Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
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August 22, 2015

National Stock Exchange of India Limited — 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 — By Listing Centre / Email / Courier
Scrip Code - 500403
Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Dear Sir / Madam,

Clause 35A of the Listing Agreement – Details of Voting Results
52nd AGM held on 21st August 2015

Pursuant to Clause 35A of the Listing Agreement, the details of voting results of the 52nd Annual General Meeting of the Shareholders of the Company held on 21st August 2015 are provided in the **Annexure** as per the prescribed format along with the Scrutiniser's Reports on remote E-Voting and Poll.

We request you to the take the same on record.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

V G Jaganathan
Chief Financial Officer & Company Secretary

Intertek

Annexure

Sundram Fasteners Limited - Annual General Meeting held on 21st August 2015

I. Attendance of members

1.	Date of AGM	**21st August 2015**
2.	Total Number of shareholders on the cut-off date 14th August 2015 for the purpose of remote e-voting and poll	**38,866**
3.	No of Shareholders present in the meeting either in person or through proxy:	**2,661**
	a) Promoters and Promoter Group	**2**
	b) Public	**2,659**
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable

II. Voting by members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Remarks
1	Adoption of financial statements including the consolidated financial statements, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2015	Ordinary	Remote E-Voting / Poll	Resolution passed with more than requisite majority.
2	Re-appointment of Sri Venu Srinivasan as a Director, who retires by rotation	Ordinary	Remote E-Voting / Poll	Resolution passed with more than requisite majority.
3	Ratification of appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration	Ordinary	Remote E-Voting / Poll	Resolution passed with more than requisite majority.
4	Ratification of remuneration to Sri P Raju Iyer, Cost Auditor, for the financial year ended 31st March, 2015 and for the financial year ending 31st March, 2016	Ordinary	Remote E-Voting / Poll	Resolution passed with more than requisite majority.

III. Results of Poll / postal ballot / Remote E-Voting by members

The mode of voting for all resolutions was:

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

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In this connection, we enclose the following:

1. Results of voting through remote E-Voting and Poll, in the prescribed format.
2. Consolidated Scrutiniser's Report.

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 the remote E-voting facility / Poll conducted at the Annual General Meeting held on 21st August 2015.

Resolution No.1	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
Adoption of financial statements including the consolidated financial statements, Report of the Board of Directors and Auditors for financial year ended 31st March 2015	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	37670535	29686276	78.80	29686276	0	100	0
	Public-Others	68372555	8297852	12.14	8297842	10	99.99	0.01
	Total	210128370	142069408	67.61	142069398	10	99.99	0.01

SUNDRAM FASTENERS LIMITED
CHENNAI
600 004

Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the remote E-voting facility / Poll conducted at the Annual General Meeting held on 21st August 2015.

Resolution No.2	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
Re-appointment of Sri Venu Srinivasan, as a director, who retires by rotation	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	37670535	30686276	81.46	30609586	76690	99.75	0.25
	Public-Others	68372555	8296252	12.13	8278590	17662	99.79	0.21
	Total	210128370	143067808	68.09	142973456	94352	99.93	0.07

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the remote E-voting facility / Poll conducted at the Annual General Meeting held on 21st August 2015.

Resolution No.3	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
Ratification of appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as Statutory Auditors and fixing their remuneration	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	37670535	30686276	81.46	29626699	1059577	96.55	3.45
	Public-Others	68372555	8297852	12.14	8296950	902	99.99	0.01
	Total	210128370	143069408	68.09	142008929	1060479	99.26	0.74

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the remote E-voting facility / Poll conducted at the Annual General Meeting held on 21st August 2015.

Resolution No.4	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
Ratification of remuneration to Sri P Raju Iyer, Cost Auditor, for the financial year ended 31st March 2015 and for the financial year ending 31st March, 2016	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	37670535	30686276	81.46	30667571	18705	99.94	0.06
	Public-Others	68372555	8297251	12.14	8294241	3010	99.96	0.04
	Total	210128370	143068807	68.09	143047092	21715	99.98	0.02

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

K. SRIRAM, B.Com., A.C.A., F.C.S.
Practising Company Secretary

Old No.17, New No.16, Pattammal Street,
Mandaveli, Chennai – 600 028.
Phone: 4207 4012 / 2461 1440
E-mail ID: sriram.krishnamurthy@rediffmail.com

Consolidated Scrutiniser's Report

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

22nd August 2015

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

Dear Sir,

Sub: Remote e-voting and ballot process in respect of the 52nd Annual General Meeting of Sundram Fasteners Limited *(the Company)* **on 21st August 2015** *(AGM)*

I have been appointed by the Company to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the above referred AGM. I submit my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102198 for the same.

