

23rd September 2014

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

Dear Sir,

Sub: *Combined 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 and poll taken at the annual general meeting under section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014.*

I have been appointed as the **Scrutiniser** for the electronic voting held from 16th September 2014 (9.00 am) to 18th September 2014 (6.00 pm) in connection with as well as the poll process offered at your 51st annual general meeting held on 22nd September 2014. I submit my combined report giving the summary of voting as under:

Particulars	Number of members	Number of shares/ votes
Total members/ votes as on 8 th August 2014	38,002	21,01,28,370

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	14,18,74,170	100	0	0.00	
2.	Ordinary	Re-appointment of retiring director Ms. Arathi Krishna	14,28,70,021	99.997	3,600	0.003	
3.	Ordinary	Re-appointment of retiring Auditors M/s. Sundaram & Srinivasan for 3 years and fixing their remuneration	14,17,35,166	99.203	11,39,005	0.797	
4.	Ordinary	Appointment of Independent Directors	Mr. R Ramakrishnan	14,17,31,766	99.200	11,42,405	0.800
5.	Ordinary		Mr. M Raghupathy	14,28,67,571	99.998	3,400	0.002
6.	Ordinary		Mr. C V Karthik Narayanan	14,28,69,946	99.997	3,725	0.003
7.	Ordinary		Mr. V Narayanan	14,17,28,541	99.200	11,42,705	0.800
8.	Ordinary		Mr. R Srinivasan	14,17,30,466	99.201	11,42,305	0.799
9.	Special	Alteration of Articles of Association	14,28,49,021	99.983	24,500	0.017	
10	Special	Borrowing power upto Rs.1,000 crores in excess of the paid-up capital and free reserves	14,28,49,021	99.983	24,650	0.017	

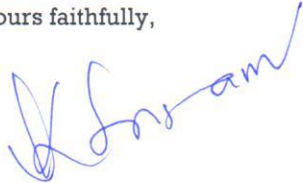


Sundram Fasteners Limited
Scrutiniser's Combined Report – AGM on 22nd September 2014

Resolutions			Assent (For)		Dissent (Against)	
No	Type	Subject matter	Number of valid votes	%	Number of valid votes	%
11	<i>Special</i>	Creation of charge, lien, mortgage on properties/ assets	14,28,48,371	99.983	24,600	0.017

Hence all resolutions have been duly passed on 22nd September 2014, the date of your 51st AGM.

Thanking you,
Yours faithfully,



K SRIRAM,
SCRUTINISER.

