



**Annexure**

**Sundram Fasteners Limited - Annual General Meeting held on 22<sup>nd</sup> September 2014**

**I. Attendance of members**

1.	Date of AGM	<b>22<sup>nd</sup> September 2014</b>
2.	Total Number of shareholders on the cut-off date 8 <sup>th</sup> August 2014 for the purpose of e-voting and poll	<b>38,002</b>
3.	No of Shareholders present in the meeting either in person or through proxy:	<b>2,521</b>
	a) Promoters and Promoter Group	<b>2</b>
	b) Public	<b>2,519</b>
4.	No of Shareholders attended the meeting through Video Conferencing	Not Applicable

**II. Voting by members**

<b>Item No.</b>	<b>Agenda Item Description</b>	<b>Type of Resolution</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	Adoption of financial statements including the consolidated financial statements for the year ended 31 <sup>st</sup> March, 2014	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
2	Re-appointment of Ms Arathi Krishna as a Director, who retires by rotation	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
3	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
4	Appointment of Sri R Ramakrishnan as an independent director	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
5	Appointment of Sri M Raghupathy as an independent director	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
6	Appointment of Sri C V Karthik Narayanan as an independent director	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.





Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Remarks
7	Appointment of Sri V Narayanan as an independent director	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
8	Appointment of Sri R Srinivasan as an independent director	Ordinary	E-Voting / Poll	Resolution passed with requisite majority.
9	Adoption of new set of regulations in the Articles of Association of the Company	Special	E-Voting / Poll	Resolution passed with requisite majority.
10	Borrowing powers under Section 180(1)(c) of the Companies Act, 2013	Special	E-Voting / Poll	Resolution passed with requisite majority.
11	Creation of Security under Section 180(1)(a) of the Companies Act, 2013	Special	E-Voting / Poll	Resolution passed with requisite majority.

### **III. Results of Poll / postal ballot / E-Voting by members**

The mode of voting for all resolutions was:

- E-Voting and
- Poll conducted at the AGM for the shareholders who attended the AGM and did not participate in the E-Voting process.

In this connection, we enclose the following:

1. Results of voting through E-Voting and Poll, in the prescribed format.
2. Scrutiniser's Report on E-Voting.
3. Scrutiniser's Report on Poll conducted at the AGM.
4. Scrutiniser's Combined Report – E-Voting and Poll.

For SUNDRAM FASTENERS LIMITED

  
**V G Jaganathan**  
Chief Financial Officer & Company Secretary

Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the E-voting facility / Poll conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014.

Resolution No.1	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)/(1)}{100} * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{(4)/(2)}{100} * 100$	% of Votes against on votes polled $(7) = \frac{(5)/(2)}{100} * 100$
Ordinary resolution		1	2		4	5		
Adoption of financial statements for the year ended 31st March 2014	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	29792999	67.01	29792999	0	100.00	0
	Public-Others	61582060	7995891	12.98	7995891	0	100.00	0.00
	Total	210128370	141874170		141874170	0		

Resolution No.2	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3) = \frac{(2)/(1)}{100} * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $(6) = \frac{(4)/(2)}{100} * 100$	% of Votes against on votes polled $(7) = \frac{(5)/(2)}{100} * 100$
Ordinary resolution		1	2		4	5		
Re-appointment of retiring director - Ms. Arathi Krishna (DIN 00517456)	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0
	Public-Others	61582060	7995342	12.98	7991742	3600	99.95	0.05
	Total	210128370	142873621		142870021	3600		





Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the E-voting facility / Poll conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014.

Resolution No.3	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as auditors for 3 consecutive years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	29653995	1139004	96.30	3.70
	Public-Others	61582060	7995892	12.98	7995891	1	100.00	0.00
	Total	210128370	142874171		141735166	1139005		

Resolution No.4	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Mr. R Ramakrishnan (DIN 00236673) as a non-executive independent director for 3 years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	29653995	1139004	96.30	3.70
	Public-Others	61582060	7995892	12.98	7992491	3401	99.96	0.04
	Total	210128370	142874171		141731766	1142405		





Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the E-voting facility / Poll conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014.

