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SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

Sec1/ Postal Ballot-2021

-Dec 28, 2021

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 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 Sunday, 28th Nov, 2021 at 9.00 AM and has ended on Monday, 27th Dec, 2021 at 5.00 PM towards Re-appointment of Mr. Krishna Mahesh (00420048), as Managing Director of the company for a term of three years effective from 6th Feb,2022.

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrana
Chief Financial Officer & 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 13TH NOVEMBER, 2021 OF SUNDARÁM BRAKE LININGS LIMITED AND RESULTS OF VOTING DECLARED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT PADI, CHENNAI - 600 050 ON TUESDAY, DECEMBER 28, 2021 AT 15.00 HRS

DIRECTOR PRESENT

Mr. K S D Sambasivam - Independent Director

IN ATTENDANCE

Mr. S. Ramabadrán - Chief Financial Officer & 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 Sunday, 28th Nov, 2021 upto 5.00 P.M on Monday, 27th Dec, 2021.

He further stated that, the resolution stated in the Notice of Postal Ballot dated 13th Nov, 2021 has been passed with a requisite majority and a resolution has been passed on 27th Dec, 2021, 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. Krishna Mahesh, Managing Director.



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

RESOLUTION NO.1

RE-APPOINTMENT OF MR. KRISHNA MAHESH (DIN:00420048), AS MANAGING DIRECTOR OF THE COMPANY EFFECTIVE FROM 6TH FEBRUARY 2022:

Particulars	Remote E-voting
Number of Valid voter counts	126
Number of Valid votes received	2556789
Votes in favour of the Resolution	2556413
Votes against the Resolution	376
Invalid Votes	0
Percentage of Votes Favour (%)	99.99
Percentage of Votes Against (%)	0.01

Mr. K S D Sambasivam, Independent Director declared that the following Ordinary Resolution as set out in the notice of the Postal Ballot dated 13th Nov, 2021 has been passed with requisite majority.

“RESOLVED THAT in accordance with the provisions of 196, 197, 198, 203 read with any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Krishna Mahesh (DIN:00420048) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 (three) years with effect from February 06, 2022 on a remuneration upto to a maximum of 5% on the net profits of the company in the financial years when the company makes adequate profits, and eligible for minimum remuneration as set herein below.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration of Rs.7 lakhs per month, excluding the perquisites viz., contribution to Provident Fund, Superannuation Fund and Gratuity be paid as minimum remuneration to Mr. Krishna Mahesh notwithstanding that in any financial year of the Company during his tenure of appointment as Managing Director, the Company has no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.






RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix and vary remuneration and perquisites including monetary value thereof within the overall limit fixed herein above mentioned to the extent the Board of Directors may consider appropriate and as may be considered and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or re-enactment thereof, and/ or any rules or regulations framed there under.

RESOLVED FURTHER THAT any Director or Mr. S Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Date: Dec 28, 2021

Place: Chennai

K S D SAMBASIVAM
Independent Director

The date of entry of the Minutes in the Minutes book is 28th Dec 2021.

S. Ramabadran
Chief Financial Officer & Company Secretary



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

Total No. of Shareholders as on Record Date	9809
No. of Shareholders present in the Meeting either in person or through Proxy	
Promoters and Promoter Group	Not applicable
Public	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group	Not applicable
Public	Not applicable
No of resolution passed in the Meeting	1 (One)

RESOLUTION 1:

Re-appointment of Mr. Krishna Mahesh (DIN:00420048), as Managing Director of the company effective from 6th February, 2022

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	2578784	2524375	97.89	2524375	0	100.00	0.00
	Total	2578784	2524375	97.89	2524375	0	100.00	0.00
Public - Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	1355791	32414	2.39	32038	376	98.84	1.16
	Total	1355791	32414	2.39	32038	376	98.84	1.16
Total		3934575	2556789	64.98	2556413	376	99.99	0.01



Scrutinizer's Report

The Managing Director
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 13.11.2021 through Postal Ballot.

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 13.11.2021 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated 8 April 2020 and 17 /2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June 2021, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars").
 - (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 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, 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 25.11.2021 to all the Shareholders, whose name(s) appeared on the Register of Members/list of beneficiaries as on 19.11.2021.



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 26.11.2021.
4. The e-voting period remained open from Sunday, 28th November 2021 (9:00 A.M.) to Monday, 27th December 2021 (5.00 PM).
5. The members of the Company as on the "cut-off" date i.e. 19.11.2021 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 27th December 2021 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.

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 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	
ITEM NO. 1:								
Ordinary Resolution.								
Re-appointment of Mr. Krishna Mahesh (DIN: 00420048), as Managing Director of the company effective from 6 th February 2022.	25,56,789	121	25,56,413	99.99	5	376	0.01	-
Total E-Voting	25,56,789	121	25,56,413	99.99	5	376	0.01	-



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

Place: Chennai
Date: 28.12.2021




V Suresh
Practising Company Secretary
C.P.No: 6032
UDIN: F002969C001960045