



G. KARTHIKEYAN
Company Secretary in Practice

**No. 3, State Bank of India,
III Colony, Nanganallur,
Chennai – 600 061.
Mobile : 9677222048
E-mail : karthik.v.ganapathy@gmail.com**

Consolidated Scrutiniser's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

30th June 2025

To,

The Chairman,

Sundram Fasteners Limited

[CIN: L35999TN1962PLC004943]

Auras Corporate Centre, 7th Floor,

98-A, Dr. Radhakrishnan Salai,

Mylapore,

Chennai – 600 004.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-voting (Prior to and at the AGM) in respect of the 62nd Annual General Meeting of the members of your Company held on Monday, the 30th June 2025 at 10:00 A.M. (IST) through Video conferencing/ Other audio-visual means

The Board of Directors of your Company have, vide a resolution passed at the meeting of the Board of Directors held on 30th April, 2025, appointed me as the Scrutinizer for the remote e-voting process to be conducted in relation to the 62nd Annual General Meeting (AGM) of the Company on Monday, the 30th June 2025 ('the 62nd AGM') through Video-conferencing / Other audio-visual means (VC/ OAVM).

I submit my consolidated report as under:

1. Since the Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the Company has provided e-voting facility, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (MCA).

**KARTHIKEYAN
GANAPATHY**

Digitally signed by
KARTHIKEYAN GANAPATHY
Date: 2025.06.30 16:05:12
+05'30'

Sundram Fasteners Limited

Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

2. The items of business as set-out in the notice convening the 62nd AGM and covered by the remote e-voting (prior to and at the AGM) are as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of Audited Financial Statement including the consolidated financial statement, for the financial year ended 31 st March 2025, together with the Reports of the Board of Directors and Auditor's thereon.
2	Ordinary	Ordinary	Re-appointment of Ms. Preethi Krishna (DIN: 02037253) who retires by rotation, as a Director.
3	Special	Ordinary	Appointment of M/s. Sriram Krishnamurthy & Co. (formerly known as M/s. S. Krishnamurthy & Co.), Practicing Company Secretaries (Firm Registration No.P1994TN045300) as Secretarial Auditors for a term of five consecutive years commencing from 1 st April 2025 till 31 st March 2030.
4	Special	Ordinary	Ratification of the remuneration of Rs.5 lakhs (in addition to reimbursement of travel and out-of-pocket expenses) payable to Sri P Raju Iyer, Practising Cost Accountant (Membership No.6987), who was appointed as Cost Auditor of the Company for the financial year ending 31 st March 2026.

3. The remote e-voting facility (prior to and at the AGM) was provided by National Securities Depository Limited (NSDL). **NSDL** allotted E-Voting Event Number (**EVEN**) **133837** for the remote e-voting process in relation to the 62nd AGM. NSDL also provided the web-based platform for conduct of the AGM through VC/OAVM.
4. **Notice convening the 62nd AGM** (along with the Annual Report for the financial year ended 31st March 2025), was **sent** by NSDL **on 6th June 2025** to **76,144** shareholders through e-mail to their e-mail addresses registered with the Company/the RTA/ the Depositories.

Physical copies of the AGM Notice and Annual Report were not sent to the shareholders in view of the exemption provided by MCA. However, physical copies of the AGM Notice and Annual Report were sent to the shareholders who had specifically requested for the same.

A letter providing the web-link to the Annual Report for Financial year 2024-25 was sent to 3,731 Members whose email addresses were not registered with the Company/the RTA/Depositories.

Sundram Fasteners Limited

Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

5. The AGM Notice and Annual Report were also sent to the Directors, Auditors and Secretarial Auditors and submitted to NSE and BSE on 6th June, 2025.
6. The manner in which the shareholders whose e-mail address was not registered could register the same with the Company, were advertised on 4th June 2025 and the prescribed particulars relating to the e-voting process for the 62nd AGM were advertised on 7th June, 2025 in Business Standard in English, and "Makkal Kural" in Tamil.
7. Integrated Registry Management Services Private Limited, the Registrar and Share transfer agents of the Company ('the RTA') provided the list of shareholders as on **23rd June, 2025**, being the cut-off date fixed for determining eligibility to vote in respect of the items of business to be transacted at the 62nd AGM ('the cut-off date').

