Sundram Fasteners Limited

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August 20, 2016

National Stock Exchange of India Limited (NSE) 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 (BSE) 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,

Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)
Details of Voting Results – 53rd AGM held on August 19, 2016

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 53rd Annual General Meeting of the Shareholders of the Company held on August 19, 2016 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 the take the same on record.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

R. Dilip

R Dilip Kumar
Vice President – Finance & Company Secretary

Intertek

Annexure

Sundram Fasteners Limited – Annual General Meeting (AGM) held on August 19, 2016

I. Attendance of members

1.	Date of the AGM	August 19, 2016
2.	Total Number of shareholders on the cut-off date August 12, 2016 for the purpose of remote e-voting and ballot process.	***39,666**
3.	No of Shareholders present in the meeting either in person or through proxy:	**3,006**
	a) Promoters and Promoter Group	2
	b) Public	3,004
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable
	a) Promoters and Promoter Group	
	b) Public	

*Excludes Sundram Fasteners Limited Unclaimed Suspense Account (1 Folio)

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 statements including the consolidated financial statements, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2016.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
2	Re-appointment of Sri K Ramesh as a Director, who retires by rotation.	Ordinary	Remote E-Voting / Ballot Process	No	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 / Ballot Process	No	Resolution passed with more than requisite majority
4	Ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority

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

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 19, 2016

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 statements including the consolidated financial statements, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2016.	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll*		104,085,280	100.00	104,085,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	41,132,913	31,174,134	75.79	31,174,134	0	100.00	
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**31,174,134**	**75.79**	**31,174,134**	**0**	**100.00**	**0.00**
	Public- Non Institutions	E-Voting	64,910,177	59,00,732	9.09	58,99,432	1,300	99.98	0.02
		Poll*		21,36,252	3.29	21,36,252	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**80,36,984**	**12.38**	**80,35,684**	**1,300**	**99.98**	**0.02**
	TOTAL		**210,128,370**	**143,296,398**	**68.19**	**143,295,098**	**1,300**	**99.99**	**0.01**

*Ballot Process

R. Dinesh

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

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 19, 2016

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 Sri K Ramesh as a Director, who retires by rotation.	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll*		104,085,280	100.00	104,085,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	41,132,913	30,072,939	73.11	26,513,622	35,59,317	88.16	11.84
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**30,072,939**	**73.11**	**26,513,622**	**35,59,317**	**88.16**	**11.84**
	Public- Non Institutions	E-Voting	64,910,177	59,02,352	9.09	21,72,677	37,29,675	36.81	63.19
		Poll*		21,36,252	3.29	21,36,252	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**80,38,604**	**12.38**	**43,08,929**	**37,29,675**	**53.60**	**46.40**
	TOTAL		**210,128,370**	**142,196,823**	**67.67**	**134,907,831**	**72,88,992**	**94.87**	**5.13**

*Ballot Process

R. Dinesh

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

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 19, 2016

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 appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll*		104,085,280	100.00	104,085,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	41,132,913	31,174,134	75.79	28,643,285	25,30,849	91.88	8.11
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**31,174,134**	**75.79**	**28,643,285**	**25,30,849**	**91.88**	**8.11**
	Public- Non Institutions	E-Voting	64,910,177	59,01,882	9.09	58,79,057	22,825	99.61	0.39
		Poll*		21,36,252	3.29	21,36,252	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**80,38,134**	**12.38**	**80,15,309**	**22,825**	**99.72**	**0.28**
	TOTAL		**210,128,370**	**143,297,548**	**68.20**	**140,743,874**	**25,53,674**	**98.22**	**1.78**

*Ballot Process

R. Dinibu

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

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 19, 2016

Resolution No 4	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 31st March, 2017.	Promoter and Promoter Group	E-Voting	104,085,280	0	0.00	0	0	0.00	0.00
		Poll*		104,085,280	100.00	104,085,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**104,085,280**	**100.00**	**104,085,280**	**0**	**100.00**	**0.00**
	Public- Institutions	E-Voting	41,132,913	31,174,134	75.79	31,174,134	0.00	100.00	0
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**31,174,134**	**75.79**	**31,174,134**	**0.00**	**100.00**	**0.00**
	Public- Non Institutions	E-Voting	64,910,177	59,02,352	9.09	58,77,627	24,725	99.58	0.42
		Poll*		21,36,252	3.29	21,36,252	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		**80,38,604**	**12.38**	**80,13,879**	**24,725**	**99.69**	**0.31**
	TOTAL		**210,128,370**	**143,298,018**	**68.20**	**143,273,293**	**24,725**	**99.98**	**0.02**

*Ballot Process

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

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

Scrutiniser's Report

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

20th August 2016

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

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 53rd Annual General meeting (AGM) on 19th August 2016 - submission of Scrutiniser's report

