

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

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Website : www.tvbrakelinings.com

PAN : AADCS4888E

SecI/NSE/43rd AGM

August 21, 2017

The Manager
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 : 43rd Annual General Meeting Proceedings

As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We enclose the proceedings of the 43rd Annual General Meeting of our Company held on August 04, 2017 at Rani Seethai Hall, No.603 Anna Salai, Chennai – 600 006 at 04.45 pm for your reference and record.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED



S. Ramabadrar
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



MINUTES OF THE FORTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "RANI SEETHAI HALL" NO.603, ANNA SALAI, CHENNAI 600 006 AT 04.45 P.M ON FRIDAY, THE 4th AUGUST 2017

PRESENT

Mr. T. Kannan	-	Director – Chairman, Audit Committee
Mr. Ashok V Chowgule	-	Director
Mr. K.S Ranganathan	-	Director
Mr. K S D Sambasivam	-	Director
Ms. Sandhya Subramanyam	-	Director
Mr. Krishna Mahesh	-	Managing Director
Mr. S. Ramabadran	-	Chief Financial Officer & Company Secretary
Mr. P. Menakshi Sundram	-	Statutory Auditors Sundaram & Srinivasan Chartered Accountants

ATTENDANCE

Members in Person : 1554

Proxies : 8

The meeting commenced at 04.45 P.M

CHAIRMAN OF THE MEETING

Directors present, elected Mr.Krishna Mahesh, Managing Director to Chair the meeting in the absence of Mr K Mahesh, Chairman.

Mr. Krishna Mahesh, Managing Director took the Chair and welcomed the members to the Forty Third Annual General Meeting of the Company. He introduced the Directors and Secretary sitting on the dais to the members and also mentioned that Mr.K.Mahesh, Chairman, Mr.K.Ramesh and Mr.P.S.Raman, Directors could not be present at the AGM due to unavoidable reasons.

He called the meeting to order.

With the consent of the members present, the notice for convening the Forty Third Annual General meeting was taken as read.

The Chairman of the meeting informed the members, that the Auditors' Report being unqualified, need not be read as required under the Companies Act 2013.



Mr. Krishna Mahesh, Chairman of the Meeting, read the speech of Mr K.Mahesh, Chairman on his behalf.

He requested the members to raise their queries, if any, with regard to the business listed in the notice of 43rd AGM.

A few members raised certain queries pertaining to the Performance of the Company and Audited Accounts for the year ended 31st March 2017.

Clarifications and answers for the queries raised by the members were given by Chairman of the meeting.

Chairman of the meeting informed the members that pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Company provided e-voting facility to the members to cast their votes electronically in respect of the below mentioned items of business listed in the notice of the Forty Third AGM and the voting through Electronic means (E-voting) has been completed on 03.08.2017.

1. Adoption of Audited Financial Statements of the Company for the year ended 31st March 2017, reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr.K.Mahesh, Director (DIN 00051438), who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of M/s.Brahmayya & Co., Chartered Accountants, Chennai as the Statutory Auditors of the Company for a term of consecutive five years and fixing their remuneration as may be determined by the Board of Directors of the Company.

Chairman of the meeting informed that, the members who were present at the meeting, and who have not cast their votes through e-voting, may cast their votes through ballot paper at the end of this meeting and further informed that Mr. V.Suresh, Practicing Company Secretary, who has been appointed as Scrutinizer, will facilitate the poll process at the meeting.

Chairman of the meeting informed the members that the results of E-voting and Poll would be declared on the receipt of the Scrutinizer's report and the same would be placed on the website of the company and also informed to the Stock Exchanges within 48 hours from the close of the meeting.

Chairman of the meeting requested Mr.Ashok V. Chowgule, Director, to propose a vote of thanks.

With the vote of thanks proposed by Mr.Ashok V. Chowgule, Director, the Chairman of the meeting declared the meeting as concluded.

The meeting ended at 06.15 P.M.



Mr. V. Suresh, Practicing Company Secretary, Scrutinizer, submitted his report dated 5th August 2017 covering the results on the resolutions listed in the notice of Forty Third AGM.

Following is the extract of results of the three resolutions Listed in the 43rd AGM.

Results of E-voting / Poll on the Ordinary Business at the Annual General Meeting of the Company.

ORDINARY BUSINESS:

RESOLUTION 1:

Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2017 and the reports of the Directors and Auditors thereon.

RESOVED THAT the Audited Balance Sheet as at 31st March 2017, the Statement of Profit and Loss for the year ended 31st March 2017, Cash Flow Statement for the year ended 31st March 2017 and the Report of the Directors and the Auditors of the Company, be and are hereby approved and adopted.

