

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone : 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

SecI/NSE/ 42nd AGM
August 02, 2016

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra Kurla Complex
Bandra (East),
Mumbai-400 051

Dear Sir,

Sub : Intimation of Voting Results of 42nd AGM of the Company held on August 01, 2016 under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

We enclose the details of voting results of the resolutions listed at 42nd Annual General Meeting of our Company held on August 01, 2016 at Rani Seethai Hall, No.603 Anna Salai, Chennai - 600006 at 12.15 pm as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We wish to inform you that the following resolutions listed in the notice of the 42nd Annual General Meeting have been passed with requisite majority.

1. Adoption of Audited financial statements of the Company for the year ended 31st March 2016, reports of the Board of Directors and the Auditors' thereon.
2. Re-appointment of Mr. K Ramesh (DIN 00556922) as Director.
3. Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, as Statutory Auditors of the Company.

We enclose the Scrutinizer's report for your reference and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadran
Chief Financial Officer & Company Secretary



Encl: As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : 180, Mount Road, Chennai - 600 006.

CIN : L34300TN1974PLC006703

DETAILS OF VOTING RESULTS

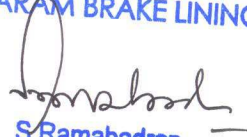
Date of the Annual General Meeting	August 01, 2016
Total No. of Shareholders as on Record Date	8115
No. of Shareholders present in the Meeting either in person or through Proxy	1419
Promoters and Promoter Group	10
Public	1409
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoter and Promoter Group	-
Public	-

RESOLUTION 1 :

Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2016 and the reports of the Directors and Auditors thereon.

Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,344	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	22,344	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,447	10,653	0.80	10,653	-	100.00	-
	Poll		950	0.07	713	237	75.05	24.95
	Total	13,33,447	11,603	0.87	11,366	237	97.96	2.04
Total		39,34,575	25,90,387	65.84	25,90,150	237	99.99	0.01

For SUNDARAM BRAKE LININGS LTD.,


S. Ramabadrar
Chief Financial Officer & Company Secretary

RESOLUTION 2 :

Re-appointment of Mr.K.Ramesh (DIN 00556922) who retires by rotation and being eligible, offers himself for re-appointment.

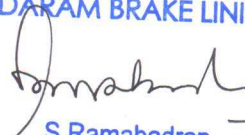
Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						Yes (However they are entitled to vote)		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,344	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	22,344	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,447	10,653	0.80	10,653	-	100.00	-
	Poll	-	950	0.07	713	237	75.05	24.95
	Total	13,33,447	11,603	0.87	11,366	237	97.96	2.04
Total		39,34,575	25,90,387	65.84	25,90,150	237	99.99	0.01

RESOLUTION 3 :

Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and authorizing the Board of Directors to fix their remuneration.

Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,344	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	22,344	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,447	10,653	0.80	10,653	-	100.00	-
	Poll	-	950	0.07	713	237	75.05	24.95
	Total	13,33,447	11,603	0.87	11,366	237	97.96	2.04
Total		39,34,575	25,90,387	65.84	25,90,150	237	99.99	0.01

For SUNDARAM BRAKE LININGS LTD.,



S. Ramabadrana
Chief Financial Officer & Company Secretary



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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 01st August 2016

To,
The Chairman,
M/s SUNDARAM BRAKE LININGS LIMITED,
Chennai.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 42nd Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Monday, August 1, 2016 at 12.15 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Sundaram Brake Linings Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 42nd Annual General Meeting (AGM) of the members of the Company, held on Monday, August 1, 2016 at 12.15 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

The Notice dated 24th May 2016 along with statement setting out material facts under Section 101 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and in a vernacular newspaper "Dinamani" having wide circulation, in their respective editions dated 1st July 2016.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 42nd 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 on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from

the e-voting system provided by M/s. National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for voting through Ballot Papers at the AGM venue at the 42nd Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

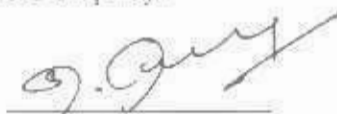
The members of the Company as on the "cut-off" date i.e. July 25, 2016 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 42nd AGM of the Company.)

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

Remote E-voting:

- i. The e-voting period remained open from Friday, July 29, 2016 (9.00 a.m.) to Sunday, July 31, 2016 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

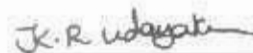

Mr. Udaya Kumar K R


Mr. Ramesh S

- iii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient places in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.


Mr. Udaya Kumar K R


Mr. Ramesh S

- iv. There are no invalid/defective ballot papers.



Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited ('NSDL'), (i.e.) www.evoting.nsdl.com and voting through Ballot Papers at the AGM venue was prepared.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Audited financial statements of the Company for the financial year ended March 31, 2016 with reports of the Board of Directors' and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
Total	25,90,387	42	25,90,150	99.9	3	237	0.1	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Mr.K.Ramesh,(DIN: 00556922) who retires by rotation and being eligible, offers himself for re-appointment.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
Total	25,90,387	42	25,90,150	99.9	3	237	0.1	-	-



Resolution No 3: Ordinary Resolution

Ordinary Business: Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and authorizing the Board of Directors to fix their remuneration.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
Total	25,90,387	42	25,90,150	99.9	3	237	0.1	-	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh

Practising Company Secretary

CP No. 6032

