

Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE

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August 9, 2019

National Stock Exchange of India Limited (NSE)

By NEAPS

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

Scrip Code - 500403

Phiroze Jeejeebhoy 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 – 56th AGM held on August 8, 2019

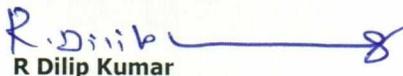
Pursuant to Regulation 44 of the LODR Regulations, the details of voting results of the 56th Annual General Meeting of the Shareholders of the Company held on August 8, 2019 are provided in the **Annexure** as per the prescribed format along with the Scrutinizer's Report on Remote E-Voting and Ballot process.

We request you to take the same on record.

Thanking you,

Yours truly,

For SUNDRAM FASTENERS LIMITED


R Dilip Kumar

Vice President – Finance & Company Secretary



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Annexure

Sundram Fasteners Limited – Annual General Meeting (AGM) held on August 8, 2019

I. Attendance of members

1.	Date of the AGM	August 8, 2019
2.	Total Number of shareholders on the cut-off date August 1, 2019 for the purpose of remote e-voting and ballot process.	61,678
3.	No of Shareholders present in the meeting either in person or through proxy:	
	a) Promoters and Promoter Group	2
	b) Public	3,007
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable
	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	Adoption of audited financial statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
2	Re-appointment of Ms Preethi Krishna (DIN: 02037253) as a Director, who retires by rotation.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
3	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.	Ordinary	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority



Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter/ Promoter Group are interested in the agenda/resolution?	Remarks
4	Re-appointment of Sri R Srinivasan (DIN: 00043658) as a Non-Executive Independent Director for a term of two consecutive years, commencing from September 22, 2019 to September 21, 2021.	Special	Remote E-Voting / Ballot Process	No	Resolution passed with more than requisite majority
5	Issue of Non-Convertible Debentures upto Rs 500 Crores on private placement basis.	Special	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 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 8, 2019

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 statement including the consolidated financial statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,11,97,382	4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
	Public- Non Institutions	E-Voting	5,48,45,708	54,80,176	9.99	54,78,226	1,950	99.96	0.04
		Poll*		3,32,354	0.61	3,32,354	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		58,12,530	10.60	58,10,580	1,950	99.97	0.03
	TOTAL		210,128,370	15,14,96,526	72.10	15,14,94,576	1,950	100.00	0.00

*Ballot Process



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 8, 2019

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 Ms Preethi Krishna (DIN: 02037253) as a Director, who retires by rotation.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,11,97,382	4,15,98,716	81.25	4,15,03,332	95,384	99.77	0.23
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		4,15,98,716	81.25	4,15,03,332	95,384	99.77	0.23
	Public- Non Institutions	E-Voting	5,48,45,708	54,80,176	9.99	54,80,039	137	100.00	0.00
		Poll*		3,32,354	0.61	3,32,354	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		58,12,530	10.60	58,12,393	137	100.00	0.00
TOTAL		210,128,370	15,14,96,526	72.10	15,14,01,005	95,521	99.94	0.06	

*Ballot Process



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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 8, 2019

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 remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,11,97,382	4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
	Public- Non Institutions	E-Voting	5,48,45,708	54,80,176	9.99	54,80,155	21	100.00	0.00
		Poll*		3,32,354	0.61	3,32,354	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		58,12,530	10.60	58,12,509	21	100.00	0.00
	TOTAL		210,128,370	15,14,96,526	72.10	15,14,96,505	21	100.00	0.00

*Ballot Process



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 8, 2019

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
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Re-appointment of Sri R Srinivasan (DIN: 00043658) as a Non-Executive Independent Director for a term of two consecutive years, commencing from September 22, 2019 to September 21, 2021.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,11,97,382	4,15,98,716	81.25	4,03,36,100	12,62,616	96.96	3.04
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		4,15,98,716	81.25	4,03,36,100	12,62,616	96.96	3.04
	Public- Non Institutions	E-Voting	5,48,45,708	54,79,851	9.99	53,66,430	1,13,421	97.93	2.07
		Poll*		3,32,354	0.61	3,32,354	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		58,12,205	10.60	56,98,784	1,13,421	98.05	1.95
TOTAL		210,128,370	15,14,96,201	72.10	15,01,20,164	13,76,037	99.09	0.91	

*Ballot Process



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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 8, 2019

Resolution No 5	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 upto Rs 500 Crores on private placement basis.	Promoter and Promoter Group	E-Voting	10,40,85,280	0	0.00	0	0	0.00	0.00
		Poll*		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		10,40,85,280	100.00	10,40,85,280	0	100.00	0.00
	Public-Institutions	E-Voting	5,11,97,382	4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		4,15,98,716	81.25	4,15,98,716	0	100.00	0.00
	Public- Non Institutions	E-Voting	5,48,45,708	54,82,034	10.00	54,78,824	3,210	99.94	0.06
		Poll*		3,32,354	0.61	3,32,246	108	99.97	0.03
		Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
		Total		58,14,388	10.61	58,11,070	3,318	99.94	0.06
	TOTAL		210,128,370	15,14,98,384	72.10	15,14,95,066	3,318	100.00	0.00

*Ballot Process





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

Consolidated Scrutiniser's Report

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

8th August 2019

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

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your Company's 56th Annual General Meeting (AGM) on 8th August 2019 – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 9th May 2019, been **appointed to act as the Scrutiniser** for the above remote e-voting and ballot process, in connection with the said AGM. I submit my report as under:

1. The Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**). Hence, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), in respect of **all the Five (5) resolutions to be passed at the 56th AGM**.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting/ ballot process were:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of Audited financial statement including the consolidated audited financial statement for the year ended 31 st March 2019 together with the reports of the Board of Directors and Auditors thereon.
2	Ordinary	Ordinary	Re-appointment of Ms. Preethi Krishna (DIN: 02037253), who retires by rotation, as a director.
3	Special	Ordinary	Ratification of the remuneration of Rs.4 lakhs, in addition to reimbursement of travel and out-of-pocket expenses, payable to Mr. P Raju Iyer, Practising Cost Accountant (Membership No.6987) appointed as the Cost Auditor for the financial year ending 31 st March 2020.