As on the cut-off date, the paid-up Equity share capital of the Company comprised of 21,01,28,370 Equity shares of Re.1/- each. This included:

- (a) 4,89,714 equity shares lying in the Sundram Fasteners Limited - Unclaimed Suspense Account ('Unclaimed Suspense Account'), on which voting rights were frozen in terms of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (b) 12,29,358 equity shares transferred to and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs ('IEPF Authority'), in terms of Section 124(6) of the Companies Act, 2013.
8. The remote e-voting facility **prior to the 62nd AGM commenced on Friday, 27th June 2025 at 9:00 A.M. (IST) and ended on Sunday, 29th June 2025 at 5:00 P.M. (IST).**
 9. The 62nd AGM was held on Monday, 30th June 2025, at 10:00 A.M. (IST), through Video conferencing / other audio-visual means (VC / OAVM), and the meeting concluded at 10:57 A.M. (IST), including the 15 minutes specifically provided for the e-voting process after transaction of the business.
 10. Remote e-voting facility provided by NSDL was available **at the AGM, from 10:00 A.M. IST (the time of commencement of the 62nd AGM) to 10:57 A.M. IST** [15 (fifteen) minutes after conclusion of the business proceedings], to enable the members attending the AGM who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
 11. After the closure of the Remote e-voting at the AGM, I unblocked the votes cast through remote e-voting, (prior to and at the AGM), in the presence of two witnesses not in the employment of the Company and obtained the voting report from the remote e-voting website of NSDL.
 12. I have scrutinised the votes cast through remote e-voting (prior to and at the AGM) on the e-voting platform provided by NSDL and validated the same with the list of shareholders and their shareholding as on the cut-off date.
 13. I have also verified and confirmed that no voting rights were exercised in respect of the shares lying either in the Unclaimed Suspense Account or with the IEPF Authority.
 14. I have recorded the particulars relating to the votes cast through remote e-voting (prior to and at the AGM) in a separate register maintained in electronic form.

Sundram Fasteners Limited

Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

15. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means on the resolutions contained in the Notice of 62nd Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for remote e-voting process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by NSDL.

16. The consolidated results of remote e-voting (prior to and at the AGM) are as under:

Resolution 1 : Ordinary Resolution

Adoption of Audited Financial Statement including the consolidated financial statement, for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and Auditor's thereon.

- (i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
324	16,95,95,077	100.00%

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

- (iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

KARTHIKEYAN
GANAPATHY

Digitally signed by
KARTHIKEYAN GANAPATHY
Date: 2025.06.30 16:06:20
+05'30'

Sundram Fasteners Limited
Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

Resolution 2 : Ordinary Resolution

Re-appointment of Ms. Preethi Krishna (DIN: 02037253) who retires by rotation, as a Director

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
315	16,93,39,785	99.85%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
13	2,55,282	0.15%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

KARTHIKEYAN
GANAPATHY

Digitally signed by
KARTHIKEYAN GANAPATHY
Date: 2025.06.30 16:06:34
+05'30'

Sundram Fasteners Limited
Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

Resolution 3 : Ordinary Resolution

Appointment of M/s. Sriram Krishnamurthy & Co. (formerly known as M/s. S. Krishnamurthy & Co.), Practicing Company Secretaries (Firm Registration No.P1994TN045300) as Secretarial Auditors for a term of five consecutive years commencing from 1st April 2025 till 31st March 2030.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
321	16,95,91,921	99.99998%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
1	37	0.00002%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

KARTHIKEYAN
GANAPATHY

Digitally signed by
KARTHIKEYAN GANAPATHY
Date: 2025.06.30 16:06:53
+05'30'

Sundram Fasteners Limited
Consolidated Scrutinizer's report on remote e-voting – 62nd AGM held on 30th June 2025

Resolution 4 : Ordinary Resolution

Ratification of the remuneration of Rs.5 lakhs (in addition to reimbursement of travel and out-of-pocket expenses) payable to Sri P Raju Iyer, Practising Cost Accountant (Membership No.6987), who was appointed as Cost Auditor of the Company for the financial year ending 31st March 2026.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
321	16,95,94,830	99.9999%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2	237	0.0001%

(iii) Invalid Votes :

Number of members whose votes were declared invalid	Number of invalid votes cast (shares)
Nil	Nil

Based on the aforesaid results, I report that all the ordinary resolutions as set out in item nos. 1 to 4 of the Notice have been passed with requisite majority on the date of the AGM namely, **30th June 2025**.

You may kindly announce the results.

Thanking you,
Yours faithfully,

KARTHIKEYAN
GANAPATHY

 Digitally signed by KARTHIKEYAN
GANAPATHY
Date: 2025.06.30 16:07:16 +05'30'

G. KARTHIKEYAN
Practising Company Secretary
Scrutinizer
ICSI M.No.A19411 / COP No.21869)
Peer Review Certificate No.6349/2025
UDIN: A019411G000681633

Place: Chennai