

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474  
E-mail : sbl@tvssbl.com  
Website : www.tvssbrakelinings.com  
PAN : AADCS4888E

Sec1/ Postal Ballot-2022  
Oct 18, 2022

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

**Sub: Submission of proceedings and Voting Results along with the Scrutinizer's report for the Postal Ballot (Remote e-voting)**

We enclose herewith the proceedings, the Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting Results in compliance with Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Postal Ballot process conducted through remote e-voting, which commenced on Thursday, 15<sup>th</sup> Sep, 2022 at 9.00 AM and has ended on Friday, 14<sup>th</sup> Oct, 2022 at 5.00 PM towards Re-classification of promoter/promoters group from "PROMOTER" Category to "PUBLIC" Category.

This is for your information and records.

Thanking you,

**Yours faithfully**  
**for SUNDARAM BRAKE LININGS LIMITED**

**YESHWANTHAR** Digitally signed by  
**AO SATHYAN** YESHWANTHARAO SATHYAN  
Date: 2022.10.18 14:35:36 +05'30'

**Y. Sathyan**  
**DGM Finance & Company Secretary**

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS  
Registered Office : Padi, Chennai - 600 050. India.  
CIN : L34300TN1974PLC006703



**PROCEEDINGS OF POSTAL BALLOT PROCESS CONDCUTED THROUGH REMOTE E-VOTING FOR THE BUSINESS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 11<sup>TH</sup> AUGUST, 2022 OF SUNDARAM BRAKE LININGS LIMITED AND RESULTS OF VOTING DECLARED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT PADI, CHENNAI - 600 050 ON TUESDAY, OCTOBER 18, 2022 AT 10.00 HRS**

**DIRECTOR PRESENT**

Mr. K S D Sambasivam - Independent Director

**IN ATTENDANCE**

Mr. S. Ramabadrn - Chief Financial Officer  
Mr. Y.Sathyan - DGM Finance & Company Secretary

**SCRUTINIZER**

Mr. V. Suresh - Practising Company Secretary, Chennai

The Scrutinizer informed that,

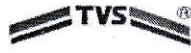
- (a) the Postal Ballot process has been conducted in a fair and transparent manner under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014.
- (b) the Company has provided only remote e-voting facilities to the members as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular No.14/2020, 17/2020 and 10/2021 dated April 8, 2020, April 13, 2020 and June 23, 2021 respectively ("Circulars") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) he has completed the scrutiny of all the votes cast through Remote e-voting commenced from 9.00 AM on Thursday, 15<sup>th</sup> Sep, 2022 upto 5.00 P.M on Friday, 14<sup>th</sup> Oct, 2022.

He further stated that, the resolution stated in the Notice of Postal Ballot dated 11<sup>th</sup> Aug, 2022 has been passed with a requisite majority and a resolution has been passed on 14<sup>th</sup> Oct, 2022, being the last date of voting in terms of Secretarial Standard on General Meetings (SS-2) issued under Section 118 (10) of the Companies Act, 2013 by the Institute of Company Secretaries of India.

The Scrutinizer then submitted his report setting out the results on the voting (Remote e-voting) to Mr. K S D Sambasivam, Independent Director.







The report submitted by the Scrutinizer was taken on record on behalf of the Board of Directors.

**RESOLUTION NO: 1**

**RE-CLASSIFICATION OF PROMOTERS/PROMOTERS GROUP FROM “PROMOTER” CATEGORY TO “PUBLIC” CATEGORY**

Particulars	Remote E-voting
Number of Valid voter counts	118
Number of Valid votes received	44,835 *
Votes in favour of the Resolution	43,610
Votes against the Resolution	1,225
Invalid Votes	0
Percentage of Votes Favour (%)	97.27
Percentage of Votes Against (%)	2.73

\*24,83,583 Shares voted by the Promoters Group have not been considered as per the Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. K S D Sambasivam, Independent Director declared that the following Ordinary Resolution as set out in the notice of the Postal Ballot dated 11<sup>th</sup> Aug, 2022 has been passed with requisite majority.

**Resolution:**

**“RESOLVED THAT** pursuant to the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other relevant provisions, and subject to necessary approval from Stock Exchanges and other appropriate statutory authorities as may be necessary, approval of the Members be and is hereby accorded for the re-classification of the following Promoters/ Promoter Group from “Promoter” category to “Public” category.

