

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

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E-mail : sbl@tvssbl.com

Website : www.tvsbrokeinings.com

PAN : AADCS4888E

Sec1/BSE/ Postal Ballot 19-20

July 18, 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 : Declaration of Voting Results of Postal Ballot

The Board of Directors of the Company had sought the approval of the Shareholders pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following Special Business:

1. Re-appointment of Mr. T.Kannan, (DIN: 00040674), as Independent Director for a period of five years effective from 1st August, 2019.
2. Re-appointment of Mr. P S Raman, (DIN: 00003606), as Independent Director for a period of five years effective from 1st August, 2019.
3. Re-appointment of Mr. Ashok V Chowgule, (DIN: 00018970), as Independent Director for a period of five years effective from 1st August, 2019.
4. Re-appointment of Mr. K S Ranganathan, (DIN: 02796986), as Independent Director for a period of five years effective from 1st August, 2019.
5. Re-appointment of Mr. K S D Sambasivam, (DIN: 01937321), as Independent Director for a period of five years effective from 1st August, 2019.

Mr. V Suresh, Practising Company Secretary, Chennai who was appointed as Scrutinizer for Conducting the Postal Ballot process, has submitted his report.

In compliance with Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the Statement of Voting Results of the Postal Ballot along with the Scrutinizer's report for your kind reference and record.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED


S. Ramabadrar
Chief Financial Officer & Company Secretary
Encl : As above





DETAILS OF VOTING RESULTS

Date of the AGM/EGM/Postal Ballot(Result Declaration date)	July 18, 2019
Total No. of Shareholders as on Record Date/ Cut off date	9895
No. of Shareholders present in the Meeting either in person or through Proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable

RESOLUTION 1 :

Re-appointment of Mr. T.Kannan, (DIN: 00040674), as Independent Director for a period of five years effective from 1st August 2019.

Resolution Required						Special		
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	25,24,375	97.89	25,24,375	-	100.00	-
	Postal Ballot		-	-	-	-	-	
	Total		25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	
	Total		50	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	5,817	0.43	5,645	172	97.04	2.96
	Postal Ballot		20,158	1.49	20,008	150	99.26	0.74
	Total		25,975	1.92	25,653	322	98.76	1.24
Total		39,34,575	25,50,350	64.82	25,50,028	322	99.99	0.01



RESOLUTION 2 :

Re-appointment of Mr. P S Raman, (DIN: 00003606), as Independent Director for a period of five years effective from 1st August 2019.

Resolution Required						Special		
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	25,24,375	97.89	25,24,375	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	50	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	5,817	0.43	5,645	172	97.04	2.96
	Postal Ballot		20,158	1.49	20,007	151	99.25	0.75
	Total	13,55,741	25,975	1.92	25,652	323	98.76	1.24
Total		39,34,575	25,50,350	64.82	25,50,027	323	99.99	0.01



2

RESOLUTION 3 :

Re-appointment of Mr. Ashok V Chowgule, (DIN: 00018970), as Independent Director for a period of five years effective from 1st August 2019.

Resolution Required						Special		
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	25,24,375	97.89	25,24,375	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	50	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	5,817	0.43	5,595	222	96.18	3.82
	Postal Ballot		20,156	1.49	19,805	351	98.26	1.74
	Total	13,55,741	25,973	1.92	25,400	573	97.79	2.21
Total		39,34,575	25,50,348	64.82	25,49,775	573	99.98	0.02



2

RESOLUTION 4 :

Re-appointment of Mr. K S Ranganathan, (DIN: 02796986), as Independent Director for a period of five years effective from 1st August 2019.

Resolution Required						Special		
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	25,24,375	97.89	25,24,375	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	50	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	5,817	0.43	5,645	172	97.04	2.96
	Postal Ballot		20,158	1.49	19,807	351	98.26	1.74
	Total	13,55,741	25,975	1.92	25,452	523	97.99	2.01
Total		39,34,575	25,50,350	64.82	25,49,827	523	99.98	0.02



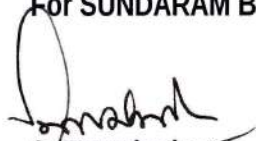
9

RESOLUTION 5 :

Re-appointment of Mr. K S D Sambasivam, (DIN: 01937321), as Independent Director for a period of five years effective from 1st August 2019.

