

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: 51st Annual General Meeting of the Equity Shareholders of Sundram Fasteners Limited, held on Monday the 22nd 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 51st annual general meeting of the Equity Shareholders of your company **held on Monday the 22nd 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 st March 2014 (Ordinary resolution)	Number of members	24	0	16
		Number of votes cast	14,49,354	0	Does not arise
		% of valid votes cast	100%	0	
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 not arise
		% of valid votes cast	100%	0	
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 not arise
		% of valid votes cast	100%	0	
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 not arise
		% of valid votes cast	100%	0	

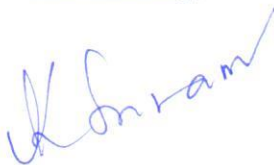


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Sundram Fasteners Limited- Poll on 22nd September 2014

Resolution		Voting (By members present and voting in person/ by proxy)			
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 (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
6.	Appointment of Mr. C V Karthik Narayanan (DIN 000255676) as a non-executive independent director for 4 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
7.	Appointment of Mr. V Narayanan (DIN 00081673) as a non-executive independent director for 4 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
8.	Appointment of Mr. R Srinivasan (DIN 00043658) as a non-executive independent director for 5 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
9.	Alteration of Articles of Association by substituting a new set of regulations (Special resolution)	Number of members	22	1	17
		Number of votes cast	14,25,304	24,000	Does
		% of valid votes cast	98.34%	1.66%	not arise
10.	Borrowing power under section 180(1)(c) of the Companies Act, 2013 (Special resolution)	Number of members	22	2	16
		Number of votes cast	14,25,304	24,050	Does
		% of valid votes cast	98.34%	1.66%	not arise
11.	Creation of charge over assets/ properties under section 180(1)(a) of the Companies Act, 2013 (Special resolution)	Number of members	23	1	16
		Number of votes cast	14,25,354	24,000	Does
		% of valid votes cast	98.34%	1.66%	not arise

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,
Scrutinizer.
Chennai
23rd September 2014

