



## Sundram Fasteners Limited

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March 13, 2020

### National Stock Exchange of India Limited (NSE)

*Scrip Code - SUNDRMFAST*  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

By NEAPS

### BSE Limited (BSE)

*Scrip Code - 500403*  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 001

By Listing Centre

Dear Sir / Madam,

**Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)**  
**Details of Voting Results – 9<sup>th</sup> Postal Ballot**

Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 9<sup>th</sup> Postal Ballot conducted by the Company between February 11, 2020 (9.00 am) and March 11, 2020 (5.00 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 take the same on record.

Thanking you,

Yours truly,  
For SUNDRAM FASTENERS LIMITED

**R Dilip Kumar**  
Vice President – Finance & Company Secretary



Intertek



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**Annexure**

**Sundram Fasteners Limited – 9<sup>th</sup> 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 31, 2020 for the purpose of voting by post and remote e-voting	<b>59,886</b>
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.	Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2021 in which such remuneration exceeds 50% of the total annual remuneration payable to all Non-Executive Directors for the said year pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special	Postal Ballot / Remote E-Voting	No	Resolution passed with more than requisite majority
2.	Approval of re-appointment of Sri B Muthuraman (DIN: 00004757) as a Non-Executive Independent Director of the Company commencing from April 16, 2020 to September 25, 2024.	Special	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

  
**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 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
Approval of remuneration payable to Sri Suresh Krishna (DIN: 00046919), Chairman and Non-Executive Director for the financial year ending March 31, 2021 in which such remuneration exceeds 50% of the total annual remuneration payable to all Non-Executive Directors for the said year pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		<b>Total</b>		<b>10,40,85,280</b>	<b>100.00</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	5,48,22,539	4,37,96,856	79.89	2,60,22,466	1,77,74,390	59.42	40.58
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>4,37,96,856</b>	<b>79.89</b>	<b>2,60,22,466</b>	<b>1,77,74,390</b>	<b>59.42</b>	<b>40.58</b>
	Public- Non Institutions	E-Voting	5,12,20,551	46,24,492	9.09	46,07,565	16,927	99.63	0.37
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		21,81,178	4.26	21,59,956	21,222	99.03	0.97
		<b>Total</b>		<b>68,05,670</b>	<b>13.29</b>	<b>67,67,521</b>	<b>38,149</b>	<b>99.44</b>	<b>0.56</b>
	<b>TOTAL</b>		<b>21,01,28,370</b>	<b>15,46,87,806</b>	<b>73.62</b>	<b>13,68,75,267</b>	<b>1,78,12,539</b>	<b>88.48</b>	<b>11.52</b>





## 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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approval of re-appointment of Sri B Muthuraman (DIN: 00004757) as a Non-Executive Independent Director of the Company commencing from April 16, 2020 to September 25, 2024.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		<b>Total</b>		<b>10,40,85,280</b>	<b>100.00</b>	<b>10,40,85,280</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public-Institutions	E-Voting	5,48,22,539	4,39,47,856	80.16	4,39,47,856	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
		<b>Total</b>		<b>4,39,47,856</b>	<b>80.16</b>	<b>4,39,47,856</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	Public- Non Institutions	E-Voting	5,12,20,551	46,25,221	9.03	46,15,997	9,224	99.80	0.20
		Poll (Not Applicable)		0	0.00	0	0	0.00	0.00
		Postal Ballot		21,80,757	4.26	21,67,657	13,100	99.40	0.60
		<b>Total</b>		<b>68,05,978</b>	<b>13.29</b>	<b>67,83,654</b>	<b>22,324</b>	<b>99.67</b>	<b>0.33</b>
	<b>TOTAL</b>			<b>21,01,28,370</b>	<b>15,48,39,114</b>	<b>73.69</b>	<b>15,48,16,790</b>	<b>22,324</b>	<b>99.99</b>





**Consolidated Scrutinizer's Report**

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

12<sup>th</sup> March 2020

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

Dear Sir,

**Sub: Scrutinizer's Report on 9<sup>th</sup> Postal ballot conducted under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014**

I have, vide a resolution passed by your Board of Directors on 29<sup>th</sup> January 2020, been **appointed to act as the Scrutinizer** for the Company's **Ninth Postal Ballot** process, which was initiated to obtain the approval of your members by way of **special resolutions** for **two** items of business as set out below:

**Business transacted through the 9<sup>th</sup> Postal Ballot**

1. Approval of remuneration payable to Sri Suresh Krishna, Chairman (DIN: 00046919) and Non-Executive Director for the financial year ending 31<sup>st</sup> March 2021 in view of the likelihood of it exceeding 50% of the total annual remuneration payable to all Non-Executive Directors for the said year **(Special Resolution)**.
2. Approval of the re-appointment of Sri B. Muthuraman (DIN 00004757) as a Non-Executive Independent Director for a period effective from April 16, 2020 to September 25, 2024 **(Special Resolution)**.

**I submit my consolidated report as under:**

1. The Company is a listed company with the equity shares being listed with the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
2. The Company selected National Securities Depository Limited (NSDL), as the agency to provide the e-voting platform for the remote e-voting process. NSDL allotted **E-voting Event Number (EVEN) 112768** for the Company's **Ninth Postal Ballot**.
3. **31<sup>st</sup> January 2020** was fixed by your Board as the **cut-off date** for determining the members who were eligible to vote either through remote e-voting or through physical ballot and the number of votes each of them could exercise.