Your Board of Directors have, vide resolution passed on 20th May 2016, appointed me to act as the Scrutiniser for the remote e-voting and the ballot processes, in connection with the said AGM. I am submitting 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) 104338 for the same.
2. As per the details furnished by Integrated Enterprises (India) Limited, the Company's share transfer agent (RTA), 40,026 members appeared in the Register of members/ Record of Depositories (list of members) as on 8th July 2016. This list of members excluded the details of the shareholders whose shares were lying in Sundram Fasteners Limited Unclaimed Suspense Account. I am informed that the despatch of the Notice convening the 53rd AGM ("Notice") and the Annual Report for the year ended 31st March 2016 ("Annual Report") to **the members set out in the above referred list was completed on 22nd July 2016.**
3. The prescribed particulars with regard to the remote e-voting process were duly advertised on 23rd July 2016 in Business Standard (in English) and Makkal Kural (in Tamil).
4. AGM notice along with the Annual Report was also sent to the Company's directors, auditors, secretarial auditors and cost auditors by hand delivery/ courier/ e-mail on 25th July 2016.
5. Copies of the AGM notice and the paper advertisements in respect of the e-voting were also submitted to the stock exchanges in which the Company's shares are listed on 21st July 2016 and 26th July 2016 respectively.
6. **12th August 2016** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate in the said e-voting and ballot processes.

K.SRIRAM PRACTISING COMPANY SECRETARY CP NO. 2215

"SHRESHTAM". Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com skco.cs@gmail.com

7. As on the cut-off date, the Company's paid-up capital consisted of 21,01,28,370 equity shares of Re.1/- each. This included 17,78,350 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("LODR"). Consequently, 39,666 members were eligible to vote on an aggregate of 20,83,50,020 equity shares.
8. The **remote e-voting** facility was kept open in the NSDL portal **from 9.00 am on 16th August 2016 to 5.00 pm on 18th August 2016**. One hundred and forty-seven (147) shareholders voted through remote e-voting.
9. The AGM was duly held at The Music Academy – T T Krishnamachari Auditorium (Main Hall), 168, TT K Road, Royapettah, Chennai 600014 on Friday, the 19th August 2016 at 10.00 a.m. The Chairman announced that a ballot process would be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights.
10. The two empty ballot boxes meant to be used for the ballot process were displayed to the members at the meeting and locked. Ballot papers in Form No. MGT-12, duly authenticated by me, were distributed to those members at the AGM hall who wanted to vote through the ballot process.
11. On completion of the voting through ballot process at 11.25 a.m, the Chairman declared the AGM as closed.
12. I then opened both the ballot boxes in the presence of two witnesses not in the employment of the Company and counted the number of ballots. A total of eighty-seven (87) ballots were cast in the ballot process, out of which twenty-two (22) ballots were treated as invalid on account of the following reasons:
    (a) Number of shares on which votes were cast were not indicated (18 ballots);
    (b) Signatures did not match with the specimen available (3 ballots); and
    (c) No specimen signature was available for validation (1 ballot).
13. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date. I have also verified and confirmed that:
    (a) No voting rights were exercised in respect of the 17,78,350 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR.
    (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.
14. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
15. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Item No.	Type of resolution	Subject matter
1.	Ordinary	Adoption of audited financial statements *(standalone and consolidated)* and reports of the Board of Directors and the Auditors for the year ended 31st March 2016.

K.SRIRAM CP No. 2215 PRACTISING COMPANY SECRETARY

Item No.	Type of resolution	Subject matter
2.	Ordinary	Re-appointment of Mr. K Ramesh *(holding DIN 00556922)*, as a director liable to retire by rotation.
3.	Ordinary	Ratification of re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, *(having Firm Registration No. 004207S)*, as Statutory Auditors for the third year in the transitional term of three consecutive years approved at the 51st AGM.
4.	Ordinary	Ratification of remuneration payable to Mr. P Raju Iyer, Practising Cost Accountant *(Membership no. 6987)* for the financial year ending 31st March 2017.

16. The consolidated results of the voting through remote e-voting through NSDL portal (electronic ballots) and the ballot process at the AGM venue (physical ballots) are as under:

Item No.	*Electronic and physical ballots/ votes cast*							
	Total		In favour of the resolution			Against the resolution		
	Ballots	*Votes cast*	*Ballots*	*Votes cast*	*% of votes*	*Ballots*	*Votes cast*	*% of votes*
1.	211	14,32,96,398	209	14,32,95,098	99.999%	2	1,300	0.001%
2.	210	14,21,96,821	160	13,49,07,829	94.87%	50	72,88,992	5.13%
3.	210	14,32,97,546	192	14,07,43,870	98.22%	18	25,53,676	1.78%
4.	211	14,32,98,016	203	14,32,73,289	99.98%	8	24,727	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 19th August 2016**. You may declare the results accordingly.

Thanking you,
Yours faithfully,

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

K.SRIRAM * CP NO.2215 * PRACTISING COMPANY SECRETARY