



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

Scrutinizer's Report

[Pursuant to section 108 of Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman of 40th Annual General Meeting of the members of
SUNDARAM BRAKE LININGS LIMITED (the Company) to be 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 by the Board of Directors of SUNDARAM BRAKE LININGS LIMITED (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 40th Annual General Meeting (AGM) of the members of the Company, to be held on 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 voting through electronic means 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 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 to provide e-voting facilities, engaged by the Company.

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

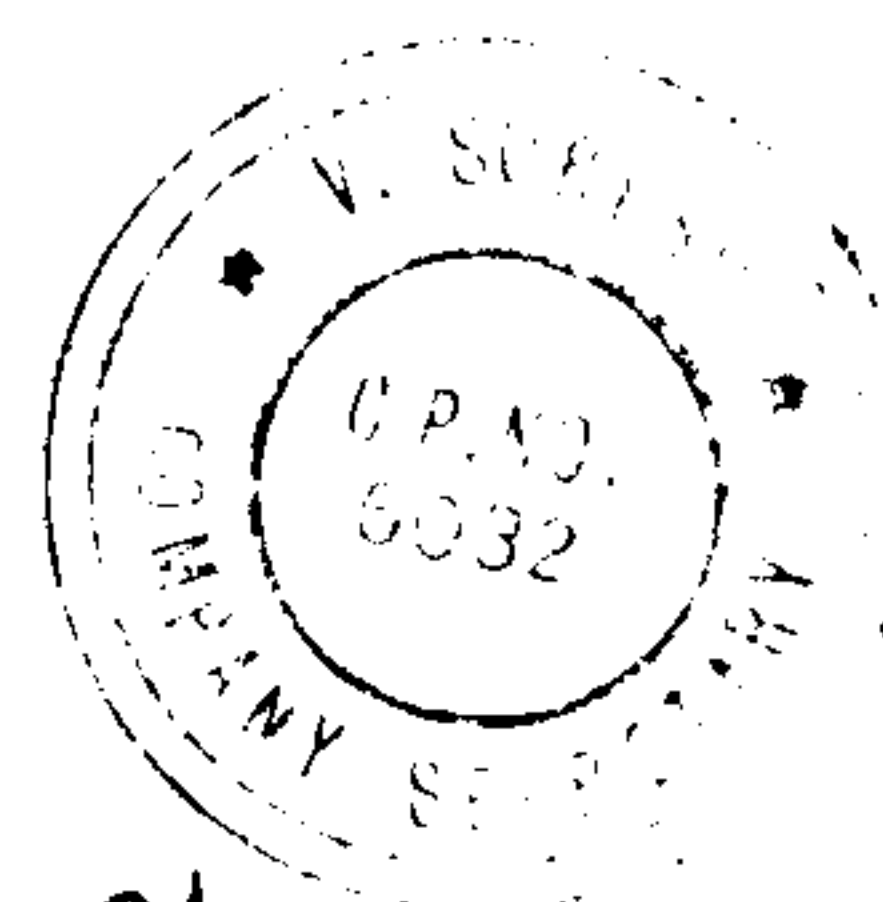
i. The e-voting period remained open from Saturday, 26th July, 2014 (9:00 A.M.) to Monday, 28th July, 2014 (6.00 PM)

ii. The members of the Company as on the "cut-off" date i.e. 4th July, 2014 were entitled to vote on the resolutions (items no. 1 to 11 as set out in the notice of the 40th AGM of the Company.)

iii. The votes cast were unblocked on 29th July 2014 and in the presence of 2 witnesses Ms. Subashree R S and Mr. Shaik Mohideen, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Subashree R S

Mr. Shaik Mohideen



iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited, India (i.e.) <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

No Invalid Votes have been cast in respect of any of the resolutions.

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
34	37	26,10,072	100.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

ITEM NO. 2

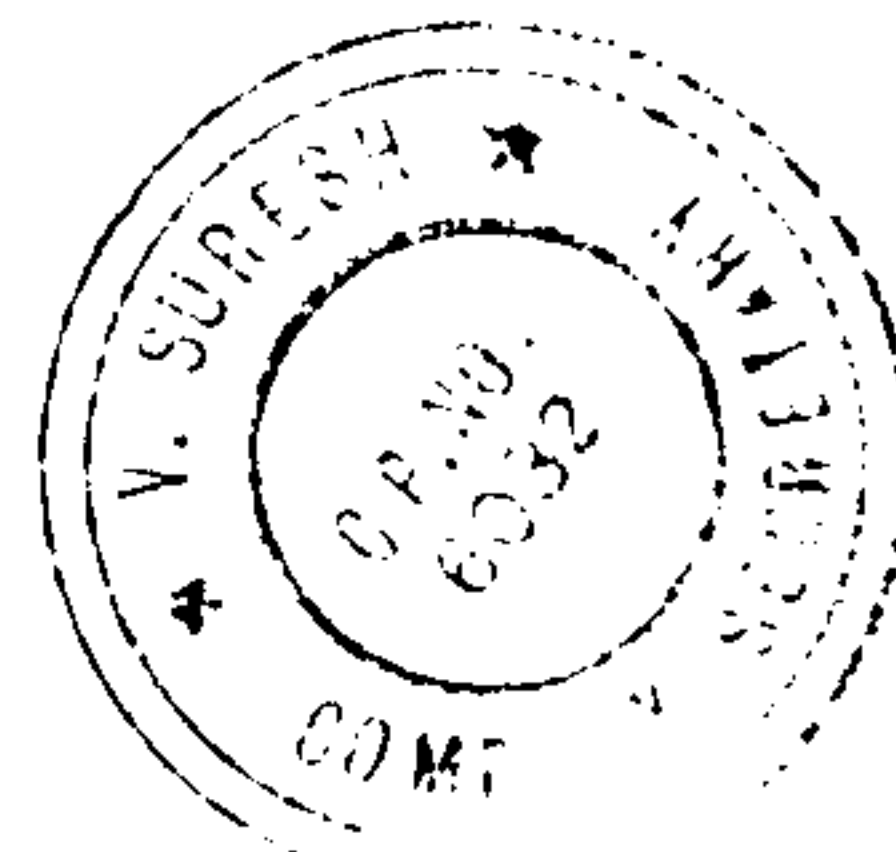
Re-appointment of Mr.K Ramesh, who retires by rotation