Resolution No.5	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
Appointment of Mr. M Raghupathy (DIN 00012997) as a non-executive independent director for 3 years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0
	Public-Others	61582060	7992692	12.98	7989292	3400	99.96	0.04
	Total	210128370	142870971		142867571	3400		

Resolution No.6	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
Appointment of Mr. C V Karthik Narayanan (DIN 000255676) as a non-executive independent director for 4 years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0
	Public-Others	61582060	7995392	12.98	7991667	3725	99.95	0.05
	Total	210128370	142873671		142869946	3725		



Sundram Fasteners Limited

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Resolution No.7	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Mr. V Narayanan (DIN 00081673) as a non-executive independent director for 4 years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	29653995	1139004	96.30	3.70
	Public-Others	61582060	7992967	12.98	7989266	3701	99.95	0.05
	Total	210128370	142871246		141728541	1142705		

Resolution No.8	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Ordinary resolution		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Mr. R Srinivasan (DIN 00043658) as a non-executive independent director for 5 years	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	29653995	1139004	96.30	3.70
	Public-Others	61582060	7994492	12.98	7991191	3301	99.96	0.04
	Total	210128370	142872771		141730466	1142305		





Sundram Fasteners Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the E-voting facility / Poll conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014.

Resolution No.9	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Special resolution		1	2	100	4	5	100	100
Alteration of Articles of Association by substituting a new set of regulations	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0.00
	Public-Others	61582060	7995242	12.98	7970742	24500	99.69	0.31
	Total	210128370	142873521		142849021	24500		

Resolution No.10	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Special resolution		1	2	100	4	5	100	100
Borrowing power under section 180(1)(c) of the Companies Act, 2013	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0.00
	Public-Others	61582060	7995392	12.98	7970742	24650	99.69	0.31
	Total	210128370	142873671		142849021	24650		



**Sundram Fasteners Limited**

Declaration in accordance with Clause 35A of the Listing Agreement, for the businesses transacted by the Company through the E-voting facility / Poll conducted at the Annual General Meeting held on 22<sup>nd</sup> September 2014.

Resolution No.11	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
Special resolution		1	2	100	4	5	100	100
Creation of charge over assets/ properties under section 180(1)(a) of the Companies Act, 2013	Promoter and Promoter Group	104085280	104085280	100	104085280	0	100	0
	Public – Institutional holders	44461030	30792999	69.26	30792999	0	100.00	0.00
	Public-Others	61582060	7994692	12.98	7970092	24600	99.69	0.31
	Total	210128370	142872971		142848371	24600		





22<sup>nd</sup> September 2014

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

Dear Sir,

**Sub: Scrutiniser's 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

Your Board of Directors, vide resolutions passed at their meeting held on 7<sup>th</sup> August 2014, **decided to:**

- (a) Convene the 51<sup>st</sup> Annual General Meeting on 22<sup>nd</sup> September 2014 ("AGM");
- (b) Transact 11 (eleven) items of business at the AGM by passing **11 (eleven) resolutions;**
- (c) Provide the members of your company electronic voting facility (**e-voting**) to exercise their right to vote on all the 11 resolutions;
- (d) Fix 8<sup>th</sup> August 2014 as the *record date (cut-off date)* to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.

I have been appointed as the **Scrutiniser** for the said electronic voting process. I submit my report as under:

1. Your company selected **National Securities Depository Limited (NSDL)** to provide the e-voting platform.
2. Your company had **38,002 members** on the **Register of Members/ Record of Depositories as on 8<sup>th</sup> August 2014.**
3. **Notice of the AGM ("AGM notice")**, was despatched:
  - (a) **Through registered book post to 37,882 members on 18<sup>th</sup> August 2014**
  - (b) Through **electronic means** by NSDL on **27<sup>th</sup> August 2014 to 17,604 members** who had provided email address for receipt of documents in electronic mode.
4. The AGM notice indicated the process and manner for voting by electronic means and also mentioned that:
  - (a) All the 11 items of business set out in the notice may be transacted through e-voting.
  - (b) **16<sup>th</sup> September 2014 (9.00 am) to 18<sup>th</sup> September 2014 (6.00 pm)** would be the time period during which votes may be cast through electronic means ("*e-voting period*"); and
5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
6. Your company has published advertisements on **28<sup>th</sup> August 2014**, about having sent the AGM notice as well as the availability of e-voting, in:
  - (a) "Business Standard" an English newspaper, in English language; and
  - (b) "Makkal Kural" a Tamil newspaper, in Tamil language.
7. At the end of the e-voting period, I have:
  - (a) Unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company.
  - (b) Matched/ confirmed the shareholding stated in the electronic and physical ballots with with Register of Members/ Record of Depositories as on 8<sup>th</sup> August 2014.
  - (c) Recorded the particulars of all the votes cast by members of the company electronically in a separate register maintained for the purpose.



