Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
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March 11, 2016

National Stock Exchange of India Limited — By NEAPS / cmlist@nse.co.in
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 / Courier / corp.relations@bseindia.com
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,

Proceedings for declaration of results of voting by 3rd Postal Ballot

We enclose herewith a copy of the Proceedings for declaration of results of voting by 3rd Postal Ballot of our Company held on March 3, 2016.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

V G Jaganathan
Chief Financial Officer & 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, MARCH 3, 2016 AT 5.00 P.M.

Present

Directors
Sri Suresh Krishna
Chairman and Managing Director

In attendance
Sri V G Jaganathan
Chief Financial Officer & Company Secretary

Scrutiniser
Sri K Sriram,
Practising Company Secretary, Chennai

* * * *

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

Sri K Sriram, Scrutiniser, informed that:

(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 17,96,150 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, March 1, 2016.
(v) Both the resolutions had been passed with more than the requisite majority; and
(vi) The resolutions would have to be considered as passed on March 1, 2016, 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 Scrutiniser then submitted his report setting out the results on the voting by Postal Ballot / Remote E-Voting to the Chairman and Managing Director.

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 - SPECIAL RESOLUTION

ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

Particulars	Postal Ballot & Remote E-Voting
Number of valid ballots	938
Number of valid votes received	14,61,50,404
Votes in favour of the resolution	14,55,51,472 (908 ballots)
Votes against the resolution	5,98,932 (30 ballots)
Invalid votes	Not considered by the Scrutiniser
% of votes cast in favour (assent)	99.59%
% of votes cast against (dissent)	0.41%
RESULT	The *Special Resolution* was **passed** on March 1, 2016, as more than the requisite majority of votes were cast / polled in favour of the resolution.

SUNDRAM FASTENERS LTD. CHENNAI 600 004 MYLAPORE

The Chairman and Managing Director then declared that the following *Special Resolution*, as set out in the Postal Ballot Notice dated January 18, 2016, was carried with more than requisite majority.

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and pursuant to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations / Guidelines and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, approval of the members of the Company is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to issue / offer / invite for subscription / to allot Secured Redeemable Non-Convertible Debentures ("NCDs") including but not limited to subordinate debt, bonds and / or other debt securities (hereinafter collectively referred as "Securities"), on private placement basis, listed or unlisted, in one or more tranches during a period of one year from the date of passing of this special resolution, to eligible person(s), upto a limit of Rs 300 Crores (Rupees Three Hundred Crores), within the overall borrowing limits of the Company, approved by the members of the Company from time to time.

RESOLVED FURTHER THAT the Board is hereby authorised to determine the terms of the issue including providing security over any of the Company's assets, the class of investors to whom such Securities to be issued, timing of the issue, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium / discount, appointment of trustee(s), listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any director(s) and / or officer(s) of the Company, as it may in its absolute discretion deem necessary."

RESOLUTION NO.2 – ORDINARY RESOLUTION

TRANSFER OF SHARES IN CERTAIN SUBSIDIARIES OF THE COMPANY

Particulars	Postal Ballot & Remote E-Voting
Number of valid ballots	929
Number of valid votes received	14,61,39,045
Votes in favour of the resolution	14,56,00,860 (888 ballots)
Votes against the resolution	5,38,185 (41 ballots)
Invalid votes	Not considered by the Scrutiniser
% of votes in favour (assent)	99.63%
% of votes cast against (dissent)	0.37%
RESULT	The *Ordinary Resolution* was **passed** on March 1, 2016, 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 January 18, 2016, was carried with more than requisite majority.

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification and re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999 and such other approvals, sanctions, consents and permissions as may be necessary, consent is hereby accorded to the Board of Directors of the Company or any Committee thereof, for the transfer of entire voting share capital (100%) of Cramlington Precision Forge Limited, United Kingdom and entire voting share capital (100%) of Sundram Fasteners (Zhejiang) Limited, China, to a new Intermediate Holding Company (IHC) to be formed in United Kingdom (which will be a wholly-owned subsidiary of the Company), for a consideration of Rs 249.99 Crores (Rupees Two Hundred and Forty Nine Crores and Ninety Nine Lakhs) to be settled by the IHC by way of issuance of shares of equal value in accordance with applicable laws and for execution of formal documents / agreements in this regard.

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RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof will have absolute discretion to decide all connected matters in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, are hereby authorised to execute the documents, deeds or writings required to be executed in relation to the transfer of the shares and other incidental documents, make applications to regulatory and governmental authorities for the purpose of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution."

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Date of entry: March 10, 2016

Sd/-
V G Jaganathan
Chief Financial Officer & Company Secretary

Sd/-
Suresh Krishna
Chairman and Managing Director
March 11, 2016
Chennai

