

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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PAN : AADCS4888E

SecI/NSE/41st AGM
August 07, 2015

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra Kurla Complex
Bandra (East),
Mumbai-400 051

Dear Sir,

**Sub : Voting Results of 41st Annual General Meeting of the Company held on
August 06, 2015**

We enclose the details of voting results for the resolutions listed at 41st Annual General Meeting of our Company held on August 06, 2015 at Rani Seethai Hall, No.603 Anna Salai, Chennai – 600 006 at 9.00 am as per Clause 35 A of the Listing Agreement. We wish to inform you that all the resolutions listed in the notice of the 41st Annual General Meeting have been passed with requisite majority.

We also enclose herewith the Scrutinizer's report for your reference and records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrar
Chief Financial Officer & Company Secretary



Encl : As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : 180, Mount Road, Chennai - 600 006.

CIN : L34300TN1974PLC006703

DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	August 06, 2015
Total No. of Shareholders as on Record Date	7664
No. of Shareholders present in the Meeting either in person or through Proxy	1285
Promoters and Promoter Group	10
Public	1275
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoter and Promoter Group	-
Public	-

RESOLUTION 1 :

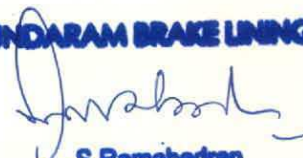
Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2015 and the reports of the Directors and Auditors thereon.

Resolution Required : Ordinary Resolution

Mode of Voting : Postal Ballot / Remote E-voting / Poll

Promoter / Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	1,33,992	10.05	1,33,683	309	99.77	0.23
Total	39,34,575	27,12,776	68.95	27,12,467	309	99.99	0.01

For SUNDARAM BRAKE LININGS LTD.,



S. Ramabadrana
Chief Financial Officer & Company Secretary

RESOLUTION 2 :

Re-appointment of Mr.K.Mahesh (DIN 00051438) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : Ordinary Resolution

Mode of Voting : Postal Ballot / Remote E-voting / Poll

Promoter / Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	1,33,988	10.05	1,33,666	322	99.76	0.24
Total	39,34,575	27,12,772	68.95	27,12,450	322	99.99	0.01

RESOLUTION 3 :

Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

Resolution Required : Ordinary Resolution

Mode of Voting : Postal Ballot / Remote E-voting / Poll

Promoter / Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	1,33,992	10.05	1,33,564	428	99.68	0.32
Total	39,34,575	27,12,776	68.95	27,12,348	428	99.98	0.02

For SUNDARAM BRAKE LININGS LTD.,


S.Ramabadrhan
 Chief Financial Officer & Company Secretary

RESOLUTION 4 :

Appointment of Ms. Sandhya Subramanyam (DIN 02753843) as an Independent Director

Resolution Required : Ordinary Resolution

Mode of Voting : Postal Ballot / Remote E-voting / Poll

Promoter / Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	1,33,858	10.04	1,33,773	85	99.94	0.06
Total	39,34,575	27,12,642	68.94	27,12,557	85	99.99	0.01

RESOLUTION 5 :

Approval of Related Party Transactions entered with M/s.Alagar Resins Private Limited during the Financial year 2014 – 2015.

Resolution Required : Special Resolution

Mode of Voting : Postal Ballot / Remote E-voting / Poll

Promoter / Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	25,78,784	21,910	0.85	21,910	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	1,33,690	10.03	1,33,198	492	99.63	0.37
Total	39,34,575	1,55,600	3.95	1,55,108	492	99.68	0.32

For SUNDARAM BRAKE LININGS LTD.,


S. Ramabedran
 Chief Financial Officer & Company Secretary



Scrutinizer's Report

Dated: August 06, 2015

To,
The Chairman,
M/s. Sundaram Brake Linings Limited
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and voting on Poll at the Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Thursday, August 06, 2015 at 9 AM at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

I, V Suresh, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Sundaram Brake Linings Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ postal ballot/poll at the AGM venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 41st Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 06, 2015 at 9 AM at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

The Notice dated 22nd May 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "The Financial Express" and vernacular newspaper "Dina Mani" of wide circulation in their respective editions dated July 03, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 41st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated

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below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities engaged by the Company, postal ballots received, also at the time of poll at AGM.