2. As per the information provided by the Company/ Integrated Enterprises (India) Limited, the Registrar & Transfer Agents (RTA), notice dated 29th May 2015 convening the AGM was sent to members of the Company *(other than members whose share were lying in Sundram Fasteners Limited Unclaimed Suspense Account)* as on 10th July 2015, in the manner set out below:
   (a) Through e-mail sent (by NSDL) on 23rd July 2015 to 16,422 members.
   (b) Through registered post sent (by RTA) on 23rd July 2015 to 22,415 members.

3. The Company issued a public notice on 24th July 2015, setting out the prescribed particulars with regard to remote e-voting process and other connected matters, by way of advertisements in Business Standard (in English) and Makkal Kural (in Tamil).

4. **14th August 2015** was fixed as the **cut-off date** for the purpose of determining the eligibility to vote by electronic means or in the AGM.

5. As on the cut-off date, the paid-up equity share capital of the Company consisted of 21,01,28,370 equity shares of Re.1/- each. This included 18,30,984 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of clause 5A(II) of the listing agreement with stock exchanges.

K. SRIRAM ★ CP No. 2215 CHENNAI-35 ★ PRACTISING COMPANY SECRETARY

Accordingly, **38,865 members were eligible to vote on an aggregate of 20,82,97,386 equity shares.**

6. **Remote e-voting** facility was open for **three days from 9.00 a.m. on 18th August 2015 and closed at 5.00 p.m. on 20th August 2015,** the day preceding the date of the AGM.

7. The **AGM was held on Friday, the 21st August, 2015, at 10:00 a.m.**, at the Music Academy, T T Krishnamachari Auditorium (Main Hall), New No. 168, T T K Road, Royapettah, Chennai - 600014.

8. Facility for voting through ballot paper *(in Form MGT-12)* was made available at the AGM and the members who attended the AGM in person or through proxy, who had not voted through remote e-voting, were able to exercise their voting right at the AGM. I displayed two empty ballot boxes which were to be used for the voting process at the AGM and locked them, in the presence of members and proxies. After the voting process was over, I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.

9. After counting the votes cast at the AGM, I also unblocked the electronic votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company, on 21st August 2015.

10. I have **scrutinized the votes cast**:
    (a) Physically **at the AGM** through ballot papers; and
    (b) Electronically, **through remote e-voting**, between 9.00 a.m. on 18th August 2015 and 5.00 p.m. on 20th August 2015, in the platform provided by NSDL.

11. I have validated the votes cast with the list of members and their holding as on the cut-off date, as provided by the RTA.

12. I have also verified and confirmed that:
    (a) No voting rights were exercised in respect of the 18,30,984 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of clause 5A(II) of the listing agreement.
    (b) No member who had voted through remote e-voting facility participated in the ballot process at the AGM.

13. I have considered ballot papers as invalid under the following circumstances:
    (a) Number of shares for which vote is exercised was not entered;
    (b) Signature on the ballot paper did not match with the specimen signature available with the RTA/ the Company;
    (c) Attendance was not recorded by the voting member/ proxy;
    (d) Specimen signature was not available for verification;
    (e) Not signed by or on behalf of the member or the registered proxy; and
    (f) Signed by a member who did not have any shares on the cut-off date.

K. SRIRAM ★ PRACTISING COMPANY SECRETARY ★ CP NO. 2215 CHENNAI -35

14. I have recorded particulars of the assent and dissent received, along with other prescribed particulars, in a register maintained in electronic form.

15. The items of business set out in the AGM notice and covered by the e-voting/ ballot are:

Item	Type of resolution	Subject matter
1	Ordinary	Adoption of stand-alone and consolidated financial statements and reports of the Board of Directors and Auditors for the year ended 31st March 2015.
2	Ordinary	Re-appointment of Mr. Venu Srinivasan *(DIN 00051523)*, who retires by rotation, as director.
3	Ordinary	Ratification of appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai *(Firm Registration No. 004207S)*, as Statutory Auditors for the second year in the transitional period of three years, for remuneration to be fixed by the Board of Directors.
4	Ordinary	Ratification of remuneration to Mr. P Raju Iyer, Practising Cost Accountant *(Membership No. 6987)* as Cost Auditor for the financial years ending 31st March 2015 and 31st March 2016.

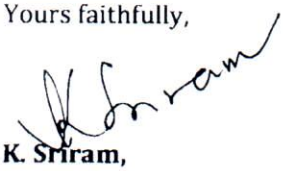
16. The combined result of voting through remote e-voting and through ballot papers at the AGM venue are as under:

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.	202	14,20,69,408	201	14,20,69,398	99.99	1	10	0.01
2.	202	14,30,67,808	194	14,29,73,456	99.93	8	94,352	0.07
3.	203	14,30,69,408	197	14,20,08,929	99.26	6	10,60,479	0.74
4.	201	14,30,68,807	198	14,30,47,092	99.98	3	21,715	0.02

17. **All the four (4) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 21st August 2015.**

Please declare the results accordingly.

Thanking you,
Yours faithfully,





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