



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

**Scrutinizer's Report**

**[Pursuant to section 109 of Companies Act, 2013 and rule 21 of the  
Companies (Management and Administration) Rules, 2014]**

To

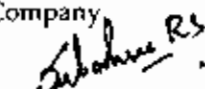
The Chairman of 40<sup>th</sup> Annual General Meeting of the members of  
SUNDARAM BRAKE LININGS LIMITED (the Company) held on the 01<sup>st</sup> day of August,  
2014 at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006.

Dear Sir,

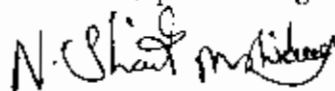
I, V Suresh, a Company Secretary in practice,, appointed as Scrutinizer for the purpose of the  
poll taken as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21  
of the Companies (Management and Administration) Rules, 2014 (Rules), on the below  
mentioned resolution(s), at the 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
SUNDARAM BRAKE LININGS LIMITED (the Company) held on the 01<sup>st</sup> day of August,  
2014 at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 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 in presence of 2 witnesses  
Ms. Subashree R S and Mr. Shaik Mohideen who are not in employment of Company, and they have  
signed below in confirmation of the ballot boxes being opened in their presence. The poll papers  
were diligently scrutinized. 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.



Ms. Subashree R S



Mr. Shaik Mohideen

3. The poll papers, which were incomplete and/or which were otherwise found defective have been  
treated as invalid and kept separately.

4. The result of the Poll is as under:

One ballot paper of shareholder having 50 shares was declared invalid on the reason of  
incompleteness.





**ITEM NO. 1:**

**Adoption of the Financial Statement for the year ended 31/03/2014**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 16                | 17            | 1,370                        | 85.79                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 2                 | 4             | 227                          | 14.21                                 |

**ITEM NO. 2**

**Re-appointment of Mr.K Ramesh, who retires by rotation**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 14                | 15            | 1340                         | 83.91                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 4                 | 6             | 257                          | 16.09                                 |

*[Handwritten Signature]*



**ITEM No. 3:****Appointment of Auditors and fixing their remuneration**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 14                | 15            | 1340                         | 83.91                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 4                 | 6             | 257                          | 16.09                                 |

**ITEM NO. 4:****Appointment of Mr T Kannan, as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1339                         | 83.84                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 258                          | 16.16                                 |

**ITEM NO. 5:****Appointment of Mr P S Raman as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1339                         | 83.84                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 258                          | 16.16                                 |



A handwritten signature in black ink, appearing to be "S. Suresh".

**ITEM NO. 6****Appointment of Mr. Ashok V Chowgule as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1339                         | 83.84                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 258                          | 16.16                                 |

**ITEM NO. 7****Appointment of Mr K S Ranganathan as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1339                         | 83.84                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 258                          | 16.16                                 |

**ITEM NO 8****Appointment of Mr K S D Sambasivam as an Independent Director**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1339                         | 83.84                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 258                          | 16.16                                 |



A handwritten signature in black ink.

**ITEM NO 9****Special resolution under Section 180 (1) (c) of the Companies Act, 2013**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1315                         | 82.34                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 282                          | 17.66                                 |

**ITEM NO 10****Special resolution under Section 180 (1) (a) of the Companies Act, 2013**

(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 13                | 14            | 1315                         | 82.34                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 5                 | 7             | 282                          | 17.66                                 |



ITEM NO 11

Special resolution under Section 14 (1) of the Companies Act, 2013 – Alteration of Articles of Alteration.

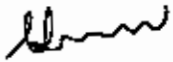
(i) Voted in favour of the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 14                | 15            | 1340                         | 83.91                                 |

(ii) Voted against the resolution:

| Number of members | No. of folios | Number of votes cast by them | % of total number of valid votes cast |
|-------------------|---------------|------------------------------|---------------------------------------|
| 4                 | 6             | 257                          | 16.09                                 |

Thanking You,  
Yours faithfully,



V Suresh  
Practising Company Secretary  
C.P No 6032  
Place: Chennai  
Date: 01.08.2014

