

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvibrakelinings.com

PAN : AADCS4888E

Sec/ 46<sup>th</sup> AGM  
August 11, 2020

The Manager  
Capital Market Listing  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, "G" Block  
Bandra Kurla Complex  
Bandra (East), Mumbai-400 051  
Scrip Code: SUNDRMBRAK

The Deputy Manager  
Corporate Relationship  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 590072

Dear Sir,

## **Sub: Intimation on the Outcome of the Proceedings of Annual General Meeting**

We wish to inform you that the 46<sup>th</sup> Annual General Meeting of the Company (AGM) was held on 10<sup>th</sup> August 2020 through Video Conferencing and the businesses mentioned in the Notice dated 27<sup>th</sup> June 2020 convening the AGM were transacted.

In this connection, we enclose the following:

1. Annexure A - Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Annexure B - Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Annexure C - Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

Yours faithfully  
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrn  
Chief Financial Officer & Company Secretary

Encl: As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

**ANNEXURE A**  
**SUMMARY OF PROCEEDINGS OF FORTY SIXTH ANNUAL GENERAL MEETING**

The 46<sup>th</sup> Annual General Meeting (AGM) of the Members of Sundaram Brake Linings Limited ('the Company') was held on Monday, August 10, 2020 at 10 00 AM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**PRESENT**

Mr. P S Raman	- Independent Director (over VC from Chennai)
Mr. Ashok V Chowgule	- Independent Director (over VC from Goa)
Mr. K.S Ranganathan	- Independent Director (over VC from Chennai)
Mr. K S D Sambasivam	- Independent Director (over VC from Mannargudi)
Ms. Sandhya Subramanyam	- Independent Director (over VC from Bangalore)
Ms. Shobhana Ramachandran	- Director (over VC from Madurai)
Ms. Shripriya Mahesh Ramanan	- Director (over VC from California)
Mr. Krishna Mahesh	- Managing Director (over VC from Chennai)
Mr. S Ramabadran	- CFO & Company Secretary (over VC from Chennai)

**OTHER REPRESENTATIVES:**

M/s. Brahmayya & Co	- Statutory Auditors (over VC from Chennai)
Mr. V Suresh	- Secretarial Auditor (over VC from Chennai)

A total of 45 members attended the meeting. The meeting commenced at 10.00 A.M.

Mr. S. Ramabadran informed the members that the Directors have elected Mr. Krishna Mahesh, MD to chair the 46<sup>th</sup> AGM.

Mr. S Ramabadran, CFO & CS requested Mr. Krishna Mahesh, Managing Director to Chair the meeting.

Mr. Krishna Mahesh, Managing Director took the Chair.

Chairman of the Meeting welcomed the members to the Forty Sixth Annual General Meeting of the Company.

Chairman introduced his colleagues present in the VC. However, Mr. T Kannan could not be present at the AGM due to technical glitch.



After confirmation by CFO&CS that the requisite quorum for the meeting was present, Chairman called the meeting to order.

The notice for convening the Forty Sixth Annual General meeting was read by Mr. S Ramabadran, CFO & CS.

The Chairman informed the members, that both the Statutory Auditors' Report and Secretarial Auditors' Report were free from any qualification / observation or other remarks.

Chairman then delivered his speech.

Chairman of the Meeting then requested the members to raise queries, if any, with regard to the business listed in the notice of 46<sup>th</sup> AGM.

Shareholders were provided facility to ask questions or express their views through VC and through chat box option on the aforesaid resolutions. Clarifications were provided to the queries raised by the members.

Chairman informed the members that pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Company provided e-voting facility to the members to cast their votes electronically in respect of the below mentioned items of business listed in the notice of the Forty Sixth AGM and the voting through Electronic means (E-voting) has been completed on August 09, 2020.

1. Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2020, reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr.Krishna Mahesh, Director (DIN 00420048), who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of Ms. Shobhana Ramachandran (DIN: 02753843) as Director of the Company.
4. Appointment of Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as Director of the Company.

Chairman then thanked the shareholders for participating through e-voting and informed that the facility to vote on the resolutions contained in the Notice of the meeting shall remain open until the conclusion of the Meeting.

Chairman informed the members that the results of e-voting would be announced on or before August 12, 2020 and also intimated to the stock exchanges and posted on the website of the Company and NSDL.

Chairman requested Mr. Ashok V Chowgule to propose Vote of the thanks to the Members.

Mr. Ashok V Chowgule thanked the Chairman, all Directors and Shareholders who made it convenient to attend this meeting.

Chairman declared the meeting as concluded.

The meeting ended at 10:36 A.M.

Mr. V. Suresh, Practicing Company Secretary, Scrutinizer, submitted his report dated August 10, 2020 covering the results on the resolutions listed in the notice of Forty Sixth AGM.

**ANNEXURE - B**  
**DETAILS OF VOTING RESULTS**

<b>Date of the Annual General Meeting</b>	August 10, 2020
<b>Total No. of Shareholders as on Record Date</b>	9,714
<b>No. of Shareholders present in the Meeting either in person or through Proxy</b>	-
<b>Promoters and Promoter Group</b>	-
<b>Public</b>	-
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	45
<b>Promoter and Promoter Group</b>	17
<b>Public</b>	28

**RESOLUTION 1:**

Adoption of the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2020 and the reports of the Directors and Auditors thereon.