Resolution Required						Special		
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	25,24,375	97.89	25,24,375	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	50	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	5,817	0.43	5,595	222	96.18	3.82
	Postal Ballot		20,108	1.48	19,957	151	99.25	0.75
	Total	13,55,741	25,925	1.91	25,552	373	98.56	1.44
Total		39,34,575	25,50,300	64.82	25,49,927	373	99.99	0.01

For SUNDARAM BRAKE LININGS LIMITED


S/Ramabadrn

Chief Financial Officer & Company Secretary







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

Scrutinizer's Report

The Managing Director
Sundaram Brake Linings Limited
Padi, Chennai - 600050

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by

- (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ; and

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 and 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 National Securities Depository Limited, India, and M/s. Integrated Registry Management Services Private Limited, Chennai, the authorized agencies engaged by the Company.

3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-

1. The Company completed the dispatch of postal ballot forms on 13th June 2019, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 07th June 2019.
2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours on 17th July, 2019 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

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5. Postal ballot forms, received after 17thJuly, 2019, were not considered.
6. 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 14thJune 2019.
7. Postal ballot forms returned undelivered is 167.
8. The e-voting period remained open from Tuesday, 18thJune 2019 (9:00 A.M.) to Wednesday, 17thJuly 2019 (5.00 PM).
9. The members of the Company as on the "cut-off" date i.e. 07thJune 2019 were entitled to vote on the resolutions in the Postal Ballot Notice.
10. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.
11. The votes cast were unblocked on 17thJuly 2019 in the presence of 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 National Securities Depository Limited, India (i.e.) www.evoting.nsdl.com and based on such reports the results of the e-voting is generated.

12. A summary of the e-voting and postal ballot forms received is given below:

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:								
Special Resolution.								
Re-appointment of Mr. T.Kannan, (DIN: 00040674), as Independent Director effective from 1 st August 2019.								
E-Voting	25,30,192	55	25,30,020	99.99	4	172	0.01	-
Postal Ballot	20,158	121	20,008	99.26	6	150	0.74	-
Total	25,50,350	176	25,50,028	99.99	10	322	0.01	-




ITEM NO. 2:									
Special Resolution									
Re-appointment of Mr. P S Raman, (DIN: 00003606), as Independent Director effective from 1 st August 2019:									
E-Voting	25,30,192	55	25,30,020	99.99	4	172	0.01	-	
Postal Ballot	20,158	120	20,007	99.25	7	151	0.75	-	
Total	25,50,350	175	25,50,027	99.99	11	323	0.01	-	
ITEM NO. 3:									
Special Resolution									
Re-appointment of Mr. Ashok V Chowgule, (DIN: 00018970), as Independent Director effective from 1 st August 2019:									
E-Voting	25,30,192	54	25,29,970	99.99	5	222	0.01	-	
Postal Ballot	20,156	117	19,805	98.26	10	351	1.74	-	
Total	25,50,348	171	25,49,775	99.98	15	573	0.02	-	
ITEM NO. 4:									
Special Resolution									
Re-appointment of Mr. K S Ranganathan, (DIN: 02796986), as Independent Director effective from 1 st August 2019:									
E-Voting	25,30,192	55	25,30,020	99.99	4	172	0.01	-	
Postal Ballot	20,158	117	19,807	98.26	10	351	1.74	-	
Total	25,50,350	172	25,49,827	99.98	14	523	0.02	-	
ITEM NO. 5:									
Special Resolution									
Re-appointment of Mr. K S D Sambasivam, (DIN: 01937321), as Independent Director effective from 1 st August 2019:									
E-Voting	25,30,192	54	25,29,970	99.99	5	222	0.01	-	
Postal Ballot	20,158	119	19,957	99.25	7	151	0.75	50	
Total	25,50,350	173	25,49,927	99.99	12	373	0.01	50	

13. All the Resolutions are passed with requisite majority.
14. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai
Date: 18.07.2019




V Suresh
Practising Company Secretary
C.P.No: 6032