(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
34	37	26,10,072	100.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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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
32	35	26,10,063	100.00

(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	2	9	0.00

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
32	35	26,10,063	100.00

(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	2	9	0.00

ITEM NO. 5:

Appointment of Mr P S Raman as an Independent Director

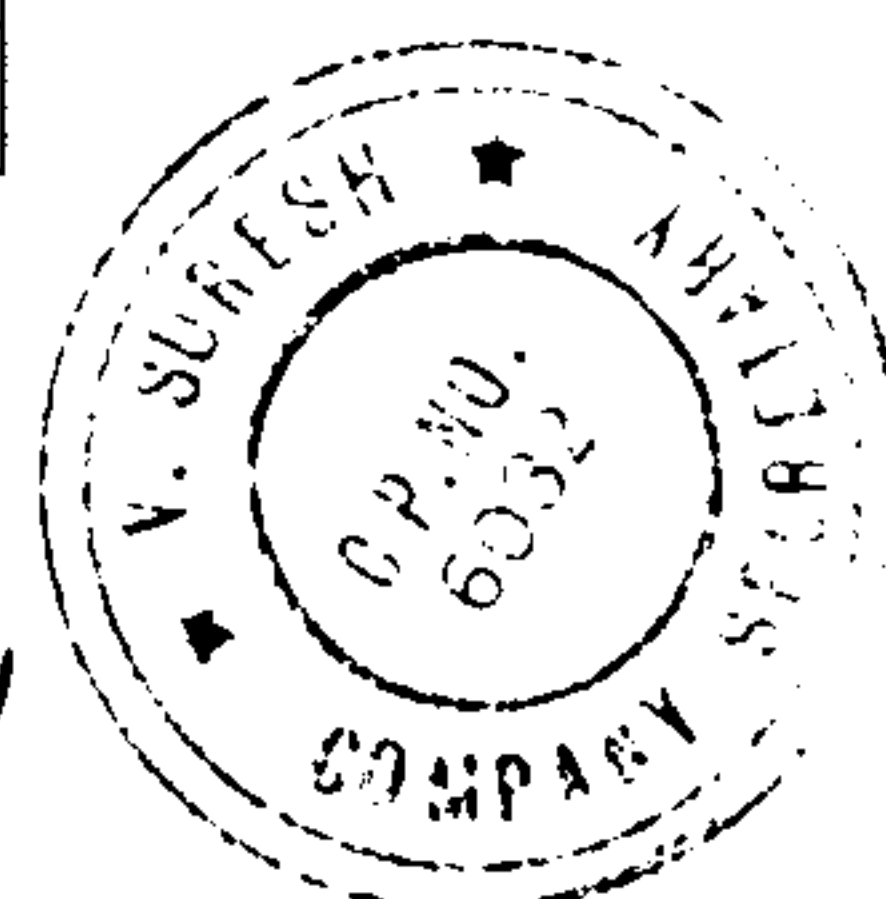
(i) Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
32	35	26,10,063	100.00

(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	2	9	0.00

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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
31	34	26,10,061	100.00

(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	2	9	0.00

One member abstained from voting in respect of this resolution.

