

22nd September 2014

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

Dear Sir,

Sub: **Scrutiniser's report on the electronic voting** process conducted under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement with stock exchanges

Your Board of Directors, vide resolutions passed at their meeting held on 7th August 2014, **decided to:**

- (a) Convene the 51st Annual General Meeting on 22nd September 2014 ("AGM");
- (b) Transact 11 (eleven) items of business at the AGM by passing **11 (eleven) resolutions;**
- (c) Provide the members of your company electronic voting facility (**e-voting**) to exercise their right to vote on all the 11 resolutions;
- (d) Fix 8th August 2014 as the *record date (cut-off date)* to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.

I have been appointed as the **Scrutiniser** for the said electronic voting process. I submit my report as under:

1. Your company selected **National Securities Depository Limited (NSDL)** to provide the e-voting platform.
2. Your company had **38,002 members** on the **Register of Members/ Record of Depositories as on 8th August 2014.**
3. **Notice of the AGM ("AGM notice")**, was despatched:
 - (a) **Through registered book post to 37,882 members on 18th August 2014**
 - (b) **Through electronic means by NSDL on 27th August 2014 to 17,604 members** who had provided email address for receipt of documents in electronic mode.
4. The AGM notice indicated the process and manner for voting by electronic means and also mentioned that:
 - (a) All the 11 items of business set out in the notice may be transacted through e-voting.
 - (b) **16th September 2014 (9.00 am) to 18th September 2014 (6.00 pm)** would be the time period during which votes may be cast through electronic means ("*e-voting period*"); and
5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
6. Your company has published advertisements on **28th August 2014**, about having sent the AGM notice as well as the availability of e-voting, in:
 - (a) "Business Standard" an English newspaper, in English language; and
 - (b) "Makkal Kural" a Tamil newspaper, in Tamil language.
7. At the end of the e-voting period, I have:
 - (a) Unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
 - (b) Matched/ confirmed the shareholding stated in the electronic and physical ballots with with Register of Members/ Record of Depositories as on 8th August 2014.
 - (c) Recorded the particulars of all the votes cast by members of the company electronically in a separate register maintained for the purpose.



Sundram Fasteners Limited
Scrutiniser's Report – AGM on 22nd September 2014

8. A summary of the e-voting is given below:

Particulars	Number of members	Number of shares/ votes
Total members/ votes as on 8 th August 2014	38,002	21,01,28,370
Participating members and their eligible votes	137	14,14,24,817

Resolutions			Assent (For)		Dissent (Against)		
No	Type	Subject matter	Number of valid votes	%	Number of valid votes	%	
1.	Ordinary	Adoption of financial statements for year ended 31 st March 2014	14,04,24,816	100	0	0.00	
2.	Ordinary	Re-appointment of retiring director Ms. Arathi Krishna	14,14,20,667	99.997	3,600	0.003	
3.	Ordinary	Re-appointment of retiring Auditors M/s. Sundaram & Srinivasan for 3 years and fixing their remuneration	14,02,85,812	99.195	11,39,005	0.805	
4.	Ordinary	Appointment of Independent Directors	Mr. R Ramakrishnan	14,02,82,412	99.192	11,42,405	0.808
5.	Ordinary		Mr. M Raghupathy	14,14,18,217	99.998	3,400	0.002
6.	Ordinary		Mr. C V Karthik Narayanan	14,14,20,592	99.997	3,725	0.003
7.	Ordinary		Mr. V Narayanan	14,02,79,187	99.192	11,42,705	0.808
8.	Ordinary		Mr. R Srinivasan	14,02,81,112	99.192	11,42,305	0.808
9.	Special	Alteration of Articles of Association	14,14,23,717	99.999	500	0.001	
10	Special	Borrowing power upto Rs.1,000 crores in excess of the paid-up capital and free reserves	14,14,23,717	99.999	600	0.001	
11	Special	Creation of charge, lien, mortgage on properties/ assets	14,14,23,017	99.999	600	0.001	

9. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 22nd September 2014.

10. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K SRIRAM,
SCRUTINISER.

