

Consolidated Scrutiniser's Report

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

22nd August 2015

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

Dear Sir,

Sub: Remote e-voting and ballot process in respect of the 52nd Annual General Meeting of Sundram Fasteners Limited (the Company) on 21st August 2015 (AGM)

I have been appointed by the Company to act as the Scrutiniser for the remote e-voting and ballot processes, in connection with the above referred AGM. I submit my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102198 for the same.
2. As per the information provided by the Company/ Integrated Enterprises (India) Limited, the Registrar & Transfer Agents (RTA), notice dated 29th May 2015 convening the AGM was sent to members of the Company (*other than members whose share were lying in Sundram Fasteners Limited Unclaimed Suspense Account*) as on 10th July 2015, in the manner set out below:
 - (a) Through e-mail sent (by NSDL) on 23rd July 2015 to 16,422 members.
 - (b) Through registered post sent (by RTA) on 23rd July 2015 to 22,415 members.
3. The Company issued a public notice on 24th July 2015, setting out the prescribed particulars with regard to remote e-voting process and other connected matters, by way of advertisements in Business Standard (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 by electronic means or in the AGM.
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 the listing agreement with stock exchanges.

Countersigned by

Page 1 of 3

For SUNDARAM FASTENERS LIMITED


SURESH KRISHNA
Chairman & Managing Director



Sundram Fasteners Limited-52nd AGM on 21st August 2015
Consolidated Scrutiniser's report

Accordingly, 38,865 members were eligible to vote on an aggregate of 20,82,97,386 equity shares.

6. **Remote e-voting** facility was open for **three days from 9.00 a.m. on 18th August 2015 and closed at 5.00 p.m. on 20th August 2015**, the day preceding the date of the AGM.
7. The **AGM was held on Friday, the 21st August, 2015, at 10:00 a.m.**, at the Music Academy, T T Krishnamachari Auditorium (Main Hall), New No. 168, T T K Road, Royapettah, Chennai – 600014.
8. Facility for voting through ballot paper (*in Form MGT-12*) was made available at the AGM and the members who attended the AGM in person or through proxy, who had not voted through remote e-voting, were able to exercise their voting right at the AGM. I displayed two empty ballot boxes which were to be used for the voting process at the AGM and locked them, in the presence of members and proxies. After the voting process was over, I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.
9. After counting the votes cast at the AGM, I also unblocked the electronic votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company, on 21st August 2015.
10. I have **scrutinized the votes cast**:
 - (a) Physically **at the AGM** through ballot papers; and
 - (b) Electronically, **through remote e-voting**, between 9.00 a.m. on 18th August 2015 and 5.00 p.m. on 20th August 2015, in the platform provided by NSDL.
11. I have validated the votes cast with the list of members and their holding as on the cut-off date, as provided by the RTA.
12. I have also verified and confirmed that:
 - (a) No voting rights were 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.
 - (b) No member who had voted through remote e-voting facility participated in the ballot process at the AGM.
13. I have considered ballot papers as invalid under the following circumstances:
 - (a) Number of shares for which vote is exercised was not entered;
 - (b) Signature on the ballot paper did not match with the specimen signature available with the RTA/ the Company;
 - (c) Attendance was not recorded by the voting member/ proxy;
 - (d) Specimen signature was not available for verification;
 - (e) Not signed by or on behalf of the member or the registered proxy; and
 - (f) Signed by a member who did not have any shares on the cut-off date.

Countersigned by

Page 2 of 3

For **SUNDRAM FASTENERS LIMITED**



SURESH KRISHNA
Chairman & Managing Director



Sundram Fasteners Limited-52nd AGM on 21st August 2015

Consolidated Scrutiniser's report

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

15. 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	Ordinary	Adoption of stand-alone and consolidated financial statements and reports of the Board of Directors and Auditors for the year ended 31 st March 2015.
2	Ordinary	Re-appointment of Mr. Venu Srinivasan (DIN 00051523), who retires by rotation, as director.
3	Ordinary	Ratification of appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S), as Statutory Auditors for the second year in the transitional period of three years, for remuneration to be fixed by the Board of Directors.
4	Ordinary	Ratification of remuneration to Mr. P Raju Iyer, Practising Cost Accountant (Membership No. 6987) as Cost Auditor for the financial years ending 31 st March 2015 and 31 st March 2016.

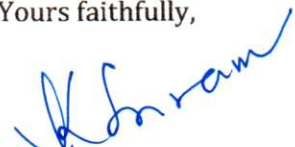
16. The combined result of voting through remote e-voting and through ballot papers at the AGM venue are as under:

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.	202	14,20,69,408	201	14,20,69,398	99.99	1	10	0.01
2.	202	14,30,67,808	194	14,29,73,456	99.93	8	94,352	0.07
3.	203	14,30,69,408	197	14,20,08,929	99.26	6	10,60,479	0.74
4.	201	14,30,68,807	198	14,30,47,092	99.98	3	21,715	0.02

17. All the four (4) ordinary resolutions have been passed with more than the requisite majority on the date of the AGM, namely 21st August 2015.

Please declare the results accordingly.

Thanking you,
Yours faithfully,


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



Countersigned by

Page 3 of 3

For SUNDARAM FASTENERS LIMITED


SURESH KRISHNA
Chairman & Managing Director