ITEM NO. 7

Appointment of Mr K S Ranganathan as an Independent Director

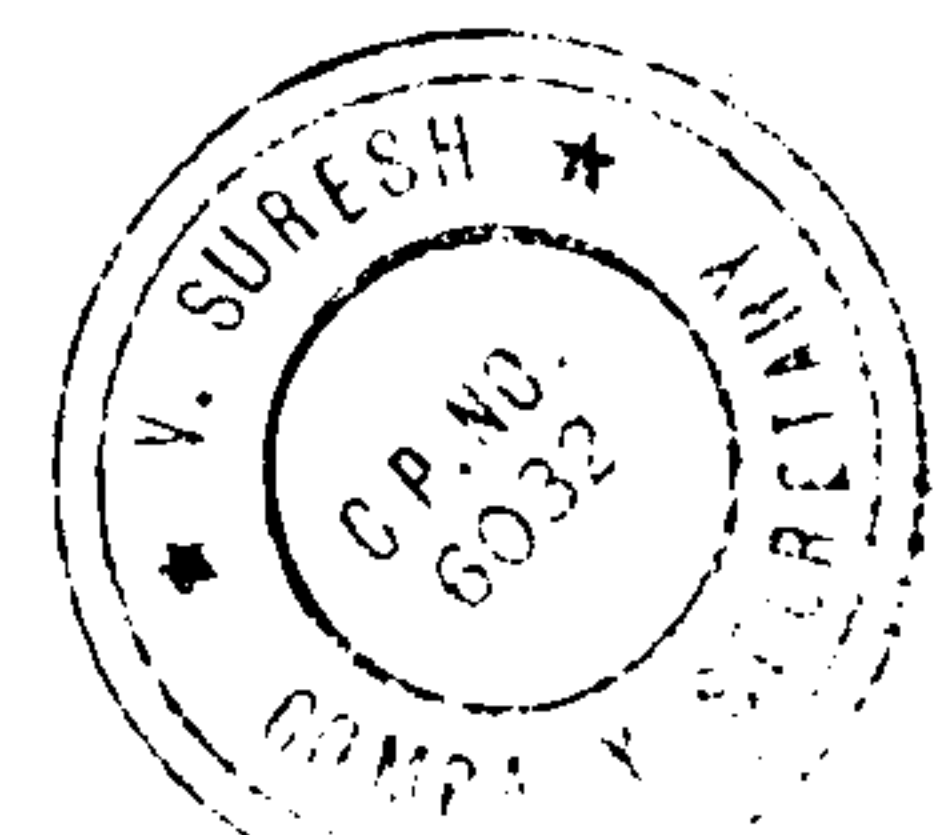
(i) Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
31	34	26,10,038	100.00

(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	2	9	0.00

One member abstained from voting in respect of this resolution.



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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
32	35	26,10,063	100.00

(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	2	9	0.00

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
32	35	26,10,063	100.00

(ii) Voted **against** the resolution:

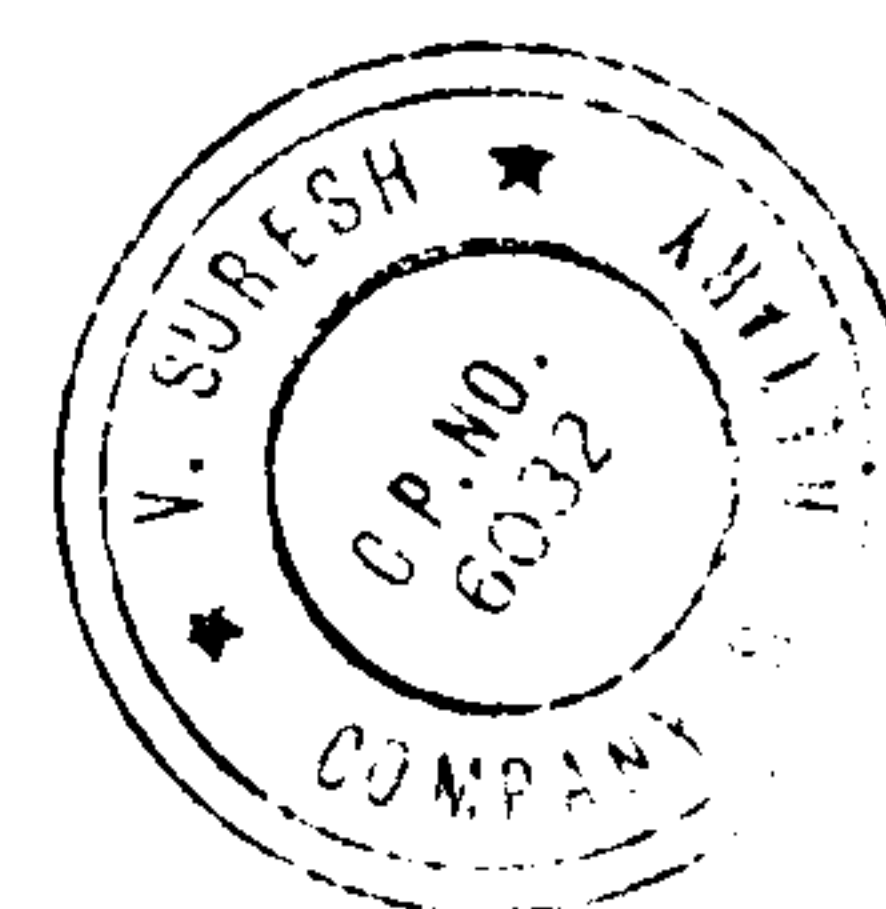
Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
2	2	9	0.00

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
32	35	26,10,063	100.00

(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	2	9	0.00



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

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
32	35	26,10,063	100.00

(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	2	9	0.00

Thanking You,
Yours faithfully,



V Suresh
Practising Company Secretary
C.P No 6032
Place: Chennai
Date: 29.07.2014

