Sundram Fasteners Limited

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March 3, 2016

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
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,

Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)
Details of Voting Results - 3rd Postal Ballot

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 3rd Postal Ballot conducted by the Company between February 1, 2016 (9.00 am) and March 1, 2016 (6.00 pm) are provided in the **Annexure** as per the prescribed format along with the Scrutiniser's Report on Postal Ballot and Remote E-Voting.

We request you to the take the same on record.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

S Meenakshisundaram
President - Finance

Intertek

Annexure

Sundram Fasteners Limited – Postal Ballot

I. Attendance of members

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date January 18, 2016 for the purpose of voting by post and remote e-voting	**38,987**
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	
	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	Issue of Non-Convertible Debentures on private placement basis	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2	Transfer of shares of certain subsidiaries of the Company	Ordinary	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority

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

The mode of voting for all resolutions was:

- Postal Ballot with Remote E-Voting facility.

In this connection, we enclose the following:

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

For SUNDRAM FASTENERS LIMITED

S Meenakshisundaram
President - Finance

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 Postal Ballot

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
Special Resolution			**1**	**2**	**(3)=[(2)/(1)]*100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Issue of Non-Convertible Debentures on private placement basis.	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	45,459,288	34,499,977	75.89	34,409,990	89,987	99.74	0.26
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot							
		Total		**34,499,977**	**75.89**	**34,409,990**	**89,987**	**99.74**	**0.26**
	Public- Non Institutions	E-Voting	60,583,802	5,581,980	9.21	5,567,560	14,420	99.74	0.26
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		1,983,167	3.27	1,488,642	494,525	75.06	24.94
		Total		**7,565,147**	**12.48**	**7,056,202**	**508,945**	**93.27**	**6.73**
	TOTAL		**210,128,370**	**146,150,404**	**69.55**	**145,551,472**	**598,932**	**99.59**	**0.41**

SUNDRAM FASTENERS LIMITED CHENNAI INDIA

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 Postal Ballot

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**
Transfer of shares of certain subsidiaries of the Company	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		104,085,280	100.00	104,085,280	0	100.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	45,459,288	34,477,893	75.84	34,477,893	0	100.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		Total		**34,477,893**	**75.84**	**34,477,893**	**0**	**100.00**	**0.00**
	Public- Non Institutions	E-Voting	60,583,802	5,609,240	9.26	5,565,640	43,600	99.22	0.78
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		1,966,632	3.25	1,472,047	494,585	74.85	25.15
		Total		**7,575,872**	**12.51**	**7,037,687**	**538,185**	**92.90**	**7.10**
	TOTAL		**210,128,370**	**146,139,045**	**69.55**	**145,600,860**	**538,185**	**99.63**	**0.37**

SUNDRAM FASTENERS LIMITED CHENNAI INDIA

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

Old No.17, New No.16, Pattammal Street,
Mandaveli, Chennai – 600 028.
Phone: 044 – 4207 4012 / 2461 1440
E-mail: sriram.krishnamurthy@rediffmail.com

3rd March 2016

To,
The Chairman and Managing Director,
Sundram Fasteners Limited
Auras Corporate Centre, 7th Floor, 98-A, Dr. Radhakrishnan Salai,
Mylapore, Chennai–600004.

Dear Sir,

Subject: **Third postal ballot process under Section 110 of the Companies Act, 2013 from 1st February 2016 to 1st March 2016- Scrutiniser's report**

