



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]

24th August 2017

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

Dear Sir,


Sub: Remote E-voting and ballot process in respect of your company's 54th Annual General meeting (AGM) on 24th August 2017 - submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 24th May 2017, been appointed to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the said AGM. I submit my consolidated 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 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 intended to be passed at the 54th AGM.
2. National Securities Depository Limited (**NSDL**), the recognized agency selected by your Company to provide the secure e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **106575** for the Company's remote e-voting process.
3. Integrated Registry Management Services Private Limited, being your Company's Registrar & Transfer Agent (**RTA**), maintains and provides the records relating to members of the Company.
4. Notice calling the 54th AGM on 24th August 2017 was sent to the members, directors and auditors in terms of section 101 of the Act, in the manner indicated below:
 - (a) To 46,765 members whose names appeared in the Register of Members/ Record of Depositories as on 14th July 2017 (as provided by the RTA):
 - (i). Through e-mail (sent by NSDL) to 31,835 members on **29th July 2017**.
 - (ii). Through courier/ registered parcel (by RTA) to 20,252 members, from 28th July 2017 to **31st July 2017**.
 - (iii). Through e-mail as well as through courier/ registered parcel to 5,322 members residing in Chennai, included in (i) and (ii) above.
 - (b) To the eleven (11) Directors, the Statutory Auditors, Secretarial Auditor and Cost Auditor by hand delivery/ courier on **1st August 2017**.

For SUNDARAM FASTENERS LIMITED

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R DILIP KUMAR

Vice President - Finance & Company Secretary

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5. The financial statements (including consolidated) for the financial year ended 31st March 2017, the auditor's report and every other document required by law (the Act/ LODR) to be annexed or attached (Annual Report) were also sent along with the notice of the 54th AGM in the same manner. In terms of section 136(1) of the Act, the remuneration details of employees as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was made available for inspection at the registered office of the Company and this was informed through the Board's report.
6. Notice of the 54th AGM was also sent to NSE and BSE on **1st August 2017** as required under Regulation 30 of LODR.
7. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 2nd August 2017** in Business Standard (in English) and Makkal Kural (in Tamil).
8. **17th August 2017** 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 17,28,936 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of LODR. Accordingly, 48,708 members were eligible to vote on an aggregate of **20,83,99,434** equity shares.
10. The remote e-voting facility was available **from 9.00 A.M. on 21st August 2017 to 5.00 P.M. on 23rd August 2017**.
11. The **AGM was held** on Thursday the **24th August 2017 at 10.00 A.M.** at 'The Music Academy', New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai 600 014.
12. The Chairman, after providing clarifications to members for the queries raised by some of them, announced the commencement of the ballot process to enable those members attending the AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
13. I opened and displayed the two empty ballot boxes used for the ballot process at the AGM venue and locked them. Ballot papers were then distributed to members who wanted to exercise their voting rights.
14. The Chairman declared the AGM as closed on completion of the ballot voting.
15. At 11.00 a.m, on completion of the voting, I opened both the ballot boxes and took possession of the ballots for verification.
16. Subsequently, I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
17. I have **scrutinized 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, as provided by the RTA.
18. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 17,28,936 equity shares lying in Sundram Fasteners Limited Unclaimed Suspense Account.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.

For SUNDRAM FASTENERS LIMITED


R DILIP KUMAR
Vice President - Finance & Company Secretary

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19. 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.
20. The participation of members in the voting was as follows:
- (a) **209 members** participated in the **remote e-voting** process; and
- (b) **38 members** participated in the **ballot process** at the AGM.
21. While all the electronic ballots cast through the secure remote e-voting platform provided by NSDL were treated as valid, 11 ballot papers cast physically at the AGM venue were treated as invalid for various reasons set out below:

Sl	Reason for treating ballot paper as invalid	Number of ballots
(a)	Number of shares for which voting rights exercised not mentioned	6
(b)	Signed by unregistered proxies	2
(c)	Signature mismatch with specimen on record	2
(d)	Client Id not mentioned	1
	Total	11

22. The items of business set out in the notice of the 54th AGM and covered by the remote e-voting/ ballot process were:

Item No.	Type of business	Type of resolution	Subject matter
1.	Ordinary	Ordinary	Adoption of audited financial statements including the consolidated financial statements for the financial year ended 31 st March 2017 together with the reports Auditors thereon and the report of the Board of Directors.
2.	Ordinary	Ordinary	Declaration of final dividend of Rs.2.80 per equity share for the financial year ended 31 st March 2017.
3.	Ordinary	Ordinary	Re-appointment of Ms. Arundathi Krishna (DIN: 00270935), who retires by rotation at the 54 th AGM, as a Director.
4.	Ordinary	Ordinary	Appointment of B S R & Co., LLP, Chartered Accountants, Chennai (Reg.No.101248W/W-100022) as Statutory Auditors for a term of five consecutive years, subject to ratification at every Annual General Meeting on such remuneration as may be determined by the Board of Directors.
5.	Special	Ordinary	Ratification of remuneration payable to Mr. P Raju Iyer, Cost Auditor, for the financial year ending 31 st March,2018

For SUNDARAM FASTENERS LIMITED


R DILIP KUMAR
Vice President - Finance & Company Secretary



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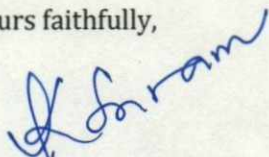
23. The consolidated result of voting through remote e-voting and ballot process at the AGM venue are as under:

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.	236	135138275	234	135138124	99.99	2	151	0.01
2.	236	135138275	234	135138124	99.99	2	151	0.01
3.	231	135135540	223	135069139	99.95	8	66401	0.05
4.	235	135137075	230	135136579	99.99	5	496	0.01
5.	235	135137775	227	135137154	99.99	8	621	0.01

24. All the five (5) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 24th August 2017. You may declare the results accordingly.

Thanking you,

Yours faithfully,



K. Sriram,

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



For SUNDRAM FASTENERS LIMITED


R DILIP KUMAR
 Vice President - Finance & Company Secretary