

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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PAN : AADCS4888E

Sec1/ 47th AGM
August 12, 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 Voting Results along with the Scrutinizer's report for the 47th Annual General Meeting.

We enclose herewith the Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting Results in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 47th Annual General Meeting of the Company held on Wednesday, 11th August, 2021 through Video Conferencing ("VC")/Other Audit Visual Means ("OAVM")

This is for your information and records.

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

V Suresh FCS

PCS • Insolvency Professional • Regd. Valuer of Financial Assets

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 11.08.2021

To
The Chairman of the
Annual General Meeting
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 47th Annual General Meeting of M/s. Sundaram Brake Linings Limited, held on Wednesday, August 11, 2021 at 10:01 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 May 22, 2021 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8 April 2020, 13 April 2020, 5 May 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 47th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, August 11, 2021 at 10:01 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 22nd May 2021, 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 January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 & January 15, 2021.



The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" and in a vernacular newspaper "Dinamani" edition on 14th July, 2021.

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 47th 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 Sunday, August 08, 2021 (9.00 A.M. IST) to Tuesday, August 10, 2021 (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 04, 2021 were entitled to vote on the resolutions (items no. 1 and 2 as set out in the notice of the 47th 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> 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, 2021 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	25,40,015	75	25,40,012	99.99	2	3	0.01	-	-
Voting at AGM	2	1	2	100	-	-	-	-	-
TOTAL	25,40,017	76	25,40,014	99.99	2	3	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Ms. Shobhana Ramachandhran (DIN 00273837) as Director 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	25,40,005	74	25,40,002	99.99	2	3	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,40,005	74	25,40,002	99.99	2	3	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969C000769911



Voting Results of 47th AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the Annual General Meeting	August 11, 2021
Total No. of Shareholders as on Record Date	10,335
No. of Shareholders present in the Meeting either in person or through Proxy	0
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	51
Promoter and Promoter Group	19
Public	32

RESOLUTION 1:

Adoption of audited Financial Statements and the Reports of the Board and the Statutory auditors thereon for the financial year ended 31st March, 2021

Resolution Required						Ordinary		
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	9	-	-	-	-	-	-
	Total	9	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,782	15,642	1.15	15,639	3	99.98	0.02
	Total	13,55,782	15,642	1.15	15,639	3	99.98	0.02
Total		39,34,575	25,40,017	64.56	25,40,014	3	99.99	0.01




RESOLUTION 2:

Re-appointment of Ms. Shobhana Ramachandhran, Director (DIN: 00273837) who retires by rotation.

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	-	100.00	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public - Institutions	E-voting	9	-	-	-	-	-	-
	Total	9	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,782	15,630	1.15	15,627	3	99.98	0.02
	Total	13,55,782	15,630	1.15	15,627	3	99.98	0.02
Total		39,34,575	25,40,005	64.56	25,40,002	3	99.99	0.01


