

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

26th December, 2024

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, "G" Block Bandra Kurla Complex Bandra (East), Mumbai-400 051 Scrip Code: SUNDRMBRAK	BSE Limited Floor 25, P J Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 590072
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Dear Sir/Madam,

Sub: Postal Ballot by Voting through electronic means - Voting Result

i) Re-appointment of Mr. Krishna Mahesh as the Managing Director of the Company

Further to our letters dated 11th November, 2024 and 18th November, 2024, we write to inform you that the Special Resolution for re-appointment of Mr. Krishna Mahesh as the Managing Director of the Company, as set out in the Postal Ballot Notice dated 11th November, 2024 has been passed by the Members by requisite majority.

We enclose, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results, in the prescribed format.

The said details are also being uploaded on the website of the Company at www.tvssbrakelinings.com/sebi.php website of the Stock Exchange where the securities of the Company are listed, namely, National Stock Exchange of India Limited (NSE).

Kindly take the above mentioned information in record and oblige.

Thanking you,

Yours truly

For SUNDARAM BRAKE LININGS LIMITED

J. R. VISHNU VARTHAN
COMPANY SECRETARY

SUNDARAM BRAKE LININGS LIMITED

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Voting Results of Postal Ballot (Remote e-voting) in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Total No. of Shareholders as on Record Date	8573
No. of Shareholders present in the Meeting either in person or through Proxy	
Promoters and Promoter Group	Not applicable
Public	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	Not applicable
Public	Not applicable
No of resolution passed in the Meeting	1 (One)

RESOLUTION 1:

Re-appointment of Mr. Krishna Mahesh (DIN: 00420048), as Managing Director of the company effective from 06th February, 2025

Resolution Required						Special		
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	2578784	1741488	67.53	1741488	0	100	0
	Total	2578784	1741488	67.53	1741488	0	100	0
Public - Institutions	E-voting	28	0	0	0	0	0	0
	Total	28	0	0	0	0	0	0
Public - Non Institutions	E-voting	1355763	32500	2.40	32462	38	99.88	0.12
	Total	1355763	32500	2.40	32462	38	99.88	0.12
Total		3934575	1773988	45.08	1773950	38	99.99	0.01



Scrutinizer's Report on Postal Ballot

**[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
M/s. SUNDARAM BRAKE LININGS LIMITED,
Padi, Chennai – 600050.

Dear Sir,

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the Notice dated 11th November 2024, through Postal Ballot.

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of M/s. Sundaram Brake Linings Limited (**"the Company"**) on the resolutions contained in postal ballot notice dated **11th November, 2024** for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and General Circular No 9/2024 dated September 19, 2024 (collectively referred to as "SEBI Circulars").




2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with relevant Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to section 108 & 110 of the Companies Act, 2013 and rules thereunder. My responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, India the authorized agencies engaged by the Company.
3. I, submit herewith my report on the results of e-voting together with postal ballot as under:-
 1. The Postal Ballot Notices were sent through email on 18th November 2024, to all the Shareholders, whose name(s) appeared on the Register of Members/list of beneficiaries as on 15th November 2024.
 2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 3. The Public Advertisement with respect to dispatch of Notices and conducting of voting was published in an English Newspaper Financial Express (in English) and vernacular newspaper Dinamani (in Tamil) having a wide circulation, in their respective editions dated 19th November 2024.
 4. The e-voting period remained open from Monday, 25th November, 2024 at (9.00 AM IST) to Tuesday, 24th December, 2024 at (5.00 PM IST).
 5. The Members of the Company as on the "cut-off" date i.e. 15th November, 2024, were entitled to vote on the resolutions in the Postal Ballot Notice.
 6. The Corporate Members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.
 7. The votes cast were unblocked on Tuesday, 24th December, 2024, in the presence of two (2) witnesses, who are not in the employment of the Company.

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 NSDL, India (i.e.) <https://eservices.nsdl.com/> based on such reports the results of the e-voting is generated.




8. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from NSDL, India website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
ITEM NO. 1: <u>Special Business</u> <u>Special Resolution:</u> Re-appointment of Mr. Krishna Mahesh (DIN: 00420048), as Managing Director of the Company effective from 06 th February 2025.	17,73,988	80	17,73,950	99.99%	4	38	0.01%	0
Total E-Voting	17,73,988	80	17,73,950	99.99%	4	38	0.01%	0

9. The Resolution is passed as Special Resolutions with requisite majority.
10. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai
Date: 26.12.2024



For V Suresh Associates

V Suresh
Senior Partner
Practising Company Secretaries
M. No. F2969
C. P. NO. 6032
Peer Review Cert. No: 667/2020
UDIN: F002969F003490178