

AUGUST 1ST , 2013

PROCEEDINGS OF THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "RANI SEETHAI HALL", MOUNT ROAD , CHENNAI 600 006, AT 09-00 AM ON THURSDAY , THE 1ST AUGUST 2013.

PRESENT

Mr K Mahesh Chairman & Managing Director

Mr T Kannan Director

Mr Ashok V Chowgule Director

Mr K S Ranganathan Director

Mr K S D Sambasivam Director

Mr Krishna Mahesh Joint Managing Director

Mr S Ramabadran Secretary

Mr P Menakshi Sundaram
Partner Auditors
Sundaram & Srinivasan
Chartered Accountants

Members : 965

Proxies : 27

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 2013

Mr B S Krishnamohan (Shareholder) client id IN30035180032143 proposed the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Balance Sheet as at 31st March 2013, the Profit & Loss Account for the year ended 31st March 2013, Cash Flow Statement for the year ended 31st March 2013 and the Report of the Directors and the Auditors of the Company be and are hereby approved and adopted.

Mr R Narayanan (Shareholder) client id IN30044110339475 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 shareholder 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 K.Ramesh, as a Director"

RE-APPOINTMENT OF MR K.Ramesh , AS A DIRECTOR OF THE COMPANY

Mr G Mani (shareholder)- client id IN30131321016966 proposed the following resolution as an Ordinary Resolution:

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

Mr Sreenivasalu Pinni (shareholder) client id IN30154915243223 seconded the resolution.

The Resolution was then 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 Re-appointment of Mr T.Kannan , as a Director.



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RE-APPOINTMENT OF MR T.KANNAN AS A DIRECTOR OF THE COMPANY

Mr R Narayanan (shareholder) folio N00725 proposed the following resolution:

RESOLVED THAT Mr T.Kannan, 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 Varadachary, (shareholder) client id IN 13017400000130523 seconded the resolution.

The Resolution was then 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 "Re-appointment of Mr K.S.D.Sambasivam , as a Director .

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

Mr S Balaji (shareholder) client id IN30044111012453 proposed the following resolution.

RESOLVED THAT Mr K.S.D.Sambasivam , 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 Varadachary, client id IN 13017400000130523 (shareholder) seconded the following resolution:

The Resolution was then 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 "Appointment of Auditors of the Company".

APPOINTMENT OF AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION

Mr R Kumar (shareholder) folio number K00887 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 R Narayanan (shareholder) folio number N00725 seconded the resolution.

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

As the next item related to the appointment of Mr Krishna Mahesh, as Joint Managing Director, Chairman requested Mr T Kannan, 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 Joint Managing Director."

APPOINTMENT OF MR KRISHNA MAHESH, AS JOINT MANAGING DIRECTOR

Mr. R Narayanan a shareholder- client id IN 30044110339475 proposed the following resolution as a special resolution.

"RESOLVED THAT pursuant to Section 198, 269, 309 and 317 of the Companies Act, 1956 and other applicable provisions, if any of the Act, read with Schedule XIII of the Companies Act, the Company hereby accords its approval and consent for the appointment of Mr Krishna Mahesh, as Joint Managing Director of the Company for a term of three years with effect from 06-02-2013, and for the payment of remuneration of 5% of net profits of the Company in the years where the Company makes adequate profits"

Minimum Remuneration:

" RESOLVED THAT Rs. 4 lakhs per month be paid as Minimum Remuneration in accordance with Schedule XIII – Part II – (1) (B) where in any financial year, during the currency of tenure of Joint Managing Director, the Company has no profits or its profits are inadequate "



Perquisites:

Company's contributions to Provident Fund, Superannuation Fund and Gratuity as per the Rules of the Company.

Mr. Chinmay G Parikh, Parikh (shareholder) client id IN30180225013846 , seconded the resolution.

The Resolution was then put to vote. All the members present , except one 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 a vote of thanks.

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



**K MAHESH
CHAIRMAN**

AUGUST 2ND 2013



