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SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

SecI/NSE/ Postal Ballot 19-20
July 19, 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

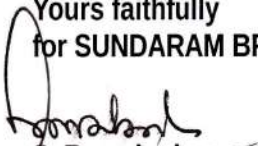
Dear Sir,

Sub : Proceedings for Declaration of Voting Results of Postal Ballot

Please find enclosed the Copy of proceedings held on July 18, 2019 relating to Declaration of the Results on Voting by Postal Ballot and E-voting.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

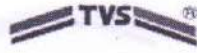

S. Ramabadrar

Chief Financial Officer & Company Secretary



Encl: As above





PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT / E-VOTING OF SUNDARAM BRAKE LININGS LIMITED HELD AT REGISTERED OFFICE AT PADI, CHENNAI – 600 050 ON THURSDAY, JULY 18th 2019 AT 4.30 P.M

DIRECTOR PRESENT

Mr. Krishna Mahesh - Managing 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 has 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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.
- (c) He has completed the scrutiny of all the postal ballot forms received and votes cast through Remote E-voting upto 5.00 P.M on July 17, 2019.

He further stated that, the resolutions stated in the Notice of Postal Ballot dated 25th May 2019 have been passed with a requisite majority and the resolutions have been passed on 17th July 2019, 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. Krishna Mahesh, Managing Director.

The report submitted by the Scrutinizer was taken on record and Mr. Krishna Mahesh, Managing Director on behalf of the Board of Directors, announced the results of the voting as under:

RESOLUTION NO.1

RE-APPOINTMENT OF MR. T.KANNAN, (DIN: 00040674), AS INDEPENDENT DIRECTOR EFFECTIVE FROM 1ST AUGUST 2019

Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	127	59
Number of Valid votes received	20,158	25,30,192
Votes in favour of the Resolution	20,008	25,30,020
Votes against the Resolution	150	172
Invalid Votes	-	-
Percentage of Votes Favour (%)	99.26	99.99
Percentage of Votes Against (%)	0.74	0.01

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 25th May 2019 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T.Kannan (DIN: 00040674), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr.T Kannan as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director, and/ or Mr.S.Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”



RESOLUTION NO.2
RE-APPOINTMENT OF MR. P S RAMAN, (DIN: 00003606), AS INDEPENDENT DIRECTOR EFFECTIVE FROM 1ST AUGUST 2019

Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	127	59
Number of Valid votes received	20,158	25,30,192
Votes in favour of the Resolution	20,007	25,30,020
Votes against the Resolution	151	172
Invalid Votes	-	-
Percentage of Votes Favour (%)	99.25	99.99
Percentage of Votes Against (%)	0.75	0.01

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 25th May 2019 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P S Raman (DIN: 00003606), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. P S Raman as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director, and/ or Mr.S.Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

RESOLUTION NO.3
**RE-APPOINTMENT OF MR. ASHOK V CHOWGULE, (DIN: 00018970), AS
INDEPENDENT DIRECTOR EFFECTIVE FROM 1ST AUGUST 2019**

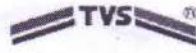
Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	127	59
Number of Valid votes received	20,156	25,30,192
Votes in favour of the Resolution	19,805	25,29,970
Votes against the Resolution	351	222
Invalid Votes	-	-
Percentage of Votes Favour (%)	98.26	99.99
Percentage of Votes Against (%)	1.74	0.01

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 25th May 2019 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok V Chowgule (DIN: 00018970), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Ashok V Chowgule as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director, and/ or Mr.S.Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”



**RESOLUTION NO.4****RE-APPOINTMENT OF MR. K S RANGANATHAN, (DIN: 02796986), AS INDEPENDENT DIRECTOR EFFECTIVE FROM 1ST AUGUST 2019**

Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	127	59
Number of Valid votes received	20,158	25,30,192
Votes in favour of the Resolution	19,807	25,30,020
Votes against the Resolution	351	172
Invalid Votes	-	-
Percentage of Votes Favour (%)	98.26	99.99
Percentage of Votes Against (%)	1.74	0.01

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 25th May 2019 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K S Ranganathan (DIN: 02796986), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. K S Ranganathan as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director, and/ or Mr.S.Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

RESOLUTION NO.5
**RE-APPOINTMENT OF MR. K S D SAMBASIVAM, (DIN: 01937321), AS
INDEPENDENT DIRECTOR EFFECTIVE FROM 1ST AUGUST 2019**

Particulars	Postal Ballot	Remote E-voting
Number of Valid Ballots	126	59
Number of Valid votes received	20,108	25,30,192
Votes in favour of the Resolution	19,957	25,29,970
Votes against the Resolution	151	222
Invalid Votes	-	-
Percentage of Votes Favour (%)	99.25	99.99
Percentage of Votes Against (%)	0.75	0.01

Mr. Krishna Mahesh, Managing Director, then declared that the following Special Resolution as set out in the notice of the Postal Ballot dated 25th May 2019 has been passed with requisite majority.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K S D Sambasivam (DIN: 01937321), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. K S D Sambasivam as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation”.





SUNDARAM BRAKE LININGS LTD.

“RESOLVED FURTHER THAT any Director, and/ or Mr.S.Ramabadran, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Date: July 18, 2019

Place: Chennai

KRISHNA MAHESH
Managing Director

The date of entry of the Minutes in the Minutes book is 18th July 2019.

S. Ramabadran
Chief Financial Officer & Company Secretary