Sundram Fasteners Limited

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REGISTERED & CORPORATE OFFICE
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September 29, 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
2nd Postal Ballot

Pursuant to Clause 35A of the Listing Agreement, the details of voting results of the 2nd Postal Ballot conducted by the Company between August 28, 2015 (9.00 am) and September 28, 2015 (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

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

V G Jaganathan
Chief Financial Officer & Company Secretary

Intertek

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 August 14, 2015 for the purpose of voting by post and remote e-voting	**38,866**
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	Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director for the remaining period of his present tenure.	Special	Postal Ballot / Remote E-Voting	Resolution passed with more than requisite majority
2	Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director for the remaining period of her present tenure.	Ordinary	Postal Ballot / Remote E-Voting	Resolution passed with more than requisite majority
3	Re-appointment of Sri Suresh Krishna as Chairman and Managing Director from 1st July 2016.	Special	Postal Ballot / Remote E-Voting	Resolution passed with more than requisite majority
4	Re-appointment of Ms Arathi Krishna as Joint Managing Director from 3rd May 2016.	Ordinary	Postal Ballot / Remote E-Voting	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

V G Jaganathan
Chief Financial Officer & Company Secretary

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 Postal Ballot

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
Special Resolution		**1**	**2**	**(3)=[(2)/(1)]*100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Revision in remuneration payable to Sri Suresh Krishna, Chairman and Managing Director for the remaining period of his present tenure	Promoter and Promoter Group	104,085,280	10,40,85,280	100.00	10,40,85,280	0	100.00	0
	Public – Institutional holders	37,670,535	30,751,380	81.63	30,710,508	40,872	99.87	0.13
	Public-Others	68,372,555	15,555,122	22.75	15,496,156	58,966	99.62	0.38
	Total	210,128,370	150,391,782	71.57	150,291,944	99,838	99.93	0.07

SUNDRAM FASTENERS LIMITED CHENNAI 600 004

Sundram Fasteners Limited

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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**
Revision in remuneration payable to Ms Arundathi Krishna, Deputy Managing Director for the remaining period of her present tenure.	Promoter and Promoter Group	104,085,280	10,40,85,280	100.00	10,40,85,280	0	100.00	0
	Public – Institutional holders	37,670,535	30,751,380	81.63	30,710,508	40,872	99.87	0.13
	Public-Others	68,372,555	15,543,191	22.73	15476,105	67,086	99.57	0.43
	Total	210,128,370	150,379,851	71.57	150,271,893	107,958	99.93	0.07



Sundram Fasteners Limited

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

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
Special Resolution		**1**	**2**	**(3)=[(2)/(1)]*100**	**4**	**5**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Re-appointment of Sri Suresh Krishna as Chairman and Managing Director from 1st July 2016	Promoter and Promoter Group	104,085,280	10,40,85,280	100.00	10,40,85,280	0	100.00	0
	Public – Institutional holders	37,670,535	30,751,380	81.63	28,043,361	2,708,019	91.19	8.81
	Public-Others	68,372,555	15,542,799	22.73	15,421,316	121,483	99.22	0.78
	Total	210,128,370	150,379,459	71.57	147,549,957	2,829,502	98.12	1.88



Sundram Fasteners Limited

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

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**
Re-appointment of Ms Arathi Krishna as Joint Managing Director from 3rd May 2016.	Promoter and Promoter Group	104,085,280	10,40,85,280	100.00	10,40,85,280	0	100.00	0
	Public – Institutional holders	37,670,535	30,751,380	81.63	29,909,179	842,201	97.26	2.74
	Public-Others	68,372,555	15,542,786	22.73	15,423,297	119,489	99.23	0.77
	Total	210,128,370	150,379,446	71.57	149,417,756	961,690	99.36	0.64

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

Scrutiniser's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

29th September 2015

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

Dear Sir,

Sub: Postal ballot process of Sundram Fasteners Limited *(the Company)* **initiated through notice dated 14th August 2015**

I have been appointed to act as the Scrutiniser for a postal ballot process initiated by the Company through notice dated 14th August 2015, involving remote e-voting and physical ballot papers, for passing four resolutions on 28th September 2015. I submit my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by the Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102575 for the same.

2. As per information provided by the Company/ Integrated Enterprises (India) Limited, Registrar & Transfer Agents (RTA) to the Company, notice of postal ballot dated 14th August 2015 was sent to all the members *(other than those whose shares were lying in Sundram Fasteners Limited Unclaimed Suspense Account)* as on 14th August 2015, in the manner set out below:
   (a) Through e-mail (by NSDL) on 28th August 2015 to 20,593 members.
   (b) Through registered post (by RTA) on 28th August 2015 to 18,272 members.

3. The Company issued a public notice on 29th August 2015, setting out the prescribed particulars with regard to dispatch of notices of postal ballot, remote e-voting facility and other connected matters, by way of advertisements in The Economic Times (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.

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

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

6. **Voting** facility was open for **thirty two days, from 9.00 a.m. on 28th August 2015 and to 6.00 p.m. on 28th September 2015**. Facility for voting through ballot paper was also made available to enable members who could not vote through remote e-voting, to exercise their voting rights.

7. I unblocked the electronic votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company, on 29th September 2015.

8. I have scrutinized the votes cast through remote e-voting / ballot papers received between 9.00 a.m. on 28th August 2015 and 6.00 p.m. on 28th September 2015, and validated the votes cast with the list of members and their holding as on the cut-off date, as provided by the RTA.

9. I have also verified and confirmed that no voting rights have been 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.

10. I have not considered votes/ ballot papers as valid under the following circumstances:
    (a) Neither assent nor dissent is mentioned.
    (b) Both assent and dissent are mentioned.
    (c) Signature on the ballot paper did not match with the specimen signature available with the depositories / RTA.
    (d) Not signed by the member.
    (e) Postal ballot form is not accompanied by a certified copy of resolution in cases where representatives of body corporate have signed the form.
    (f) Votes cast through postal ballot, in cases where votes have been cast through remote e-voting also.

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

12. 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	Special	Revision in remuneration payable to Mr. Suresh Krishna, Chairman and Managing Director, for the remaining period of his present tenure.

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

2	Ordinary	Revision in remuneration payable to Ms. Arundathi Krishna, Deputy Managing Director, for the remaining period of her present tenure.
3	Special	Re-appointment of Mr. Suresh Krishna, Chairman and Managing Director, from 1st July 2016.
4	Ordinary	Re-appointment of Ms. Arathi Krishna, as Joint Managing Director, from 3rd May 2016.

13. The combined result of voting through remote e-voting and through ballot papers are as under:

Item No.	**Total valid ballots/votes**		Valid ballots/ votes **in favour** of the resolution			Valid ballots/ votes **against** the resolution			Total Invalid Votes
	Ballots	*Votes cast*	*Ballots*	*Votes cast*	*% of votes*	*Ballots*	*Votes cast*	*% of votes*	
1.	915	15,03,91,782	853	15,02,91,944	99.93	62	99,838	0.07	3,200
2.	908	15,03,79,851	834	15,02,71,893	99.93	74	1,07,958	0.07	3,200
3.	909	15,03,79,459	848	14,75,49,957	98.12	61	28,29,502	1.88	3,200
4.	907	15,03,79,446	841	14,94,17,756	99.36	66	9,61,690	0.64	3,200

14. **All the four (4) resolutions have been passed with more than the requisite majority on the last date of voting, namely 28th September 2015.**

Please declare the results accordingly.

Thanking you,
Yours faithfully,

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

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