

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

Sec/ Postal Ballot 20-21

July 20, 2020

The Manager
Capital Market Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th 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: 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 Ms. Sandhya Subramanyam (DIN: 02753843), as Independent Director for a period of five years effective from August 06, 2020

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. Ramabadrn
Chief Financial Officer & Company Secretary

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

DETAILS OF VOTING RESULTS

Date of the AGM/EGM/Postal Ballot (Result Declaration date)	20 th July 2020
Total No. of Shareholders as on Record Date/ Cutoff date	9774
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 Ms. Sandhya Subramanyam (DIN: 02753843), as Independent Director for a period of five years effective from August 06, 2020.

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	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public – Institutions	E-voting	1	-	-	-	-	-	-
	Total	1	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,790	11,777	0.87	8,828	2,949	74.96	25.04
	Total	13,55,790	11,777	0.87	8,828	2,949	74.96	25.04
Total		3,934,575	2,536,152	64.46	2,533,203	2,949	99.88	0.12

For SUNDARAM BRAKE LININGS LIMITED

S. Ramabadran
Chief Financial Officer & Company Secretary

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 scrutinizing 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 there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot e- voting, on the resolution contained in the Postal Ballot Notice dated June 9, 2020, pursuant to section 108 &110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with MCA General Circular No.14/2020 and 17/2020 dated April 8, 2020 and 13th April, 2020 respectively ("Circulars") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in a fair and transparent manner. Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the members have cast their votes electronically only in accordance with the above referred Rules and Circulars. 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 resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, the authorized agencies engaged by the Company.

3. I, submit herewith my report on the results of e-voting as under:-

1. 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 20th June 2020.



2. The e-voting period remained open from Saturday, 20th June 2020 (9:00 A.M.) to Sunday, 19th July 2020 (5.00 PM).
3. The members of the Company as on the “cut-off” date i.e. 12th June 2020 were entitled to vote on the resolution in the Postal Ballot Notice.
4. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.
5. The votes cast were unblocked on 19th July 2020 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 resolution 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.

6. A summary of the e-voting 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 Ms. Sandhya Subramanyam (DIN: 02753843), as Independent Director effective from 6 th August 2020.								
E-Voting	25,36,152	88	25,33,203	99.88	19	2,949	0.12	-

7. The Resolution is passed with requisite majority.
8. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai
Date: 20.07.2020




V Suresh
Practising Company Secretary
C.P.No: 6032
UDIN: F002969B000477707