

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone : 91-44-4220 5300

Fax : 91-44-4220 5572

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

SecI/NSE/Postal Ballot 1516-003

December 23, 2015

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

Dear Sir,

Sub : Proceedings of Declaration of Voting Results of Postal Ballot

Please find enclosed the copy of proceedings held on December 23, 2015 relating to declaration of the results on Voting by Postal ballot and E-voting.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrana
Chief Financial Officer & Company Secretary



Encl : As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : 180, Mount Road, Chennai - 600 006.

CIN : L34300TN1974PLC006703



SUNDARAM BRAKE LININGS LTD.

PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT / E-VOTING OF SUNDARAM BRAKE LININGS LIMITED HELD AT REGISTERED OFFICE 180, ANNA SALAI, CHENNAI – 600 006 ON WEDNESDAY, DECEMBER 23, 2015 AT 3.00 P.M

DIRECTOR PRESENT

Mr. K.S.Ranganathan - 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 had 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 also provided 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 Clause 35B of the Listing Agreement.
- (c) He had completed the scrutiny of all the postal ballot forms received and votes casted through Remote E-voting upto 6.00 P.M on December 19, 2015.

He further stated that, the resolution stated in the Notice of Postal Ballot dated 31st October 2015 had been passed with a requisite majority and the resolution would have been passed on 19th December 2015, 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 Postal Ballot / Remote E-voting to Mr. K.S.Ranganathan, Director.

The report submitted by the Scrutinizer was taken on record and Mr. K.S.Ranganathan, Director announced the results of the voting as under :



SPECIAL RESOLUTION
RE-APPOINTMENT OF MR.KRISHNA MAHESH, AS MANAGING DIRECTOR OF THE COMPANY

Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	255	24
Number of Valid votes received	24,52,004	34,717
Votes in favour of the Resolution	24,44,038	34,717
Votes against the Resolution	7,966	Nil
Invalid Votes	Nil	Nil
Percentage of Votes Favour (%)	99.70	100
Percentage of Votes Against (%)	0.30	Nil

Mr. K.S.Ranganathan, Director then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 31st October 2015 has been passed with requisite majority.

RESOLVED THAT pursuant to the Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and 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 subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to the appointment of Mr. Krishna Mahesh (DIN:00420048) as the Managing Director of the Company for a period of 3 (three) years with effect from February 06, 2016 on the remuneration of 5% of the net profits of the company in the years when the company makes adequate profits, when eligible for remuneration in excess of 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.




RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

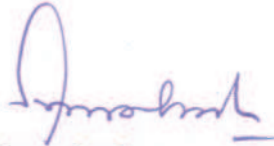
Date : December 23, 2015

Place : Chennai



K.S.RANGANATHAN
Director

The date of entry of the Minutes in the Minutes book is 23rd December 2015.



S. Ramabadran
Chief Financial Officer & Company Secretary