

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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Website : www.tvbrakelinings.com

PAN : AADCS4888E

Sec/NSE/45TH AGM

August 21, 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 : 45th Annual General Meeting Proceedings

As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We enclose the proceedings of the 45th Annual General Meeting of our Company held on August 13, 2019 at Sathguru Gnanananda Hall, Narada Gana Sabha, No.314 T.T.K Road, Chennai – 600 018 at 11.00 am for your reference and record.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadran
Chief Financial Officer & Company Secretary



Encl : As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : Padi, Chennai - 600 050. India.

CIN : L34300TN1974PLC006703



MINUTES OF THE FORTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "SATHGURU GNANANANDA HALL" NARADA GANA SABHA, NO.314, T.T.K ROAD, CHENNAI 600 018 AT 11.00 A.M. ON TUESDAY, THE 13th AUGUST 2019

PRESENT

Mr. T Kannan	-	Director
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

ATTENDANCE

Members in Person : 1569

Proxies : 3

The meeting commenced at 11.00 A.M

CHAIRMAN OF THE MEETING

Directors present at the AGM elected Mr.Krishna Mahesh, Managing Director to Chair the meeting.

Mr. Krishna Mahesh, Managing Director took the Chair.

Chairman of the Meeting welcomed the members to the Forty Fifth Annual General Meeting of the Company.

Chairman mentioned that Mr.P.S.Raman, Director could not be present at the AGM due to unavoidable reasons. Chairman introduced the Directors and Chief Financial officer & Company Secretary sitting on the dais to the members.

Chairman called the meeting to order.

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

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

Mr. Krishna Mahesh, began to deliver Chairman's Speech.

As part of Chairman's Speech, he made the following observations regarding Mr.K Mahesh, Chairman, who had passed away on 2nd February 2019.



Quote

"Before presenting the traditional performance highlights of your company during financial year 2018-19, I would like to mark the passing of our founder and long time Chairman and Managing Director, Mr. K. Mahesh. While I would not be here were it not for him, I think the selfless effort, time, and love he put into building the company means that most of us would not be here today were it not for him. The automotive industry, TVS, and most of all Sundaram Brake Linings were his highest priority. This company, he founded, was the first in the TVS group to go public and to export products from inception. His dynamic leadership led to this company becoming an established brand in the global arena and exports grew to nearly half out of net turnover even when Indian export was almost unknown. Mr. Mahesh's relentless pursuit of perfection led to SBL being the first friction material manufacturer in the world to be awarded the Deming Prize. Given the company's many achievements under his leadership and the debt we will forever owe him, I would like to ask us all to observe a moment of silence to mark the passing of a beacon of probity, love for employees, and hard work who put this company above self."

Unquote

Directors and Members stood up and observed two minutes' silence as a mark of respect to the late Chairman.

Mr Krishna Mahesh continued and delivered the Chairman's Speech.

Chairman of the Meeting then requested the members to raise queries, if any, with regard to the business listed in the notice of 45th AGM.

A few members raised few queries pertaining to Performance of the Company and Audited Accounts of FY 2018-19.

Chairman of the Meeting, answered the queries raised by the members.

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 fifth AGM and the voting through Electronic means (E-voting) has been completed on 12.08.2019.

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, Director (DIN 00420048), who retires by rotation and being eligible, offers himself for reappointment.

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 the meeting and further informed that Mr. V.Suresh, Practicing Company Secretary, who has been appointed as Scrutinizer, will facilitate the polling process.

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 conclusion 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 12.40 P.M.

Mr. V. Suresh, Practicing Company Secretary, Scrutinizer, submitted his report dated 13th August 2019 covering the results on the resolutions listed in the notice of Forty Fifth AGM.

Following is the extract of results of the two resolutions Listed in the 45th 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 2019 and the reports of the Directors and Auditors thereon.

RESOVED THAT the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended 31st March 2019, Cash Flow Statement for the year ended 31st March 2019 and Notes forming part of the documents referred above and the Report of the Directors and the Auditors of the Company, be and are hereby approved and adopted.

Resolution Required						Ordinary		
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	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

The above Ordinary Resolution was passed with requisite majority.

RESOLUTION 2:

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

RESOLVED THAT Mr.Krishna Mahesh (DIN 00420048), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

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

The above Ordinary Resolution was passed with requisite majority.

The Scrutinizer's report dated 13th August 2019 is appended herewith and forms part of the Minutes of the Forty Fifth Annual General meeting held on 13th August 2019.

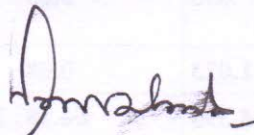


Krishna Mahesh
Chairman of the Meeting

Place : August 21, 2019

Date : Chennai

The date of entry of the Minutes in the Minutes book is 21st August 2019.



S. Ramabadran
Chief Financial Officer & Company Secretary