**Sundram Fasteners Limited**  
**Scrutiniser's Report – AGM on 22<sup>nd</sup> September 2014**

8. A summary of the e-voting is given below:

Particulars	Number of members	Number of shares/ votes
Total members/ votes as on 8 <sup>th</sup> August 2014	38,002	21,01,28,370
Participating members and their eligible votes	137	14,14,24,817

No	Type	Resolutions Subject matter	Assent (For)		Dissent (Against)		
			Number of valid votes	%	Number of valid votes	%	
1.	Ordinary	Adoption of financial statements for year ended 31 <sup>st</sup> March 2014	14,04,24,816	100	0	0.00	
2.	Ordinary	Re-appointment of retiring director Ms. Arathi Krishna	14,14,20,667	99.997	3,600	0.003	
3.	Ordinary	Re-appointment of retiring Auditors M/s. Sundaram & Srinivasan for 3 years and fixing their remuneration	14,02,85,812	99.195	11,39,005	0.805	
4.	Ordinary	Appointment of Independent Directors	Mr. R Ramakrishnan	14,02,82,412	99.192	11,42,405	0.808
5.	Ordinary		Mr. M Raghupathy	14,14,18,217	99.998	3,400	0.002
6.	Ordinary		Mr. C V Karthik Narayanan	14,14,20,592	99.997	3,725	0.003
7.	Ordinary		Mr. V Narayanan	14,02,79,187	99.192	11,42,705	0.808
8.	Ordinary		Mr. R Srinivasan	14,02,81,112	99.192	11,42,305	0.808
9.	Special	Alteration of Articles of Association	14,14,23,717	99.999	500	0.001	
10	Special	Borrowing power upto Rs. 1,000 crores in excess of the paid-up capital and free reserves	14,14,23,717	99.999	600	0.001	
11	Special	Creation of charge, lien, mortgage on properties/ assets	14,14,23,017	99.999	600	0.001	

9. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 22<sup>nd</sup> September 2014.

10. You may accordingly declare the result of the electronic voting.

Thanking you,  
Yours faithfully,

**K SRIRAM,**  
**SCRUTINISER.**





**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Mr. Suresh Krishna  
Chairman,  
**Sundram Fasteners Limited,**  
98-A, Dr. Radhakrishnan Salai, Mylapore, Chennai-600 004

**Sub:** 51<sup>st</sup> Annual General Meeting of the Equity Shareholders of Sundram Fasteners Limited, held on Monday the 22<sup>nd</sup> September 2014 at 10.00 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014

Dear Sir,

I, **K Sriram, Practising Company Secretary**, appointed as **Scrutinizer** for the purpose of the **poll taken** on the below mentioned resolutions, at the 51<sup>st</sup> annual general meeting of the Equity Shareholders of your company **held on Monday the 22<sup>nd</sup> September 2014 at 10.00 am**, at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
3. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company/ RTA.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:

Resolution		Voting (By members present and voting in person/ by proxy)			
No	Subject-matter/ Type		In favour	Against	Invalid
1.	Adoption of financial statements for the year ended 31 <sup>st</sup> March 2014 (Ordinary resolution)	Number of members	24	0	16
		Number of votes cast	14,49,354	0	Does
		% of valid votes cast	100%	0	not arise
2.	Re-appointment of retiring director- Ms. Arathi Krishna (DIN 00517456) (Ordinary resolution)	Number of members	24	0	16
		Number of votes cast	14,49,354	0	Does
		% of valid votes cast	100%	0	not arise
3.	Re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as auditors for 3 years (Ordinary resolution)	Number of members	25	0	16
		Number of votes cast	14,49,354	0	Does
		% of valid votes cast	100%	0	not arise
4.	Appointment of Mr. R Ramakrishnan (DIN 00236673) as a non-executive independent director for 3 years (Ordinary resolution)	Number of members	24	0	16
		Number of votes cast	14,49,354	0	Does
		% of valid votes cast	100%	0	not arise



