots)		72	
Total valid votes cast	Through postal ballot	837	10,77,05,464
	Through e-voting	300	3,96,87,270
	Total	**1,137**	**14,73,92,734**
Valid votes cast '**For**' the resolution	Through postal ballot	831	10,76,92,444
	Through e-voting	290	3,96,80,870
	Total	**1,121**	**14,73,73,314**
	% of valid votes cast	**--**	**99.99%**
Number of valid votes cast '**Against**' the resolution	Through postal ballot	6	13,020
	Through e-voting	10	6,400
	Total	**16**	**19,420**
	% of valid votes cast	**--**	**0.01%**

13. **99.99%** of the valid votes have been cast 'for' the resolution and **0.01 %** of the valid votes have been cast 'Against' the resolution. The resolution has hence been passed as on ordinary resolution with the requisite majority.

14. You may accordingly declare the results of postal ballot.

Thanking you,

Yours faithfully,



K. Sriram
Scrutiniser