Sundram Fasteners Limited- 56th AGM on 8th August 2019
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
4	Special	Special	Re-appointment of Mr. R Srinivasan (DIN: 00043658), aged 77 years, as a Non-Executive Independent Director for a second term of two (2) consecutive years from 22 nd September 2019 to 21 st September 2021.
5	Special	Special	Approval to the Board of Directors to issue/ offer/ invite for subscription and allot Secured Redeemable Non-Convertible Debentures ("NCDs"), including subordinate debt, bonds and/or other debt securities, on private placement basis, listed or unlisted, within a period of one (1) year from the date of passing the special resolution, upto a limit of Rs. 500 crores.

3. National Securities Depository Limited (**NSDL**), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (**EVEN**) **110878** for the same.
4. Integrated Registry Management Services Private Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provided the records relating to the members of the Company.
5. Notice convening the 56th AGM was sent:
 - (a) To all the members (as on 28th June 2019) and shareholders whose shares were lying in the Sundram Fasteners Limited Unclaimed Suspense Account:
 - (i) Through e-mail (sent by NSDL) to 42,471 members, along with electronic copy of the Annual Report, on **15th July 2019**;
 - (ii) Through courier /registered parcel (by the RTA) to 18,491 members, along with physical copies of Abridged Annual Report, latest by **15th July 2019**.
 - (b) To the Directors, Auditors and Secretarial Auditors by courier, along with physical copies of Abridged Annual Report, on **15th July 2019**; and
 - (c) To NSE and BSE, along with electronic copy of the Annual Report, on **15th July 2019**.
6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 16th July 2019** in Business Standard (in English) and Makkal Kural (in Tamil).
7. Notice of the 56th AGM, the Annual Report and financial statements of all the subsidiaries for the financial year ended 31st March 2019 were also disseminated in the Company's website.
8. **1st August 2019** was fixed as the **cut-off date** for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.
9. As on the cut-off date, the Company's paid-up equity share capital consisted of 21,01,28,370 equity shares of Re.1/- each. This included:



Sundram Fasteners Limited- 56th AGM on 8th August 2019
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

- (a) 8,97,943 equity shares in Sundram Fasteners Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
- (b) 9,05,068 equity shares transferred under section 124(6) of the Act and lying in the folio of Investor Education and Protection Fund Authority Ministry Of Corporate Affairs (IEPF) in demat form.
10. The remote e-voting facility was available from **9.00 am on 5th August 2019 to 5.00 pm on 7th August 2019.**
11. The **56th AGM was held** on Thursday, the **8th August 2019** at **10.00 am** at the Music Academy- T T Krishnamachari Auditorium (Main Hall), New No. 168, T.T.K Road, Royapettah, Chennai- 600 014.
12. Two empty ballot boxes used for the ballot process at the AGM venue were displayed and locked in my presence.
13. Ballot process was carried out at the AGM venue by distributing ballot papers to enable those members attending the 56th AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
14. On completion of the voting at 11.15 am, I opened both the ballot boxes and took possession of the ballots for verification. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
15. I have **scrutinized all the votes cast** through remote e-voting (in the NSDL platform) and in the ballot process (at the AGM venue) and validated the same with the list of members and their holding as on the cut-off date.
16. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.
17. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.
18. The participation of members in the voting was as follows:
(a) 212 members participated in the remote e-voting process; and
(b) 43 members participated in the ballot process at the AGM venue.
19. While all the electronic ballots cast through the secure platform provided by NSDL were considered as valid, **ballot papers of 11 members who cast their votes at the AGM venue** were treated as **invalid** for various reasons indicated below:
(a) Assent/ dissent was not indicated - 1
(b) Signature did not match with specimen on record -3
(c) Specimen signature not available on record-2



Sundram Fasteners Limited- 56th AGM on 8th August 2019
Consolidated Scrutiniser's report on remote e-voting and ballot process at the AGM

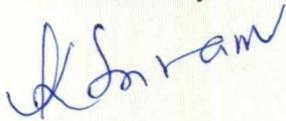
- (d) Attendance at AGM venue not recorded by the shareholder exercising the ballot-4
(e) Voting by unregistered proxy-1

20. The combined results of voting through remote e-voting and ballots process at the AGM venue are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	243	151496526	242	151494576	99.9987%	1	1950	0.0013%
2.	243	151496526	239	151401005	99.9369%	4	95521	0.0631%
3.	243	151496526	242	151496505	100.0000%	1	21	0.0000%
4.	242	151496201	225	150120164	99.0917%	17	1376037	0.9083%
5.	243	151498384	240	151495066	99.9978%	3	3318	0.0022%

21. All the Five (5) resolutions [Three (3) Ordinary resolutions and Two (2) Special resolutions] have been passed with the requisite majority on the date of the 56th AGM, namely 8th August 2019. You may declare the results accordingly.

Thanking you,
Yours faithfully,



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



COUNTERSIGNED BY

For SUNDARAM FASTENERS LIMITED



R DILIP KUMAR
Vice President - Finance & Company Secretary