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SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

SecI/NSE/44th AGM
August 22, 2018

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 : 44th Annual General Meeting Proceedings

As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We enclose the proceedings of the 44th Annual General Meeting of our Company held on August 09, 2018 at Rani Seethai Hall, No.603 Anna Salai, Chennai – 600 006 at 10.00 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 : 180, Mount Road, Chennai - 600 006.

CIN : L34300TN1974PLC006703



MINUTES OF THE FORTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "RANI SEETHAI HALL" NO.603, ANNA SALAI, CHENNAI 600 006 AT 10.00 A.M. ON THURSDAY, THE 9th AUGUST 2018

PRESENT

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 : 1356

Proxies : 12

The meeting commenced at 10.00 A.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.

He welcomed the members to the Forty Fourth 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, Mr.T.Kannan 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 Fourth 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 44th AGM.

Only one member raised few queries relating to subjects other than the agenda.

Clarifications and answers for the queries raised by the member 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 fourth AGM and the voting through Electronic means (E-voting) has been completed on 08.08.2018.

1. Adoption of Audited Financial Statements of the Company for the year ended 31st March 2018, reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr.K.Ramesh, Director (DIN 00556922), 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 poll 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 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 10.30 A.M.



Mr. V. Suresh, Practicing Company Secretary, Scrutinizer, submitted his report dated 9th August 2018 covering the results on the resolutions listed in the notice of Forty Fourth AGM.

Following is the extract of results of the two resolutions Listed in the 44th 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 2018 and the reports of the Directors and Auditors thereon.

RESOVED THAT the Audited Balance Sheet as at 31st March 2018, the Statement of Profit and Loss for the year ended 31st March 2018, Cash Flow Statement for the year ended 31st March 2018 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	25,78,784	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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,55,791	3766	0.28	3756	10	99.73	0.27
	Poll		348	0.03	148	200	42.53	57.47
	Total		4,114	0.31	3,904	210	94.90	5.10
Total		39,34,575	25,82,898	65.65	25,82,688	210	99.99	0.01

The above Ordinary Resolution was passed with requisite majority.

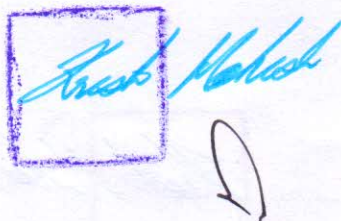
RESOLUTION 2 :

Re-appointment of Mr.K Ramesh, Director (DIN 00556922) who retires by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT Mr.K Ramesh, Director (DIN 00556922), 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	25,78,784	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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
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	Poll		348	0.03	148	200	42.53	57.47
	Total	13,55,791	4,114	0.31	3,904	210	94.90	5.10
Total		39,34,575	25,82,898	65.65	25,82,688	210	99.99	0.01

The above Ordinary Resolution was passed with requisite majority.





SUNDARAM BRAKE LININGS LIMITED

The Scrutinizer's report dated 9th August 2018 is appended herewith and forms part of the Minutes of the Forty Fourth Annual General meeting held on 9th August 2018.

Krishna Mahesh
Chairman of the Meeting

Place : August 20, 2018
Date : Chennai

The date of entry of the Minutes in the Minutes book is 20th August 2018.

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: 09th August 2018

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 44th Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Thursday August 9, 2018 at 10.00 a.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, on the resolutions contained in the notice to the 44th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 09, 2018 at 10.00 a.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

The Notice dated 29th May 2018 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 10th July 2018.



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 44th 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 44th 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 2, 2018 were entitled to vote on the resolutions (items no. 1 to 2 as set out in the notice of the 44th AGM of the Company.)

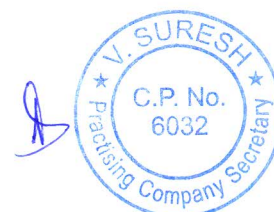
Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Monday, August 6, 2018 (9.00 a.m.) to Wednesday, August 8, 2018 (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, 2018 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		
Remote E-Voting	25,82,550	41	25,82,540	99.99	1	10	0.01	-	-
Voting through Ballot Papers at the AGM Venue	348	2	148	42.53	1	200	57.47	-	-
Total	25,82,898	43	25,82,688	99.992	2	210	0.008	-	-



Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Mr.K.Ramesh (DIN: 00556922) 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	25,82,550	41	25,82,540	99.99	1	10	0.01	-	-
Voting through Ballot Papers at the AGM Venue	348	2	148	42.53	1	200	57.47	-	-
Total	25,82,898	43	25,82,688	99.992	2	210	0.008	-	-

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
Practising Company Secretary
CP No. 6032

