

JULY 30, 2012

PROCEEDINGS OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "SRI P OBUL REDDY HALL", "VANI MAHAL" NO 103 GNCHETTY ROAD, TNAGAR, CHENNAI 600 017, AT 11-00 AM ON SATURDAY, THE 28TH JULY 2012.

PRESENT
Director

Mr K Mahesh Chairman & Managing

Mr.T Kannan Director

Mr Ashok V Chowgule Director

Mr. K.S.Ranganathan Director

Mr.K.S.D Sambasivam Director

Mr.Krishna Mahesh, Chief Operating Officer

Mr S.Ramabadran Secretary

Mr M Padhmanabhan)
Partner) Auditors
Sundaram & Srinivasan)
Chartered Accountants)

Members : 829

Proxies : 33

Mr K Mahesh, Chairman, occupied the Chair.

Chairman extended warm welcome to the Members attending the Meeting.

The Directors' Report and Annual Accounts having already been sent to the Members were taken as read with the consent of the Members present.

With the permission of Members present, notice for convening the Annual General Meeting was taken as read.

Mr.S.Ramabadran, Secretary read the Auditors' Report to the Members.

Chairman then addressed the Members on the performance of the Company, future outlook and prospects in the context of changing economic environment .

Chairman placed the first item on Agenda, viz "Adoption of Accounts" for the consideration of the Shareholders.

APPROVAL AND ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012

Mr S.Raajan, (Shareholder) folio number S01474 proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Balance Sheet as at 31st March 2012, the Profit & Loss Account for the year ended 31st March 2012, Cash Flow Statement for the year ended 31st March 2012 and the Report of the Directors and the Auditors of the Company be and are hereby approved and adopted.

Mr S Varadachari (Shareholder) id IN1301740000030523 seconded the resolution.

Chairman invited queries from the Members arising on the Balance Sheet, the Profit & Loss Account, the Directors' Report and the Auditors' Report.

The Chairman clarified the few queries raised by members.

The Resolution was put to vote. All the Members present except one voted in favour of the resolution. The Chairman declared the Resolution as passed by majority.

Chairman suggested consideration of the next item in the Agenda, viz, "Declaration of Dividend for the year 2011-12"

DECLARATION OF DIVIDEND FOR THE YEAR 2011-12

Mr R.Narayanan, (shareholder id IN300441103394) proposed the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the recommendation of the Directors, a dividend of Rs 3/- per share absorbing a sum of Rs 137.19 lacs (including dividend distribution tax of Rs 19.15 lacs) be and is hereby declared on the 39,34,575 equity shares of Rs10 each fully paid-up for the year ended 31st March 2012 to those members whose names appear in the Register of Members on 28th July 2012".

Mr S.Varadachari (shareholder id IN301740000030523) seconded the resolution.

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The Resolution was then put to vote. All the members present except one who was neutral, voted in favour of the resolution. The Chairman declared the Resolution as passed by majority.

Chairman suggested consideration of the next item in the Agenda, viz "Re-appointment of Mr P.S.Raman, as a Director"

RE-APPOINTMENT OF MR P.S.RAMAN , AS A DIRECTOR OF THE COMPANY

Mr B.S.Krishnamohan, (shareholder) with id IN30035180032143 proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr P.S.Raman, , Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

Mr R.Vidya Shankar, (shareholder) id IN1204470005731511 seconded the resolution.

The Resolution was then put to vote. All the members present voted in favour of the resolution. The Chairman declared the Resolution as passed unanimously.

Chairman suggested consideration of the next item in the agenda, viz Re-appointment of Mr Ashok V Chowgule , as a Director".

RE-APPOINTMENT OF MR ASHOK V CHOWGULE AS A DIRECTOR OF THE COMPANY

Mr R.Vidya Shankar(shareholder) id IN 1204470005731511 proposed the following resolution:

RESOLVED THAT Mr Ashok V Chowgule , Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

Mr S.Varadachari, (shareholder) with id IN301740000030523 seconded the resolution.

The Resolution was then put to vote. All the members present voted in favour of the resolution. The Chairman declared the Resolution as passed unanimously.

Chairman suggested consideration of the next item in the agenda, viz "Re-appointment of MrK.S.Ranganathan, as a Director "

RE-APPOINTMENT OF MR K.S.RANGANATHAN AS A DIRECTOR OF THE COMPANY

Mr R.Kumar, (shareholder) with folio number K00887 proposed the following resolution:

RESOLVED THAT Mr K.S.Ranganathan , Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

Mr S.Varadachari, (shareholder) with id IN301740000030523 seconded the resolution.

The Resolution was then put to vote. All the members present voted in favour of the resolution. The Chairman declared the Resolution as passed unanimously.

Chairman suggested consideration of the next item in the agenda, viz "Appointment of Auditors of the Company".

APPOINTMENT OF AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION

Mr R.Srinivasan (shareholder) id IN 30169610026184 proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT the retiring auditors Messrs. Sundaram & Srinivasan, Chartered Accountants, Chennai be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company in addition to service tax, travelling and other out-of-pocket expenses actually incurred by them in connection with audit and fees, if any, for the professional services rendered by them in any other capacity from time to time.

Mr B.S.Krishnamohan (shareholder)id IN130035180032143 seconded the resolution.

The Resolution was then put to vote. All the members voted in favour of the resolution. The Chairman declared the Resolution as passed unanimously.

As the next item related to the appointment of Mr Krishna Mahesh , as Chief Operating Officer , Chairman requested Mr TKannan, Director to take the Chair and proceed with the agenda.

Mr T Kannan, took the Chair and suggested consideration of the next item in the agenda, viz "appointment of Mr.Krishna Mahesh, as Chief Operating Officer ".

APPOINTMENT OF MR KRISHNA MAHESH , AS CHIEF OPERATING OFFICER

Mr.R.Narayanan, a shareholder- id IN30441103394, proposed the following resolution as a special resolution.

"RESOLVED THAT pursuant to Section 314 (1) of the Companies Act, 1956 , the Company hereby accords its approval and consent for the appointment of Mr Krishna Mahesh, son of Mr K.Mahesh, Chairman & Managing Director of the Company, as Chief Operating Officer with effect from 01-09-2011 on a monthly salary of Rs 2,00,000/- and other benefits as approved by the Board of Directors in the meeting held on 01-09-2011 "

Mr.S,Varadachari, (shareholder) id IN301740000030523 , seconded the resolution.

The Resolution was then put to vote. All the members present except one member who was neutral , voted in favour of the resolution. The Chairman declared the Resolution as passed by majority.

After this, Mr K Mahesh, took the Chair.

Mr K Mahesh, Chairman requested , Director Mr Ashok V Chowgule , to propose vote of thanks.

With a vote of thanks proposed by, Mr Ashok V Chowgule , Director, the Chairman declared the meeting as concluded.

JULY 30 2012



**K MAHESH
CHAIRMAN**



