

**Scrutiniser's Report**

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

29<sup>th</sup> September 2015

To,  
The Chairman,  
**Sundram Fasteners Limited**  
7<sup>th</sup> 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 14<sup>th</sup> August 2015**

I have been appointed to act as the Scrutiniser for a postal ballot process initiated by the Company through notice dated 14<sup>th</sup> August 2015, involving remote e-voting and physical ballot papers, for passing four resolutions on 28<sup>th</sup> 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 14<sup>th</sup> August 2015 was sent to all the members (*other than those whose shares were lying in Sundram Fasteners Limited Unclaimed Suspense Account*) as on 14<sup>th</sup> August 2015, in the manner set out below:
  - (a) Through e-mail (by NSDL) on 28<sup>th</sup> August 2015 to 20,593 members.
  - (b) Through registered post (by RTA) on 28<sup>th</sup> August 2015 to 18,272 members.
3. The Company issued a public notice on 29<sup>th</sup> 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. 14<sup>th</sup> 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

Page 1 of 3



**Sundram Fasteners Limited-2<sup>nd</sup> Postal Ballot- 28<sup>th</sup> Sep 2015**

**Scrutiniser's report**

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 28<sup>th</sup> August 2015 and to 6.00 p.m. on 28<sup>th</sup> 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 29<sup>th</sup> September 2015.
8. I have scrutinized the votes cast through remote e-voting / ballot papers received between 9.00 a.m. on 28<sup>th</sup> August 2015 and 6.00 p.m. on 28<sup>th</sup> 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.





**Sundram Fasteners Limited-2<sup>nd</sup> Postal Ballot- 28<sup>th</sup> Sep 2015**

**Scrutiniser's report**

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 <sup>st</sup> July 2016.
4	Ordinary	Re-appointment of Ms. Arathi Krishna, as Joint Managing Director, from 3 <sup>rd</sup> 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 28<sup>th</sup> 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