

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

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3rd March 2016

To,
The Chairman and Managing Director,
Sundram Fasteners Limited
Auras Corporate Centre, 7th Floor, 98-A, Dr. Radhakrishnan Salai,
Mylapore, Chennai-600004.

Dear Sir,

**Subject: Third postal ballot process under Section 110 of the Companies Act, 2013
from 1st February 2016 to 1st March 2016- Scrutiniser's report**

1. Your Board of Directors, by a resolution passed at their meeting held on 18th January 2016, initiated a postal ballot process for transacting the following two items of business and appointed me as the Scrutiniser for the process:
 - (i) Issue of non-convertible debentures upto Rs.300 crores on private placement basis; and
 - (ii) Transfer of shares held in two foreign subsidiaries and receipt of shares in an intermediate holding company as consideration for the same
2. **18th January 2016** was fixed as **the cut-off date** for the purpose of determining the members entitled to vote and number of votes that may be cast by each of them.
3. E-voting facility was provided for the postal ballot process on the electronic voting platform of National Securities Depository Limited (NSDL), and its availability was intimated to the members in the notice of postal ballot.
4. Despatch of notices of the postal ballot to all the 38,987 members whose names appeared in the Register of Members / Record of Depositories as on 18th January 2016, was completed by 1st February 2016 in the following manner:
 - (a) By e-mail (sent by NSDL) to the registered e-mail address of 21,255 members. Out of this in case of 35 members where the emails sent bounced back, the notices were sent by registered post on 8th February 2016.
 - (b) Through registered post (by the Registrars and Transfer Agents) to 17,732 members.
5. The decision of the Board of Directors to conduct the postal ballot process was duly intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Company's equity shares are listed, on 18th January 2016, in terms of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 (LODR).
6. Notice of postal ballot was duly sent to NSE and BSE on 1st February 2016 in terms of regulation 30 of LODR. Notice of the postal ballot was also sent to all the directors and the auditors of the Company on 1st February 2016.
7. Advertisements about having despatched the postal ballot notices and ballot forms were published on 2nd February 2016, in the following newspapers:
 - (a) "Economic Times", a national English newspaper, in English.
 - (b) "Makkal Kural", a Tamil newspaper circulating in the State of Tamilnadu, where the registered office is situated, in Tamil.



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Scrutiniser's report on 3rd Postal Ballot-1st February 2016 to 1st March 2016

8. The **last time and date** for receipt of physical postal ballots was fixed as 6.00 p.m. on Tuesday, **1st March 2016**. The E-Voting period commenced on Monday, **1st February 2016**, at 9 A.M. and ended on Tuesday, **1st March 2016**, at 6 P.M.
9. All physical postal ballot forms received upto 6.00 pm on 1st March 2016 were opened in my presence and scrutinised. I did not receive any postal ballot forms after that date and time. I have also not received any mutilated postal ballot forms.
10. After the E-voting period concluded, I have unblocked the e-votes cast in the presence of two witnesses not in the employment of the Company and generated the e-voting report from the e-voting website of NSDL. No e-votes were recorded after 6.00 p.m. on 1st March 2016.
11. I have recorded the contents of the physical postal ballots and the e-voting report furnished by NSDL in a separate register maintained for the purpose in electronic form.
12. I have not considered the 17,96,150 equity shares held in Sundram Fasteners Limited Unclaimed Suspense Account on which voting rights were frozen in terms of regulation 39 read with Schedule VI of LODR.
13. In three cases where votes have been cast on physical and electronic modes, the physical ballots have been considered as invalid.
14. I give below a summary of the votes cast on physical postal ballots as well as through e-voting:

A. Eligibility

Particulars	Number of members	Number of votes
Total as on 18 th January 2016	38,987	21,01,28,370
Less: Sundram Fasteners Limited Unclaimed Suspense Account (votes frozen)	1	17,96,150
Eligible members and votes	38,986	20,83,32,220

B. Response

Ballots received	Resolution no 1	Resolution no 2
Through postal ballot	817	817
Through e-voting	219	224
Total	1,036	1,041
Less: Invalid (all physical ballots)	98	112
Valid ballots considered	938	929



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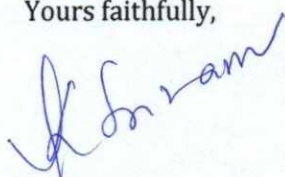
C. Results

Particulars of valid ballots/ votes		Resolution no 1		Resolution no 2	
		Ballots	Votes	Ballots	Votes
Total	Through postal ballot	719	10,60,68,447	705	10,60,51,912
	Through e-voting	219	4,00,81,957	224	4,00,87,133
	Total	938	14,61,50,404	929	14,61,39,045
'For' <i>(Assent)</i>	Through postal ballot	698	10,55,73,922	676	10,55,57,327
	Through e-voting	210	3,99,77,550	212	4,00,43,533
	Total	908	14,55,51,472	888	14,56,00,860
	% of valid votes cast	99.59%		99.63%	
'Against' <i>(Dissent)</i>	Through postal ballot	21	4,94,525	29	4,94,585
	Through e-voting	9	1,04,407	12	43,600
	Total	30	5,98,932	41	5,38,185
	% of valid votes cast	0.41%		0.37%	
Outcome of the process		Passed as a special resolution		Passed as an ordinary resolution	

15. Both the resolutions are deemed to have been duly passed on 1st March 2016.

16. You may accordingly declare the results of postal ballot.

Thanking you,
Yours faithfully,



K. Sriram,
Scrutiniser.