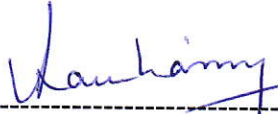
S. No	Name of Promoter / Promoter Group	No. of shares held (as on 30 <sup>th</sup> June, 2022)	% of paid up equity capital of the company
1	T.V. Sundram Iyengar & sons Private Limited	Nil	Nil

**SUNDARAM BRAKE LININGS LTD**

2	Suresh Krishna	480	0.01
3	Suresh Krishna – HUF	Nil	Nil
4	Usha Krishna	90	0.00
5	Arathi Krishna	120	0.00
6	TVS Upasana Limited	13,900	0.35
7	Sundram Fasteners Investments Limited	7,800	0.20
8	Krishna Ramesh	10,081	0.26
9	Urmila Ramesh	11,049	0.28
10	Mridula Ramesh	10,092	0.26
11	Mala Ramesh	9,570	0.24
	<b>Total</b>	<b>63,182</b>	<b>1.61</b>

**RESOLVED FURTHER THAT** Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadran, Chief financial officer or Mr.Y.Sathyan, DGM Finance & Company Secretary to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/fillings to stock exchange(s), seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.

**Date: Oct 18, 2022**  
**Place: Chennai**

  
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**K S D SAMBASIVAM**  
**Independent Director**

The date of entry of the Minutes in the Minutes book is 18<sup>th</sup> Oct 2022.

  
**Y. Sathyan**  
**DGM Finance & Company Secretary**





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

<b>Total No. of Shareholders as on Record Date</b>	9381
<b>No. of Shareholders present in the Meeting either in person or through Proxy</b>	
Promoters and Promoter Group	Not applicable
Public	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoter and Promoter Group	Not applicable
Public	Not applicable
No of resolution passed in the Meeting	1 (One)

**RESOLUTION 1:****RESOLUTION NO: 1**

**RE-CLASSIFICATION OF PROMOTERS/PROMOTERS GROUP FROM “PROMOTER” CATEGORY TO “PUBLIC” CATEGORY**

Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						Yes *		
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	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2578784</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Institutions	E-voting	70	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions	E-voting	1355721	44835	3.31	43610	1225	97.27	2.73
	<b>Total</b>	<b>1355721</b>	<b>44835</b>	<b>3.31</b>	<b>43610</b>	<b>1225</b>	<b>97.27</b>	<b>2.73</b>
<b>Total</b>		<b>3934575</b>	<b>44835</b>	<b>3.31</b>	<b>43610</b>	<b>1225</b>	<b>97.27</b>	<b>2.73</b>

\*24,83,583 Shares voted by the Promoters Group have not been considered as per the Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



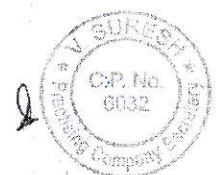
**Scrutinizer's Report**

The Chairman  
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 August 11, 2022, through Postal Ballot.**

1. I, V Suresh, a Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the Postal Ballot voting process in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner on the resolution contained in the postal ballot Notice dated 11<sup>th</sup> August 2022 ("Notice") issued in accordance with 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 and Circular No 3/2022 dated May 5, 2022, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA 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 August 11, 2022, to all the Shareholders, whose name(s) appeared on the Register of Members/list of beneficiaries as on September 09, 2022.
  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 September 13, 2022.
4. The e-voting period remained open from Thursday, 15<sup>th</sup> September, 2022 at (9.00 AM IST) to Friday, 14<sup>th</sup> October, 2022 at (5.00 PM IST).
5. The Members of the Company as on the "cut-off" date i.e. September 09, 2022, 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 Friday, October 14, 2022, 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	
<b>ITEM NO. 1:</b>								
<b>Ordinary Resolution.</b>								
Re-Classification of Promoters/Promoters Group From "Promoter" Category To "Public" Category	44,835	101	43,610	97.27	17	1,225	2.73	-
<b>Total E-Voting</b>	<b>44,835</b>	<b>101</b>	<b>43,610</b>	<b>97.27</b>	<b>17</b>	<b>1,225</b>	<b>2.73</b>	<b>-</b>


9. \*24,83,583 Shares voted by the Promoters Group have not been considered as per the Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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

Place: Chennai  
Date: 18.10.2022



  
V Suresh  
Practising Company Secretary  
C.P.No: 6032  
UDIN: F002969D001267232