**FORM No. MGT-13**  
**Sundram Fasteners Limited- Poll on 22<sup>nd</sup> September 2014**

Resolution		Voting			
		<i>(By members present and voting in person/ by proxy)</i>			
No	Subject-matter/ Type		In favour	Against	Invalid
5.	Appointment of Mr. M Raghupathy (DIN 00012997) as a non-executive independent director for 3 years <i>(Ordinary resolution)</i>	<i>Number of members</i>	24	0	16
		<i>Number of votes cast</i>	14,49,354	0	Does not arise
		<i>% of valid votes cast</i>	100%	0	
6.	Appointment of Mr. C V Karthik Narayanan (DIN 000255676) as a non-executive independent director for 4 years <i>(Ordinary resolution)</i>	<i>Number of members</i>	24	0	16
		<i>Number of votes cast</i>	14,49,354	0	Does not arise
		<i>% of valid votes cast</i>	100%	0	
7.	Appointment of Mr. V Narayanan (DIN 00081673) as a non-executive independent director for 4 years <i>(Ordinary resolution)</i>	<i>Number of members</i>	24	0	16
		<i>Number of votes cast</i>	14,49,354	0	Does not arise
		<i>% of valid votes cast</i>	100%	0	
8.	Appointment of Mr. R Srinivasan (DIN 00043658) as a non-executive independent director for 5 years <i>(Ordinary resolution)</i>	<i>Number of members</i>	24	0	16
		<i>Number of votes cast</i>	14,49,354	0	Does not arise
		<i>% of valid votes cast</i>	100%	0	
9.	Alteration of Articles of Association by substituting a new set of regulations <i>(Special resolution)</i>	<i>Number of members</i>	22	1	17
		<i>Number of votes cast</i>	14,25,304	24,000	Does not arise
		<i>% of valid votes cast</i>	98.34%	1.66%	
10.	Borrowing power under section 180(1)(c) of the Companies Act, 2013 <i>(Special resolution)</i>	<i>Number of members</i>	22	2	16
		<i>Number of votes cast</i>	14,25,304	24,050	Does not arise
		<i>% of valid votes cast</i>	98.34%	1.66%	
11.	Creation of charge over assets/ properties under section 180(1)(a) of the Companies Act, 2013 <i>(Special resolution)</i>	<i>Number of members</i>	23	1	16
		<i>Number of votes cast</i>	14,25,354	24,000	Does not arise
		<i>% of valid votes cast</i>	98.34%	1.66%	

6. An excel file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary.
8. Please declare the results accordingly.

Thanking you,  
Yours faithfully,

*K. Sriram*

**K SRIRAM,**  
**Scrutinizer.**  
**Chennai**  
**23<sup>rd</sup> September 2014**





23<sup>rd</sup> 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 16<sup>th</sup> September 2014 (9.00 am) to 18<sup>th</sup> September 2014 (6.00 pm) in connection with as well as the poll process offered at your 51<sup>st</sup> annual general meeting held on 22<sup>nd</sup> 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 <sup>th</sup> 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 <sup>st</sup> 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	

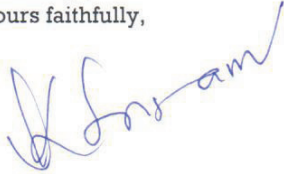


**Sundram Fasteners Limited**  
**Scrutiniser's Combined Report – AGM on 22<sup>nd</sup> September 2014**

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 22<sup>nd</sup> September 2014, the date of your 51<sup>st</sup> AGM.

Thanking you,  
Yours faithfully,



**K SRIRAM,**  
**SCRUTINISER.**