**Sundram Fasteners Limited-9<sup>th</sup> Postal Ballot -11<sup>th</sup> February 2020 to 11<sup>th</sup> March 2020**  
**Consolidated Scrutinizer's report**

4. Notice of the 9<sup>th</sup> Postal Ballot was sent/ filed **on 11<sup>th</sup> February 2020, to/ with various persons/ entities and in the manner set out below:**
  - (a) Sent to **59,886 members** as set out below:
    - (i) Through **registered post** (sent by RTA) to **10,847** members, along with ballot paper and postage prepaid business reply envelope;
    - (ii) Through **e-mail** (sent by NSDL) to **49,039** members;
  - (b) Filed online with the **NSE and BSE** in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (**LODR**);
  - (c) Sent by email to the **Auditors, Secretarial Auditors and Cost Auditor** of the Company
  - (d) Sent by email/ hand delivery to all **directors** of the Company
5. The Notice and prescribed particulars about the remote e-voting process were duly **advertised on 12<sup>th</sup> February 2020** in Business Standard (in English) and Makkal Kural (in Tamil).
6. The voting period was **from 9.00 am on 11<sup>th</sup> February 2020 to 5.00 pm on 11<sup>th</sup> March 2020**.
7. Integrated Registry Management Services Private Limited, your Share Transfer Agents (**RTA**), provided the details of the members who held shares on the cut-off date and accordingly were eligible to participate in the postal ballot.
8. The Company's paid-up equity share capital **as on the cut-off date** consisting of 21,01,28,370 equity shares of ₹1/- each, which was held by 59,886 members, included the following on which **voting rights were frozen as per Regulation 39 read with Schedule VI of LODR:**
  - (a) 8,43,191 equity shares in Sundram Fasteners Limited Unclaimed Suspense Account; and
  - (b) 9,76,662 equity shares on which dividend had not been claimed for seven consecutive years and transferred to and held by the Investor Education and Protection Fund Authority Ministry of Corporate Affairs (IEPF) as per Section 124 of the Act.
9. **After 5.00 P.M. on 11<sup>th</sup> March 2020**, I unblocked the votes cast through **remote e-voting** in the presence of two witnesses not in the employment of the Company and obtained the remote e-voting report from the e-voting website of NSDL.
10. All the **physical postal ballots** received in the postage pre-paid business reply envelopes not later than **5.00 P.M. on 11<sup>th</sup> March 2020** were opened in my presence and scrutinized.
11. The votes cast through remote e-voting as well as through physical postal ballots were validated with the list of members and their holding as on the cut-off date.
12. I also noted that:
  - (a) **No voting rights were exercised** in respect of any of the 8,43,191 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account in terms of LODR as well as 9,76,662 held by IEPF in terms of the Act.
13. I have recorded particulars of the votes cast through remote e-voting and the physical ballots in a separate register maintained in electronic form.
14. A total of **866 members participated** in the voting process. All the 363 electronic ballots were considered as valid. Out of the 503 physical ballot papers received, **411 ballots were considered as valid and 92 were considered invalid** for various reasons as set out below:
  - (i) Mismatch of signature on the ballot paper with the specimen on record
  - (ii) Ballot paper not signed
  - (iii) Assent or dissent not indicated in the ballot paper
  - (iv) Non-availability of specimen signatures with the RTA
  - (v) Voted twice - through remote e-voting as well as physical ballot. Vote cast through physical ballot was considered as invalid.



**Sundram Fasteners Limited-9<sup>th</sup> Postal Ballot -11<sup>th</sup> February 2020 to 11<sup>th</sup> March 2020**  
**Consolidated Scrutinizer's report**

I have not quantified the total number of invalid votes since the concerned ballots themselves were invalid.

15. The combined **results of the 9<sup>th</sup> Postal Ballot** process (both physical ballots and remote e-voting) are as under:

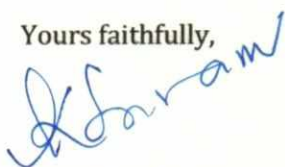
Mode of voting	Resolution No.1		Resolution No.2	
	Ballots	Votes cast	Ballots	Votes cast
<b>Total valid votes/ ballots</b>				
Physical ballots	411	10,62,66,458	405	10,62,66,037
Remote e-voting	358	4,84,21,348	360	4,85,73,077
<b>Total</b>	<b>769</b>	<b>15,46,87,806</b>	<b>765</b>	<b>15,48,39,114</b>
<b>Valid ballots/ votes in favour of the resolution</b>				
Physical ballots	394	10,62,45,236	399	10,62,52,937
Remote e-voting	303	3,06,30,031	341	4,85,63,853
<b>Total</b>	<b>Number</b>	<b>13,68,75,267</b>	<b>Number</b>	<b>15,48,16,790</b>
<b>For</b>	<b>%</b>	<b>88.48%</b>	<b>%</b>	<b>99.99%</b>
<b>Valid ballots/ votes against the resolution</b>				
Physical ballots	17	21,222	6	13,100
Remote e-voting	55	1,77,91,317	19	9,224
<b>Total</b>	<b>Number</b>	<b>1,78,12,539</b>	<b>Number</b>	<b>22,324</b>
<b>Against</b>	<b>%</b>	<b>11.52%</b>	<b>%</b>	<b>0.01%</b>
<b>Type of resolution</b>	<b>Special</b>		<b>Special</b>	
<b>Result</b>	<b>Passed</b>		<b>Passed</b>	

16. Both the resolutions have been passed with more than the requisite majority on 11<sup>th</sup> March 2020.

17. You may declare the results accordingly.

Thanking you,

Yours faithfully,



**K. SRIRAM**

Practising Company Secretary (C.P. No. 2215)

**Scrutinizer**



For SUNDRAM FASTENERS LIMITED

  
**R DILIP KUMAR**  
 Vice President - Finance & Company Secretary