

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone : 91-44-4220 5300

Fax : 91-44-4220 5572

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADC54888E

SecI/NSE/Postal Ballot 1516-002

December 23, 2015

The Manager
Capital Market Listing
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 : Declaration of Voting Results of Postal Ballot

The Board of Directors of the Company had sought the approval of the Shareholders pursuant to the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, for Re-appointment of Mr.Krishna Mahesh as Managing Director of the Company by way of Postal Ballot.

Mr.V.Suresh, Practising Company Secretary, Chennai who was appointed as Scrutinizer for conducting the Postal Ballot process, has submitted his report.

In compliance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclose herewith the Statement of voting results of the Postal Ballot alongwith the Scrutinizer's report for your kind reference and record.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrana
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

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VOTING RESULTS OF POSTAL BALLOT

Date of the AGM / EGM / Postal Ballot (Result declaration date)	23/12/2015
Total number of shareholders on record date / cut off date	7,872
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group Public	Not Applicable

Agenda : Re-appointment of Mr.Krishna Mahesh, as Managing Director of the Company

Resolution required : (Ordinary / Special)						Special		
Whether Promoter / Promoter Group are interested in the agenda / resolution						No		
Category	Mode of Voting	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	E-voting	25,78,784	-	-	-	-	-	-
	Postal Ballot		24,18,969	93.80	24,18,969	-	100.00	-
	Total		24,18,969	93.80	24,18,969	-	100.00	-
Public Institutions	E-voting	22,344	22,184	99.28	22,184	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		22,184	99.28	22,184	-	100.00	-
Public Non Institutions	E-voting	13,33,447	12,533	0.94	12,533	-	100.00	-
	Postal Ballot		33,035	2.48	25,069	7,966	75.89	24.11
	Total		45,568	3.42	37,602	7,966	75.89	24.11
Total		39,34,575	24,86,721	63.20	24,78,755	7,966	99.70	0.30

For SUNDARAM BRAKE LININGS LIMITED

S RAMABADRANA
Chief Financial Officer and Company Secretary



MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703



#28, 1st Floor, Ganapathy Colony, 11th Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

The Chairman
SUNDARAM BRAKE LININGS LIMITED
180 Anna Salai,
Chennai - 600006.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013; and
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and Postal Ballot, on the resolutions contained in the Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013. My responsibility as a scrutinizer for e-voting process and postal ballot process is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, and M/s. Integrated Enterprises (India) Ltd, Chennai, the authorized agencies engaged by the Company.
3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-
 1. The Company has completed the despatch of postal ballot forms on 19th November, 2015 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on November 13, 2015.
 2. Postal Ballot has been conducted in compliance with the Companies Act, 2013.
 3. Particulars of all the postal ballot forms received from the Members in respect of physical voting, have been entered in a register separately maintained for the purpose.
 4. All the postal ballot forms in respect of physical voting, received upto the close of working hours on Saturday, December 19, 2015, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
 5. Postal ballot forms, received after the close of working hours of December 19, 2015 were not considered.
 6. The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English newspaper "Financial Express" and vernacular newspaper "Dinamani" having a wide circulation, in their respective editions dated 20th November 2015.

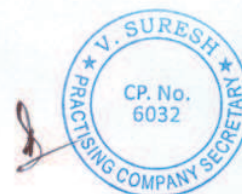


7. Postal ballot forms returned undelivered aggregated to 716. These forms have been kept separately.
8. The e-voting period remained open from Thursday, 20th November 2015 (9:00 A.M.) to Saturday, 19th December 2015 (6:00 PM).
9. The members of the Company as on the "cut-off" date i.e. November 13, 2015 were entitled to vote on the resolutions in the Postal Ballot Notice.
10. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorization to exercise their votes.
11. The votes cast were unblocked on December 19, 2015 in the presence of 2 witnesses who are not in the employment of the Company.

Thereafter, the details of the Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of <https://www.evoting.nsdl.com/> and based on such reports the results of the e-voting is generated.



A handwritten signature in blue ink, consisting of a stylized 'S' followed by a vertical line and a small hook.



12. A summary of the e-voting and postal ballot forms received is given below:

Particulars	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Rejected Votes	Votes Abstained
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast		
Special Resolution for Re-appointment of Mr.Krishna Mahesh as Managing Director of the Company with effect from February 06, 2016 for a period of 3 (three) years and remuneration payable to him.									
E-Voting	34,717	24	34,717	100	-	-	-	-	-
Postal Ballot	24,52,004	244	24,44,038	99.7	11	7,966	0.3	-	-
TOTAL	24,86,721	268	24,78,755	99.7	11	7,966	0.3	-	-

13. The Special Resolution was passed with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai

Date: 21.12.2015



[Signature]

V Suresh

Practising Company Secretary

C.P.No: 6032



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