

Scrutiniser's Report

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

29th September 2015

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

Dear Sir,

Sub: Postal ballot process of Sundram Fasteners Limited (the Company) initiated through notice dated 14th August 2015

I have been appointed to act as the Scrutiniser for a postal ballot process initiated by the Company through notice dated 14th August 2015, involving remote e-voting and physical ballot papers, for passing four resolutions on 28th September 2015. I submit my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by the Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102575 for the same.
2. As per information provided by the Company/ Integrated Enterprises (India) Limited, Registrar & Transfer Agents (RTA) to the Company, notice of postal ballot dated 14th August 2015 was sent to all the members (*other than those whose shares were lying in Sundram Fasteners Limited Unclaimed Suspense Account*) as on 14th August 2015, in the manner set out below:
 - (a) Through e-mail (by NSDL) on 28th August 2015 to 20,593 members.
 - (b) Through registered post (by RTA) on 28th August 2015 to 18,272 members.
3. The Company issued a public notice on 29th August 2015, setting out the prescribed particulars with regard to dispatch of notices of postal ballot, remote e-voting facility and other connected matters, by way of advertisements in The Economic Times (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.

For SUNDRAM FASTENERS LIMITED


ARATHI KRISHNA
Joint Managing Director

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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 listing agreements with stock exchanges. Accordingly, **38,865 members were eligible to vote on an aggregate of 20,82,97,386 equity shares.**
6. **Voting** facility was open for **thirty two days, from 9.00 a.m. on 28th August 2015 and to 6.00 p.m. on 28th September 2015.** Facility for voting through ballot paper was also made available to enable members who could not vote through remote e-voting, to exercise their voting rights.
7. I unblocked the electronic votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company, on 29th September 2015.
8. I have scrutinized the votes cast through remote e-voting / ballot papers received between 9.00 a.m. on 28th August 2015 and 6.00 p.m. on 28th September 2015, and validated the votes cast with the list of members and their holding as on the cut-off date, as provided by the RTA.
9. I have also verified and confirmed that no voting rights have been 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.
10. I have not considered votes/ ballot papers as valid under the following circumstances:
 - (a) Neither assent nor dissent is mentioned.
 - (b) Both assent and dissent are mentioned.
 - (c) Signature on the ballot paper did not match with the specimen signature available with the depositories / RTA.
 - (d) Not signed by the member.
 - (e) Postal ballot form is not accompanied by a certified copy of resolution in cases where representatives of body corporate have signed the form.
 - (f) Votes cast through postal ballot, in cases where votes have been cast through remote e-voting also.
11. I have recorded particulars of assent and dissent received, along with other prescribed particulars, in a register maintained in electronic form.
12. 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 | Special | Revision in remuneration payable to Mr. Suresh Krishna, Chairman and Managing Director, for the remaining period of his present tenure. |



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| | | |
|---|----------|--|
| 2 | Ordinary | Revision in remuneration payable to Ms. Arundathi Krishna, Deputy Managing Director, for the remaining period of her present tenure. |
| 3 | Special | Re-appointment of Mr. Suresh Krishna, Chairman and Managing Director, from 1 st July 2016. |
| 4 | Ordinary | Re-appointment of Ms. Arathi Krishna, as Joint Managing Director, from 3 rd May 2016. |

13. The combined result of voting through remote e-voting and through ballot papers are as under:

| Item No. | Total valid ballots/votes | | Valid ballots/ votes in favour of the resolution | | | Valid ballots/ votes against the resolution | | | Total Invalid Votes |
|----------|---------------------------|--------------|--|--------------|------------|---|------------|------------|---------------------|
| | Ballots | Votes cast | Ballots | Votes cast | % of votes | Ballots | Votes cast | % of votes | |
| 1. | 915 | 15,03,91,782 | 853 | 15,02,91,944 | 99.93 | 62 | 99,838 | 0.07 | 3,200 |
| 2. | 908 | 15,03,79,851 | 834 | 15,02,71,893 | 99.93 | 74 | 1,07,958 | 0.07 | 3,200 |
| 3. | 909 | 15,03,79,459 | 848 | 14,75,49,957 | 98.12 | 61 | 28,29,502 | 1.88 | 3,200 |
| 4. | 907 | 15,03,79,446 | 841 | 14,94,17,756 | 99.36 | 66 | 9,61,690 | 0.64 | 3,200 |

14. **All the four (4) resolutions have been passed with more than the requisite majority on the last date of voting, namely 28th September 2015.**

Please declare the results accordingly.

Thanking you,
Yours faithfully,



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



For SUNDRAM FASTENERS LIMITED


ARATHI KRISHNA
Joint Managing Director