



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

Scrutinizer's Report - Combined

To

The Chairman of 40th Annual General Meeting of the members of
SUNDARAM BRAKE LININGS LIMITED (the Company) held on the 01st day of August,
2014 at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of SUNDARAM BRAKE LININGS LIMITED (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 40th Annual General Meeting (AGM) of the members of the Company, held on the 01st day of August, 2014 at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006.
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 poll on the resolutions contained in the Notice of 40th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM 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, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
3. I have issued separate Scrutinizer's Report dated 29th July 2014 on the e-voting and separate Scrutinizer's Report dated 01st August 2014 on the poll, on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of poll as under:-

Item No in the Notice	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos	% of total number of valid votes cast	Nos	% of total number of valid votes cast	
ITEM NO. 1						
Adoption of the Financial Statement for the year ended 31/03/2014	26,11,669	26,11,442	99.99	227	0.01	50



[Signature]

Item No in the Notice	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos	% of total number of valid votes cast	Nos	% of total number of valid votes cast	
ITEM NO. 2 Re-appointment of Mr.K Ramesh, who retires by rotation	26,11,669	26,11,412	99.99	257	0.01	50
ITEM NO. 3: Appointment of Auditors and fixing their remuneration	26,11,669	26,11,403	99.99	266	0.01	50
ITEM NO. 4: Appointment of Mr T Kannan, as an Independent Director	26,11,669	26,11,402	99.99	267	0.01	50
ITEM NO. 5: Appointment of Mr P S Raman as an Independent Director	26,11,669	26,11,402	99.99	267	0.01	50
ITEM NO. 6 Appointment of Mr. Ashok V Chowgule as an Independent Director	26,11,667	26,11,400	99.99	267	0.01	50
ITEM NO. 7 Appointment of Mr K S Ranganathan as an Independent Director	26,11,644	26,11,377	99.99	267	0.01	50



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Item No in the Notice Total Votes	Total Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos	% of total number of valid votes cast	Nos	% of total number of valid votes cast	
ITEM NO 8 Appointment of Mr K S D Sambasivam as an Independent Director	26,11,669	26,11,402	99.99	267	0.01	50
ITEM NO 9 Special resolution under Section 180 (1) (c) of the Companies Act, 2013	26,11,669	26,11,378	99.99	291	0.01	50
ITEM NO 10 Special resolution under Section 180 (1) (a) of the Companies Act, 2013	26,11,669	26,11,378	99.99	291	0.01	50
ITEM NO 11 Special resolution under Section 14 (1) of the Companies Act, 2013 – Alteration of Articles of Alteration.	26,11,669	26,11,403	99.99	266	0.01	50

Place: Chennai
Date: 01.08.2014



V. Suresh
V. Suresh
Practising Company Secretary
C.P.No: 6032