SUNDARAM BRAKE LININGS LIMITED
Padi, Chennai - 600 050, India.

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Website : www.tvsbrakelinings.com
PAN : AADCS4888E

Secl/NSE/ 45th AGM
August 14, 2019

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 : Intimation of Voting Results of 45th AGM of the Company held on August 13, 2019 under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

We enclose the details of voting results of the resolutions listed at 45th Annual General Meeting of our Company held on August 13, 2019 at Sathguru Gnananada Hall, Narada Gana Sabha, No.314 T.T.K Road, Chennai - 600018 at 11.00 am as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We wish to inform you that the following resolutions listed in the notice of the 45th Annual General Meeting have been passed with requisite majority.

1. Adoption of Audited financial statements of the Company for the year ended 31st March 2019, reports of the Board of Directors and the Auditors' thereon.

2. Re-appointment of Mr. Krishna Mahesh (DIN 00420048) as Director.

We enclose the Scrutinizer's report for your reference and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

SUNDARAM BRAKE LININGS LTD. CHENNAI 600 050 PADI

S. Ramabadran
Chief Financial Officer & Company Secretary

Encl: As above

DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	August 13, 2019
Total No. of Shareholders as on Record Date	9912
No. of Shareholders present in the Meeting either in person or through Proxy	1572
Promoters and Promoter Group	17
Public	1555
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoter and Promoter Group	-
Public	-

RESOLUTION 1 :

Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2019 and the reports of the Directors and Auditors thereon.

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	-
	Poll		-	-	-	-	-	-
	Total	**25,78,784**	**25,24,375**	**97.89**	**25,24,375**	**-**	**100.00**	**-**
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	**50**	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	385	0.03	385	0	100.00	-
	Poll		638	0.05	407	231	63.79	36.21
	Total	**13,55,741**	**1,023**	**0.08**	**792**	**231**	**77.42**	**22.58**
Total		**39,34,575**	**25,25,398**	**64.18**	**25,25,167**	**231**	**99.99**	**0.01**

SUNDARAM BRAKE LININGS LTD. CHENNAI 600 050 PAD.

RESOLUTION 2 :

Re-appointment of Mr.Krishna Mahesh, Director (DIN 00420048) who retires by rotation and being eligible, offers himself for re-appointment.

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	-
	Poll		-	-	-	-	-	-
	Total	**25,78,784**	**25,24,375**	**97.89**	**25,24,375**	-	**100.00**	-
Public – Institutions	E-voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	**50**	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,741	385	0.03	385	0	100.00	-
	Poll		639	0.05	408	231	63.85	36.15
	Total	**13,55,741**	**1,024**	**0.07**	**793**	**231**	**77.44**	**22.56**
Total		**39,34,575**	**25,25,399**	**64.18**	**25,25,168**	**231**	**99.99**	**0.01**

SUNDARAM BRAKE LININGS LTD. CHENNAI 600 050 PAD

V. Suresh, FCS
PCS • Insolvency Professional • Regd. Valuer of Financial Assets
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No. 28,I st Floor, Ganapathy Colony, IIIrd 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: 13th August 2019

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 in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 45th Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Tuesday, August 13, 2019 at 11.00 a.m. at Sathguru Gnanananda Hall, Narada Gana Sabha, No.314 T.T.K. Road, Chennai – 600 018.

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, on the resolutions contained in the notice to the 45th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, August 13, 2019 at 11.00 a.m. at Sathguru Gnanananda Hall, Narada Gana Sabha, No.314 T.T.K. Road, Chennai – 600 018.

The Notice dated 25th May 2019 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 "Financial Express" and in a vernacular newspaper "Dinamani" having wide circulation, in their respective editions dated 10th July 2019.

V. SURESH C.P. No. 6032 Practising Company Secretary

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 45th 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 45th 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. August 6, 2019 were entitled to vote on the resolutions (items no. 1 to 2 as set out in the notice of the 45th 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 Saturday, August 10, 2019 (9.00 a.m.) to Monday, August 12, 2019 (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.

iv. There was one invalid vote in respect of the 1st Resolution.

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.

V. SURESH ★ C.P. No. 6032 ★ Practising Company Secretary

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.

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, 2019 with reports of the 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		
Voting through Ballot Papers at the AGM Venue	638	7	407	63.79	4	231	36.21	1	-
Remote E-Voting	25,24,760	30	25,24,760	100.00	-	-	-	-	-
Total	**25,25,398**	**37**	**25,25,167**	**99.99**	**4**	**231**	**0.01**	**1**	**-**

V. SURESH
C.P. No. 6032
Practising Company Secretary

Resolution No 2: *Ordinary Resolution*

Ordinary Business: ***Re-appointment of Mr.Krishna Mahesh (DIN: 00420048) 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		
Voting through Ballot Papers at the AGM Venue	639	8	408	63.85	4	231	36.15	-	-
Remote E-Voting	25,24,760	30	25,24,760	100.00	-	-	-	-	-
Total	**25,25,399**	**38**	**25,25,168**	**99.99**	**4**	**231**	**0.01**	**-**	**-**

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,

V. SURESH C.P. No. 6032 Practising Company Secretary

V Suresh
Practising Company Secretary
CP No. 6032