

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

Sec/ 48th AGM

August 5, 2022

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: Submission of Voting Results along with the Scrutinizer's report for the 48th Annual General Meeting.

We enclose herewith the Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting Results in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 48th Annual General Meeting of the Company held on Thursday, 4th August, 2022 through Video Conferencing ("VC")/Other Audit Visual Means ("OAVM")

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabdran
Chief Financial Officer & Company Secretary

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Voting Results of 48th AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the Annual General Meeting	August 4, 2022
Total No. of Shareholders as on Record Date	9372
No. of Shareholders present in the Meeting either in person or through Proxy	0
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	44
Promoter and Promoter Group	12
Public	32

RESOLUTION 1:

Adoption of Audited Financial Statements and the Reports of the Board and the Statutory Auditors thereon for the financial year ended 31st March, 2022

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,962	10	99.98	0.02
	Total	13,55,791	72,972	5.38	72,962	10	99.98	0.02
Total		39,34,575	2587255	65.75	25,87,245	10	99.99	0.01

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : Padi, Chennai - 600 050, India.

CIN : L34300TN1974PLC006703

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RESOLUTION 2:

Re-appointment of Ms. Shripriya Mahesh Ramanan (DIN: 08632277) who retires by rotation

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	73,072	5.38	71,899	1,173	98.39	1.61
	Total	13,55,791	73,072	5.38	71,899	1,173	98.39	1.61
Total		39,34,575	25,87,355	65.75	25,86,182	1,173	99.95	0.05

RESOLUTION 3:

Re-appointment of M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and 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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,662	310	99.58	0.42
	Total	13,55,791	72,972	5.38	72,662	310	99.58	0.42
Total		39,34,575	25,87,255	65.75	25,86,945	310	99.99	0.01

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RESOLUTION 4:

Appointment of Mr. Gopaldaswamy Ramachandramouli (DIN: 01868645) as Non-Executive Non-Independent Director.

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	67,721	5,251	92.81	7.19
	Total	13,55,791	72,972	5.38	67,721	5,251	92.81	7.19
Total		39,34,575	25,87,255	65.75	25,82,004	5,251	99.80	0.20

RESOLUTION 5:

Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director.

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,912	60	99.92	0.08
	Total	13,55,791	72,972	5.38	72,912	60	99.92	0.08
Total		39,34,575	25,87,255	65.75	25,87,195	60	99.99	0.01

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : Padi, Chennai - 600 050, India.

CIN : L34300TN1974PLC006703

No.28, 1st Floor, Ganapathy Colony, IIIrd 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: 05.08.2022

To
The Chairman of the Annual General Meeting
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 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 48th Annual General Meeting of M/s. Sundaram Brake Linings Limited, held on Thursday, August 04, 2022 at 10:01 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

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 process and ascertaining the requisite majority, on the resolutions contained in the notice dated May 27, 2022 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 48th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 04, 2022 at 10:01 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 27th May 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" and in a vernacular newspaper "Dinamani" edition on 7th July, 2022.



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 48th 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 e-voting period remained open from Monday, August 01, 2022 (9.00 A.M. IST) to Wednesday, August 03, 2022 (5.00 P.M. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

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.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. July 28, 2022 were entitled to vote on the resolutions (items no. 1 and 5 as set out in the notice of the 48th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

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.) <https://www.evoting.nsdl.com> and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the audited financial statements for the financial year ended March 31, 2022 together with the 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	25,87,255	104	25,87,245	99.99	1	10	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	104	25,87,245	99.99	1	10	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Appoint Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as director, liable to retire by rotation, and being eligible, offers herself 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	25,87,355	102	25,86,182	99.96	4	1173	0.04	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,355	102	25,86,182	99.96	4	1173	0.04	-	-



Resolution No 3: Ordinary Resolution

Ordinary Business: Re-Appoint M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and 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	25,87,255	103	25,86,945	99.99	2	310	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	103	25,86,945	99.99	2	310	0.01	-	-

Resolution No 4: Ordinary Resolution

Special Business: Appoint Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-executive Non-independent Director of the Company.

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	25,87,255	102	25,82,004	99.80	3	5,251	0.20	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	102	25,82,004	99.80	3	5,251	0.20	-	-



Resolution No 5: Ordinary Resolution

Special Business: Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director of the Company

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	25,87,255	103	25,87,195	99.99	2	60	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	103	25,87,195	99.99	2	60	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969D000746316