<b>Resolution Required</b>						<b>Ordinary</b>		
<b>Whether Promoter / Promoter Group are interested in the Resolution</b>						<b>No</b>		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of votes in favour</b>	<b>No. of votes against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
Promoter and Promoter Group	E-voting	25,78,784	25,24,375	97.89	25,24,375	-	100	-
	<b>Total</b>	<b>25,78,784</b>	<b>25,24,375</b>	<b>97.89</b>	<b>25,24,375</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public – Institutions	E-voting	1	-	-	-	-	-	-
	<b>Total</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-voting	13,55,790	7,781	0.57	7,613	168	97.84	2.16
	<b>Total</b>	<b>13,55,790</b>	<b>7,781</b>	<b>0.57</b>	<b>7,613</b>	<b>168</b>	<b>97.84</b>	<b>2.16</b>
<b>Total</b>		<b>39,34,575</b>	<b>25,32,156</b>	<b>64.36</b>	<b>25,31,988</b>	<b>168</b>	<b>99.99</b>	<b>0.01</b>



**RESOLUTION 2:**

Re-appointment of Mr. Krishna Mahesh, Director (DIN: 00420048) 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	25,24,375	97.89	25,24,375	-	100	-
	<b>Total</b>	<b>25,78,784</b>	<b>25,24,375</b>	<b>97.89</b>	<b>25,24,375</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public – Institutions	E-voting	1	-	-	-	-	-	-
	<b>Total</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-voting	13,55,790	7,781	0.57	7,613	168	97.84	2.16
	<b>Total</b>	<b>13,55,790</b>	<b>7,781</b>	<b>0.57</b>	<b>7,613</b>	<b>168</b>	<b>97.84</b>	<b>2.16</b>
<b>Total</b>		<b>39,34,575</b>	<b>25,32,156</b>	<b>64.36</b>	<b>25,31,988</b>	<b>168</b>	<b>99.99</b>	<b>0.01</b>

**SPECIAL BUSINESS:****RESOLUTION 3:**

Appointment of Ms. Shobhana Ramachandran (DIN:00273837) as Director of the Company.

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	25,24,375	97.89	25,24,375	-	100	-
	<b>Total</b>	<b>25,78,784</b>	<b>25,24,375</b>	<b>97.89</b>	<b>25,24,375</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public – Institutions	E-voting	1	-	-	-	-	-	-
	<b>Total</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-voting	13,55,790	7,781	0.57	7,601	180	97.69	2.31
	<b>Total</b>	<b>13,55,790</b>	<b>7,781</b>	<b>0.57</b>	<b>7,601</b>	<b>180</b>	<b>97.84</b>	<b>2.31</b>
<b>Total</b>		<b>39,34,575</b>	<b>25,32,156</b>	<b>64.36</b>	<b>25,31,976</b>	<b>180</b>	<b>99.99</b>	<b>0.01</b>

**RESOLUTION 4:**

Appointment of Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as Director of the Company.

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	25,24,375	97.89	25,24,375	-	100	-
	<b>Total</b>	<b>25,78,784</b>	<b>25,24,375</b>	<b>97.89</b>	<b>25,24,375</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public – Institutions	E-voting	1	-	-	-	-	-	-
	<b>Total</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Non Institutions	E-voting	13,55,790	7,781	0.57	7,601	180	97.69	2.31
	<b>Total</b>	<b>13,55,790</b>	<b>7,781</b>	<b>0.57</b>	<b>7,601</b>	<b>180</b>	<b>97.84</b>	<b>2.31</b>
<b>Total</b>		<b>39,34,575</b>	<b>25,32,156</b>	<b>64.36</b>	<b>25,31,976</b>	<b>180</b>	<b>99.99</b>	<b>0.01</b>



No. 28,I st Floor, Ganapathy Colony, III<sup>rd</sup> 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: 10.08.2020

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 (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 46<sup>th</sup> Annual General Meeting of Sundaram Brake Linings Limited held on Monday, August 10, 2020 at 10:00 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 June 27, 2020 issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 46<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, August 10, 2020 at 10:00 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 27<sup>th</sup> June 2020, 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 MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" all editions and in a vernacular newspaper "Dinamani" Chennai edition on July 14, 2020.





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 46<sup>th</sup> 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 Friday, August 07, 2020 (9.00 a.m. IST) to Sunday, August 09, 2020 (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. August 03, 2020 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 46<sup>th</sup> 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/](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 standalone financial statements for the financial year ended March 31, 2020 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 & Voting at AGM	25,32,156	60	25,31,988	99.99	6	168	0.01	-	-

**Resolution No 2: Ordinary Resolution**

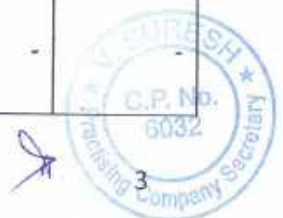
**Ordinary Business: Re-appointment of Mr. Krishna Mahesh (DIN 00420048), as a Director of the Company, liable to retire by rotation.**

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 & Voting at AGM	25,32,156	60	25,31,988	99.99	6	168	0.01	-	-

**Resolution No 3: Ordinary Resolution**

**Special Business: Appointment of Ms. Shobhana Ramachandran (DIN: 00273837) as Director.**

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 & Voting at AGM	25,32,156	59	25,31,976	99.99	7	180	0.01	-	-



*Resolution No 4: Ordinary Resolution*

*Special Business: Appointment of Ms. Shripriya Mahesh Ramanan as Director.*

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 & Voting at AGM	25,32,156	59	25,31,976	99.99	7	180	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh  
Practising Company Secretary  
CP No. 6032  
UDIN: F002969B000565841

