



**Scrutinizer's Report**

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

**Dated: 25<sup>th</sup> July, 2024**

To,  
The Chairman of the Annual General Meeting  
**M/s. Sundaram Brake Linings Limited,**  
Padi, Chennai-600050.

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 50<sup>th</sup> Annual General Meeting of M/s. Sundaram Brake Linings Limited, held on 24<sup>th</sup> July 2024, Wednesday at 10:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').**

We, V Suresh Associates, Practising Company Secretaries, 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 28<sup>th</sup> May 2024 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and the SEBI vide its Circular No. SEBI /HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 50<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 24<sup>th</sup> July 2024, Wednesday at 10:00 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

We were also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.



The notice dated 28<sup>th</sup> May 2024, 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 aforesaid MCA & SEBI Circulars.

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 Dated 03<sup>rd</sup> July 2024.

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 50<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. Our 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, 21<sup>st</sup> July 2024 (9.00 A.M. IST) to Tuesday, 23<sup>rd</sup> July 2024 (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. 17<sup>th</sup> July 2024, Wednesday were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 50<sup>th</sup> 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 Business

**Ordinary Resolution: Adoption of the audited financial statements for the financial year ended March 31, 2024 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	25,65,713	72	25,65,713	100.00	-	-	-	-	-
E-voting at AGM	14,742	2	14,739	99.98	3	3	0.02	-	-
<b>TOTAL</b>	<b>25,80,455</b>	<b>74</b>	<b>25,80,452</b>	<b>99.99</b>	<b>3</b>	<b>3</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

### Resolution No 2: Ordinary Business

**Ordinary Resolution: Declaration of Final Dividend for the financial year 2023-2024.**

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	25,65,713	72	25,65,713	100.00	-	-	-	-	-
E-voting at AGM	14,742	2	14,739	99.98	3	3	0.02	-	-
<b>TOTAL</b>	<b>25,80,455</b>	<b>74</b>	<b>25,80,452</b>	<b>99.99</b>	<b>3</b>	<b>3</b>	<b>0.01</b>	<b>-</b>	<b>-</b>





**Resolution No 3: Ordinary Business**

***Ordinary Resolution: Appointment Ms. Shripriya Mahesh Ramanan (DIN: 086322777) as director, liable to retire by rotation, and being eligible, offers herself for re-appointment.***

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	25,65,713	72	25,65,713	100.00	-	-	-	-	-
E-voting at AGM	14,742	2	14,739	99.98	3	3	0.02	-	-
<b>TOTAL</b>	<b>25,80,455</b>	<b>74</b>	<b>25,80,452</b>	<b>99.99</b>	<b>3</b>	<b>3</b>	<b>0.01</b>	<b>-</b>	<b>-</b>

**Resolution No 4: Special Business**

***Special Resolution: Appoint Mr. M. CT. P Chidambaram (DIN: 00298167) as Non-Executive-Independent Director of the Company.***

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	25,65,713	71	25,64,938	99.97	1	775	0.03	-	-
E-voting at AGM	14,742	2	14,739	99.98	3	3	0.02	-	-
<b>TOTAL</b>	<b>25,80,455</b>	<b>73</b>	<b>25,79,677</b>	<b>99.97</b>	<b>4</b>	<b>778</b>	<b>0.03</b>	<b>-</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

Thanking you,  
Yours Faithfully,

**For V Suresh Associates**



V Suresh  
Senior Partner  
Practising Company Secretaries  
Membership No. 2969  
CP No. 6032  
UDIN: F002969F000820742