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	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	25,383	22,184	87.40	22,184	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	25,383	22,184	87.40	22,184	-	100.00	-
Public – Non Institutions	E-voting	13,30,408	5,063	0.38	5063	-	100.00	-
	Poll		268	0.02	13	255	4.85	95.15
	Total	13,30,408	5,331	0.40	5,076	255	95.22	4.78
Total		39,34,575	26,06,299	66.24	26,06,044	255	99.99	0.01

The above Ordinary Resolution was passed with requisite majority.

ESOLUTION 2 :

Re-appointment of Mr.K.Mahesh, Director (DIN 00051438) who retires by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT Mr.K.Mahesh, Director (having DIN: 00051438), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

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	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	25,383	22,184	87.40	22,184	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,383	22,184	87.40	22,184	-	100.00	-
Public – Non Institutions	E-voting	13,30,408	5,062	0.38	5012	50	99.01	0.99
	Poll	-	268	0.02	13	255	4.85	95.15
	Total	13,30,408	5,330	0.40	5,025	305	94.28	5.72
Total		39,34,575	26,06,298	66.24	26,05,993	305	99.99	0.01

The above Ordinary Resolution was passed with requisite majority.

RESOLUTION 3 :

Appointment of M/s.Brahmayya & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of consecutive five years and fixing their remuneration as may be determined by the Board of Directors of the Company.

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Brahmayya & Co., Chartered Accountants, Chennai having registration No. 000511S be and are hereby appointed as Statutory Auditors of the Company, (in place of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai whose transitional term of appointment ends at the conclusion of 43rd AGM) to hold office from the conclusion of 43rd Annual General Meeting for a term of consecutive five years till the conclusion of the 48th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting)





on such remuneration as may be determined by the Board of Directors of the Company in addition to Tax Audit fees, certification fee, service tax, travelling and other out of pocket expenses actually incurred by them in connection with the audit."

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	25,78,784	100.00	25,78,784	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	25,383	22,184	87.40	22,184	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Total	25,383	22,184	87.40	22,184	-	100.00	-
Public – Non Institutions	E-voting	13,30,408	5,062	0.38	4995	67	98.68	1.32
	Poll	-	268	0.02	13	255	4.85	95.15
	Total	13,30,408	5,330	0.40	5,008	322	93.96	6.04
Total		39,34,575	26,06,298	66.24	26,05,976	322	99.99	0.01

The above Ordinary Resolution was passed with requisite majority.

The Scrutinizer's report dated 5th August 2017 is appended herewith and forms part of the Minutes of the Forty Third Annual General meeting held on 4th August 2017.

Krishna Mahesh
Chairman of the Meeting

Place : August 17, 2017

Date : Chennai

The date of entry of the Minutes in the Minutes book is 17th August 2017.

S. Ramabadran
Chief Financial Officer & Company Secretary



#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

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

Dated: 05.08.2017

To,
The Chairman,
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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through Ballot Papers at the AGM venue at the 43rd Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Friday, August 4, 2017 at 04.45 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006.

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/ voting through Ballot Papers at the AGM venue and ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 43rd Annual General Meeting (AGM) of the members of the Company, held on Friday, August 4, 2017 at 04.45 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006.

The Notice dated 29th May 2017 along with statement setting out material facts under Section 101 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and in a vernacular newspaper "Dinamani" having wide circulation, in their respective editions dated 5th July 2017.

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 43rd 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 Company had also provided for voting through Ballot Papers at the AGM venue at the 43rd Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. July 28, 2017 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 43rd AGM of the Company.)

Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Tuesday, August 1, 2017 (9.00 a.m.) to Thursday, August 3, 2017 (5.00 p.m.) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. 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.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through ballot paper at the AGM and members, who have not cast their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii. The Ballot papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.
- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- iv. There are no invalid/defective ballot papers.

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.) www.evoting.nsdl.com and voting through Ballot Papers at the AGM venue was prepared.



The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Audited financial statements of the Company for the financial year ended March 31, 2017 with 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	26,06,031	46	26,06,031	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	268	4	13	4.85	4	255	95.15	-	-
Total	26,06,299	50	26,06,044	99.99	4	255	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Mr.K.Mahesh,(DIN: 00051438) as Director who retires by rotation and being eligible, offers himself 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	26,06,030	44	26,05,980	99.99	1	50	0.01	-	-
Voting through Ballot Papers at the AGM Venue	268	4	13	4.85	4	255	95.15	-	-
Total	26,06,298	48	26,05,993	99.99	5	305	0.01	-	-

(Signature)



Resolution No 3: Ordinary Resolution

Ordinary Business: Appointment of M/s.Brahmayya & Co., Chartered Accountants as Statutory Auditors of the company for a term of consecutive of five years.

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	26,06,030	43	26,05,963	99.99	2	67	0.01	-	-
Voting through Ballot Papers at the AGM Venue	268	4	13	4.85	4	255	95.15	-	-
Total	26,06,298	47	26,05,976	99.99	6	322	0.01	-	-

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032



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