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SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

Sec/BSE/1819
May 29, 2019

The Deputy Manager
Corporate Relationship
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub : Intimation of Annual Secretarial Compliance Report for the Year Ended 31st March 2019

Ref : Regulation 24A of (Listing Obligations and Disclosure Requirements) Regulations 2015

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2019, issued by Mr.V Suresh, Practising Company Secretary, Secretarial Auditors of the Company.

Please take the Report on record.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadran
Chief Financial Officer & Company Secretary

Encl: As above



No. 28, I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

**SECRETARIAL COMPLIANCE REPORT OF SUNDARAM BRAKE LININGS
LIMITED FOR THE YEAR ENDED 31.03.2019**

I, V Suresh, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Sundaram Brake Linings Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2019, in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (no events during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (no events during the audit period)



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (no events during the audit period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (no events during the audit period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr.No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
NIL	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL



(d) The listed entity has taken the following actions to comply with the observations made in previous reports : **(NOT APPLICABLE)**

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity.
	NA	NA	NA	NA

Place : Chennai

Date : 20.05.2019



V Suresh

Practising Company Secretary

FCS No. 2969

C.P.NO: 6032