

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

**17<sup>th</sup> September, 2025**

<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, "G" Block Bandra Kurla Complex Bandra (East), Mumbai-400 051 <b>Scrip Code: SUNDRMBRAK</b>	<b>BSE Limited</b> Floor 25, P J Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 590072</b>
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Dear Sir/Madam,

**Sub: Postal Ballot by Voting through electronic means - Voting Result**

**i) Appointment of Mr. Rahul Rakesh Agrawal as Non-Executive Independent Director of the Company**

Further to our letters dated 04<sup>th</sup> August, 2025 and 11<sup>th</sup> August, 2025, we write to inform you that the Special Resolution for appointment of Mr. Rahul Rakesh Agrawal as the Non-Executive Independent Director of the Company, as set out in the Postal Ballot Notice dated 04<sup>th</sup> August, 2025 has been passed by the Members by requisite majority.

We enclose, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results, in the prescribed format.

The said details are also being uploaded on the website of the Company at [www.tvssbrakelinings.com/sebi.php](http://www.tvssbrakelinings.com/sebi.php) website of the Stock Exchange where the securities of the Company are listed.

Kindly take the above mentioned information in record and oblige.

Thanking you,

Yours truly

**For SUNDARAM BRAKE LININGS LIMITED**

**J. R. VISHNU VARTHAN**  
**COMPANY SECRETARY**

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## Voting Results of Postal Ballot (Remote e-voting) in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Total No. of Shareholders as on Record Date</b>	9323
<b>No. of Shareholders present in the Meeting either in person or through Proxy</b>	
Promoters and Promoter Group	Not applicable
Public	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoter and Promoter Group	Not applicable
Public	Not applicable
No of resolution passed in the Meeting	1 (One)

### RESOLUTION 1:

#### Appointment of Mr. Rahul Rakesh Agrawal (DIN: 01226996) as Non-Executive Independent Director of the company

Resolution Required						Special		
Whether Promoter / Promoter Group are interested in the Resolution						No		
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	2515602	2515602	100	2515602	0	100	0
	<b>Total</b>	<b>2515602</b>	<b>2515602</b>	<b>100</b>	<b>2515602</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-voting	94	0	0	0	0	0	0
	<b>Total</b>	<b>94</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-voting	1418879	20650	1.45	20519	131	99.37	0.63
	<b>Total</b>	<b>1418879</b>	<b>20650</b>	<b>1.45</b>	<b>20519</b>	<b>131</b>	<b>99.37</b>	<b>0.63</b>
<b>Total</b>		<b>3934575</b>	<b>2536252</b>		<b>2536121</b>	<b>131</b>		



**Scrutinizer's Report on Postal Ballot**



**[Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]**

To,  
The Chairman  
**M/s. SUNDARAM BRAKE LININGS LIMITED,**  
Padi, Chennai – 600050.

Dear Sir,

**Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means  
in respect of passing of the Resolution set-out in the Notice dated 04<sup>th</sup> August, 2025,  
through Postal Ballot.**

1. We, V Suresh Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of M/s. Sundaram Brake Linings Limited ("**the Company**") on the resolution contained in postal ballot notice dated 04<sup>th</sup> August 2025 for the purpose of scrutinizing the Postal Ballot voting process in compliance with provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings ('SS-2') issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 General Circular No 9/2024 dated September 19, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October 2024 (collectively referred to as "SEBI Circulars")

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot process through remote e- voting, on the resolution contained in the Postal Ballot Notice pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 and Rules thereunder. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, India the authorized agencies engaged by the Company.
3. We, submit herewith our report on the results of remote e-voting together with postal ballot as under:-
  1. The Postal Ballot Notices were sent through email on 11<sup>th</sup> August 2025 to all the Shareholders, whose name(s) were appearing in the Register of Members/list of beneficiaries records as on 08<sup>th</sup> August 2025.
  2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  3. The Public Advertisement with respect to dispatch of Notices and conducting of voting was published in an English Newspaper Financial Express (in English) and vernacular newspaper Dinamani (in Tamil) having a wide circulation, in their respective editions dated 12<sup>th</sup> August 2025
  4. The e-voting period remained open from Monday, 18<sup>th</sup> August 2025 at (9.00 AM IST) to, 16<sup>th</sup> September 2025 at (5.00 PM IST).
  5. The Members of the Company as on the "cut-off" date i.e., 08<sup>th</sup> August 2025, were entitled to vote on the resolutions in the Postal Ballot Notice.
  6. The Corporate Members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.
  7. The votes cast were unblocked on, 16<sup>th</sup> September 2025, in the presence of two (2) witnesses, who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL, India (i.e.) <https://eservices.nsdl.com/> based on such reports the results of the e-voting is generated.


8. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated from NSDL, India website as under:

Item No. in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Abstained Votes
		No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	No. of Share Holders (Folios)	No. of Shares	% of total number of valid votes cast	
<b>ITEM NO. 1:</b> <i>Special Business</i> Appointment of Mr.Rahul Rakesh Agrawal (DIN: 01226996 ), as Non-Executive Independent Director.								
<b>E-Voting</b>	<b>25,36,252</b>	<b>95</b>	<b>25,36,121</b>	<b>99.99</b>	<b>9</b>	<b>131</b>	<b>0.01</b>	<b>-</b>

9. The Resolution is passed as Special Resolution with requisite majority.  
10. You may accordingly declare the result of the voting by Postal Ballot.



For V Suresh Associates

**V Suresh**  
**Senior Partner**

Practising Company Secretaries

M. No. F2969

C. P. NO. 6032

Peer Review Cert. No: 6366/2025

UDIN: F002969G001265978

Place: Chennai  
Date: 17.09.2025