

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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Website : www.tvssbrakelinings.com

PAN : AADCS4888E

SecI/ Postal Ballot 20-21

July 21, 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: Proceedings for Declaration of Voting Results of Postal Ballot

Please find enclosed the Copy of proceedings held on July 20, 2020 relating to Declaration of the Results on Voting by E-voting.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrn
Chief Financial Officer & Company Secretary

Encl: As above

PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT / E-VOTING OF SUNDARAM BRAKE LININGS LIMITED HELD AT REGISTERED OFFICE AT PADI, CHENNAI – 600 050 ON MONDAY, JULY 20 2020 AT 12:30 HRS

DIRECTOR PRESENT

Mr. Krishna Mahesh - Managing Director

IN ATTENDANCE

Mr. S. Ramabadran - 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 along 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. Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the members have to cast their votes electronically only in accordance with the above referred Rules and Circulars.
- (c) He has completed the scrutiny of all the votes cast through Remote E-voting upto 5.00 P.M on July 19, 2020.

He further stated that, the resolutions stated in the Notice of Postal Ballot dated 09th June 2020 have been passed with a requisite majority and the resolutions have been passed on 19th July 2020, 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 by Remote E-voting to Mr. Krishna Mahesh, Managing Director.

The report submitted by the Scrutinizer was taken on record and Mr. Krishna Mahesh, Managing Director on behalf of the Board of Directors, announced the results of the voting as under:

RESOLUTION NO.1

RE-APPOINTMENT OF MS. SANDHYA SUBRAMANYAM, (DIN: 02753843), AS INDEPENDENT DIRECTOR EFFECTIVE FROM 06TH AUGUST 2020

Particulars	Remote E-voting
Number of Valid Voter counts	107
Number of Valid votes received	25,36,152
Votes in favour of the Resolution	25,33,203
Votes against the Resolution	2,949
Invalid Votes	-
Percentage of Votes Favour (%)	99.88
Percentage of Votes Against (%)	0.12

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 09th June 2020 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Sandhya Subramanyam (DIN: 02753843), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Ms. Sandhya Subramanyam as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 6, 2020 up to August 5, 2025, and whose office shall not be liable to retire by rotation”



“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.”

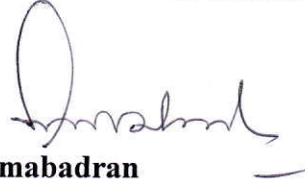
Date: July 20, 2020

Place: Chennai



KRISHNA MAHESH
Managing Director

The date of entry of the Minutes in the Minutes book is 20th July 2020.



S. Ramabadran
Chief Financial Officer & Company Secretary