

Sundram Fasteners Limited

PROCEEDINGS OF THE 49th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD AT THE MUSIC ACADEMY, NEW NO 168 T T K ROAD, CHENNAI 600 014 ON FRIDAY THE 17th AUGUST 2012 AT 10 A.M.

Present

Sri Suresh Krishna
Chairman & Managing Director

Ms Arathi Krishna
Joint Managing Director

Ms Arundathi Krishna
Whole-Time-Director

Sri R Srinivasan
Director and Chairman of Audit Committee

Sri V Narayanan
Sri R Ramakrishnan
Sri C V Karthik Narayanan
Sri M Raghupathy
Directors

Sri M Padhmanabhan
Partner, Sundaram & Srinivasan
Chartered Accountants
Statutory Auditors of the Company

2,049 Shareholders
30 Proxy-holders

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Sri Suresh Krishna, Chairman of the Board of Directors, occupied the Chair and called the meeting to order.

With the permission of the Members present, the Notice to the Shareholders dated 28th May 2012 calling for the 49th Annual General Meeting was taken as read.

Sri V G Jaganathan, Executive Director and Secretary, read the Auditors' Report to the Shareholders. With the permission of the Members present, the Annexure to the Auditors' Report was taken as read.

The Chairman welcomed the Members to the Meeting. The Chairman thereafter made a few remarks about operations and prospects of the Company.

Ordinary Business

RESOLUTION NO. 1

ADOPTION OF ACCOUNTS, DIRECTORS' REPORT AND AUDITORS' REPORT FOR THE YEAR ENDED 31st MARCH 2012

With the consent of the Members, the Audited Balance Sheet as at 31st March 2012, the Statement of Profit & Loss

Sundram Fasteners Limited

for the year ended on that date and the Reports of the Directors and the Auditors of the Company already circulated among the Members were taken as read.

Sri S Suryanarayanan, a shareholder, proposed the following Resolution as an Ordinary Resolution:

RESOLVED that the Audited Balance Sheet as at 31st March 2012, the Statement of Profit and Loss for the year ended 31st March 2012 and the Reports of the Directors and the Auditors of the Company, be and are hereby approved and adopted.

Sri Naresh Nagindas Khandwala, a shareholder, seconded the Resolution.

On vote by show of hands, the Chairman declared the Resolution as adopted unanimously.

RESOLUTION NO. 2

RE-APPOINTMENT OF DIRECTOR

Sri K Sriram, a shareholder, proposed the following Resolution as an Ordinary Resolution:

RESOLVED that Sri K Ramesh, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company.

Sri S Varadachari, a shareholder, seconded the Resolution.

On vote by show of hands, the Chairman declared the Resolution as adopted unanimously.

RESOLUTION NO. 3

RE-APPOINTMENT OF DIRECTOR

Sri R Rengarajan, a shareholder, proposed the following Resolution as an Ordinary Resolution:

RESOLVED that Sri R Srinivasan, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company.

Sri Govindlal M Parikh, a shareholder, seconded the Resolution.

On vote by show of hands, the Chairman declared the Resolution as adopted unanimously.

RESOLUTION NO. 4

RE-APPOINTMENT OF AUDITORS

Sri R Srinivasan, a shareholder, proposed the following Resolution as an Ordinary Resolution:

RESOLVED that M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, Auditors of the Company, (Registration No.004207S with the Institute of Chartered Accountants of India), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit.

Sundram Fasteners Limited

Sri K Ravi Shankar, a shareholder, seconded the Resolution.

On vote by show of hands, the Chairman declared the Resolution as adopted unanimously.

Sri V Narayanan, Director, proposed the vote of thanks.

As there was no other business, the Chairman declared the meeting as concluded.

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SUNDARAM & SRINIVASAN

Chartered Accountants

New No. 4 (Old No. 23) C P Ramaswamy Road, Alwarpet, Chennai 600 018

CERTIFICATE

To the members of **Sundram Fasteners Limited**

We have examined the compliance of the conditions of Corporate Governance by **Sundram Fasteners Limited** ('the Company') for the financial year ended **31st March 2012**, as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

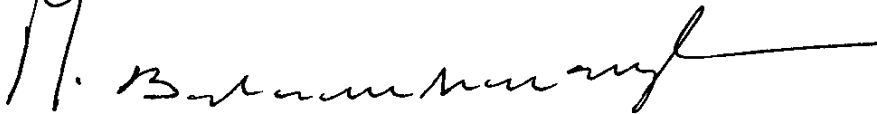
In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SUNDRAM & SRINIVASAN**

(Regd No. 004207S)

Chartered Accountants



M BALASUBRAMANIYAM

Partner

Membership No. F7945

Chennai

May 28, 2012

28/5/2012