The Company had also provided facility for voting through ballot or polling paper shall at the meeting for the members who have not cast their vote by remote e-voting or sending ballot by Post.

Further to the above, I submit my report as under:-

E-VOTING:

- i. The e-voting period remained open from Monday 03rd August, 2015 (9:00 A.M.) to Wednesday, 05th August, 2015 (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e. 30th July 2015 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 41st AGM of the Company.)
- iii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iv. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through evoting.

POSTAL BALLOT:

- i. The Company had sent ballot forms to the Shareholders based on the Cut-off date of 26th June, 2015 to give them an option to exercise their votes through ballot.
- ii. The period of voting through the ballot process is 30 days from 02nd July, 2015 to 01st August, 2015. The forms received after the close of working hours @ 5.30 PM on 01st August 2015 were not considered.
- iii. The ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid.
- iv. The votes cast were counted in presence of two witnesses who were not in employment of the Company.



POLL

- i. The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting or sending ballot by Post, was allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in two ballot boxes kept at convenient places in the venue.
- iii. The locked ballot boxes were subsequently opened before me, in presence of two witnesses who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

I, submit herewith my combined report on the results of e-voting, postal ballot and poll as under:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2015, and the reports of the Directors and Auditors thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	782	15	782	100	-	-	-	-	-
Postal Ballot	25,70,735	266	25,70,651	99.99	10	84	0.01	7,803	-
Poll at the AGM Venue	1,41,259	8	1,41,034	99.84	2	225	0.16	12,020	-
Total	27,12,776	289	27,12,467	99.99	12	309	0.01	19,823	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Mr.K Mahesh (DIN:00051438), who retires by rotation and being eligible, offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	782	15	782	100	-	-	-	-	-
Postal Ballot	25,70,731	262	25,70,634	99.99	12	97	0.01	7,803	4
Poll at the AGM Venue	1,41,259	8	1,41,034	99.84	2	225	0.16	12,020	-
Total	27,12,772	285	27,12,450	99.99	14	322	0.01	19,823	4



Resolution No 3: Ordinary Resolution

Ordinary Business: Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	782	15	782	100					
Postal Ballot	25,70,735	262	25,70,532	0.99	14	203	0.01	7,803	
Poll at the AGM Venue	1,41,259	8	1,41,034	99.84	2	225	0.16	12,020	
Total	27,12,776	285	27,12,348	0.98	16	428	0.02	19,823	

Resolution No 4: Ordinary Resolution

Special Business: Appointment of Ms. Sandhya Subramanyam (DIN:02753843), as an Independent Director.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	650	14	650	100				-	132
Postal Ballot	25,70,733	264	2,570,648	99.99	11	85	0.01	7,803	2
Poll at the AGM Venue	1,41,259	10	1,41,259	100		-	-	12,020	
Total	27,12,642	288	27,12,557	99.99	11	85	0.01	19,823	134



Resolution No 5: Special Resolution

Special Business: Approval of Related Party Transactions entered with M/s. Alagar Resins Private Limited during the Financial Year 2014-15.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	782	14	702	89.77	1	80	10.23	-	-
Postal Ballot	1,54,351	248	1,54,164	99.88	13	187	0.12	7,803	24,16,384
Poll at the AGM Venue	467	4	242	51.82	2	225	48.18	12,020	1,40,792
Total	1,55,600	266	1,55,108	99.68	16	492	0.32	19,823	25,57,176

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/postal ballot/voting at the venue and other related papers/registers, records, are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
C.P.No 6032