1. Your Board of Directors, by a resolution passed at their meeting held on 18th January 2016, initiated a postal ballot process for transacting the following two items of business and appointed me as the Scrutiniser for the process:
   (i) Issue of non-convertible debentures upto Rs.300 crores on private placement basis; and
   (ii) Transfer of shares held in two foreign subsidiaries and receipt of shares in an intermediate holding company as consideration for the same
2. **18th January 2016** was fixed as **the cut-off date** for the purpose of determining the members entitled to vote and number of votes that may be cast by each of them.
3. E-voting facility was provided for the postal ballot process on the electronic voting platform of National Securities Depository Limited (NSDL), and its availability was intimated to the members in the notice of postal ballot.
4. Despatch of notices of the postal ballot to all the 38,987 members whose names appeared in the Register of Members / Record of Depositories as on 18th January 2016, was completed by 1st February 2016 in the following manner:
   (a) By e-mail (sent by NSDL) to the registered e-mail address of 21,255 members. Out of this in case of 35 members where the emails sent bounced back, the notices were sent by registered post on 8th February 2016.
   (b) Through registered post (by the Registrars and Transfer Agents) to 17,732 members.
5. The decision of the Board of Directors to conduct the postal ballot process was duly intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Company's equity shares are listed, on 18th January 2016, in terms of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (**LODR**).
6. Notice of postal ballot was duly sent to NSE and BSE on 1st February 2016 in terms of regulation 30 of LODR. Notice of the postal ballot was also sent to all the directors and the auditors of the Company on 1st February 2016.
7. Advertisements about having despatched the postal ballot notices and ballot forms were published on 2nd February 2016, in the following newspapers:
   (a) "Economic Times", a national English newspaper, in English.
   (b) "Makkal Kural", 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 6.00 p.m. on Tuesday, **1st March 2016**. The E-Voting period commenced on Monday, **1st February 2016**, at 9 A.M. and ended on Tuesday, **1st March 2016**, at 6 P.M.
9. All physical postal ballot forms received upto 6.00 pm on 1st March 2016 were opened in my presence and scrutinised. I did not receive any postal ballot forms after that date and time. I have also not received any mutilated postal ballot forms.
10. After the E-voting period concluded, I have unblocked the e-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. No e-votes were recorded after 6.00 p.m. on 1st March 2016.
11. I have recorded the contents of the physical postal ballots and the e-voting report furnished by NSDL in a separate register maintained for the purpose in electronic form.
12. I have not considered the 17,96,150 equity shares held in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of regulation 39 read with Schedule VI of LODR.
13. In three cases where votes have been cast on physical and electronic modes, the physical ballots have been considered as invalid.
14. I give below a summary of the votes cast on physical postal ballots as well as through e-voting:

A. Eligibility

Particulars	**Number of members**	**Number of votes**
Total as on 18th January 2016	38,987	21,01,28,370
Less: Sundram Fasteners Limited Unclaimed Suspense Account (votes frozen)	1	17,96,150
Eligible members and votes	**38,986**	**20,83,32,220**

B. Response

Ballots received	**Resolution no 1**	**Resolution no 2**
Through postal ballot	817	817
Through e-voting	219	224
Total	**1,036**	**1,041**
Less: Invalid (all physical ballots)	98	112
Valid ballots considered	**938**	**929**



Sundram Fasteners Limited

Scrutiniser's report on 3rd Postal Ballot-1st February 2016 to 1st March 2016

C. Results

Particulars of valid ballots/ votes		Resolution no 1		Resolution no 2	
		Ballots	**Votes**	**Ballots**	**Votes**
Total	Through postal ballot	719	10,60,68,447	705	10,60,51,912
	Through e-voting	219	4,00,81,957	224	4,00,87,133
	Total	***938***	***14,61,50,404***	***929***	***14,61,39,045***
'For' *(Assent)*	Through postal ballot	698	10,55,73,922	676	10,55,57,327
	Through e-voting	210	3,99,77,550	212	4,00,43,533
	Total	***908***	***14,55,51,472***	***888***	***14,56,00,860***
	% of valid votes cast	**99.59%**		**99.63%**	
'Against' *(Dissent)*	Through postal ballot	21	4,94,525	29	4,94,585
	Through e-voting	9	1,04,407	12	43,600
	Total	***30***	***5,98,932***	***41***	***5,38,185***
	% of valid votes cast	**0.41%**		**0.37%**	
Outcome of the process		**Passed as a special resolution**		**Passed as an ordinary resolution**	

15. Both the resolutions are deemed to have been duly passed on 1st March 2016.

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

Thanking you,
Yours faithfully,

K. Sriram,
Scrutiniser.

K. SRIRAM
CP NO.2215
CHENNAI
PRACTISING COMPANY SECRETARY