

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

SecI/NSE/ Postal Ballot 18-09
December 26, 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 : Declaration of Voting Results of Postal Ballot

The Board of Directors of the Company had sought the approval of the Shareholders pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following Special Business:

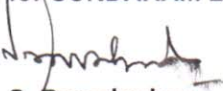
1. Re-appointment of Mr.Krishna Mahesh as Managing Director of the company for the period of three years with effect from 6th February 2019 and
2. Appointment/Continuation of Directorship of Mr.K.Mahesh, Chairman, on attainment of 75 years of age or above pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, Amendment 2018.
3. Appointment/Continuation of Directorship of Mr.K.Ramesh, Director on attainment of 75 years of age or above pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, Amendment 2018.
4. Appointment/Continuation of Directorship and Mr.K.S.Ranganathan, Director of the Company on attainment of 75 years of age or above pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, Amendment 2018.

Mr. V Suresh, Practising Company Secretary, Chennai who was appointed as Scrutinizer for Conducting the Postal Ballot process, has submitted his report.

In compliance with Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the Statement of Voting Results of the Postal Ballot alongwith the Scrutinizer's report for your kind 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

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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Website : www.tvsbrakelinings.com

PAN : AADCS4888E

DETAILS OF VOTING RESULTS

Date of the AGM/EGM/Postal Ballot(Result Declaration date)	December 26, 2018
Total No. of Shareholders as on Record Date/ Cut off date	9836
No. of Shareholders present in the Meeting either in person or through Proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable

RESOLUTION 1 :

Re-appointment of Mr. Krishna Mahesh, (DIN: 00420048), as Managing Director of the Company effective from 6th February 2019.

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	19,90,203	77.18	19,90,203	-	100.00	-
	Postal Ballot		5,88,581	22.82	5,88,581	-	100.00	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,234	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	22,234	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,557	5,231	0.39	4,776	455	91.30	8.70
	Postal Ballot		18,961	1.42	18,960	1	99.99	0.01
	Total	13,33,557	24,192	1.81	23,736	456	98.12	1.88
Total		39,34,575	26,02,976	66.16	26,02,520	456	99.98	0.02

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RESOLUTION 2 :

Appointment and Continuation of Directorship of Mr. K.Mahesh, (DIN: 00051438) Chairman and Non-Executive Director of the Company from April 1, 2019.

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	25,78,784	19,90,203	77.18	19,90,203	-	100.00	-
	Postal Ballot		5,88,581	22.82	5,88,581	-	100.00	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,234	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	22,234	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,557	5,231	0.39	4,776	455	91.30	8.70
	Postal Ballot		18,944	1.42	18,936	8	99.96	0.04
	Total	13,33,557	24,175	1.81	23,712	463	98.08	1.92
Total		39,34,575	26,02,959	66.16	26,02,496	463	99.98	0.02

(Signature)



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RESOLUTION 3 :

Appointment and Continuation of Directorship of Mr. K.Ramesh, (DIN: 00556922) Non-Executive Director of the Company from April 1, 2019.

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	25,78,784	19,90,203	77.18	19,90,203	-	100.00	-
	Postal Ballot		5,88,581	22.82	5,88,581	-	100.00	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,234	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	22,234	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,557	5,231	0.39	4,776	455	91.30	8.70
	Postal Ballot		18,944	1.42	18,936	8	99.96	0.04
	Total	13,33,557	24,175	1.81	23,712	463	98.08	1.92
Total		39,34,575	26,02,959	66.16	26,02,496	463	99.98	0.02

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RESOLUTION 4 :

Appointment and Continuation of Directorship of Mr. K.S Ranganathan, (DIN: 02796986) Independent Director of the Company from April 1, 2019.

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	25,78,784	19,90,203	77.18	19,90,203	-	100.00	-
	Postal Ballot		5,88,581	22.82	5,88,581	-	100.00	-
	Total	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutions	E-voting	22,234	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	22,234	-	-	-	-	-	-
Public – Non Institutions	E-voting	13,33,557	5,231	0.39	5,170	61	98.83	1.17
	Postal Ballot		18,960	1.42	18,909	51	99.73	0.27
	Total	13,33,557	24,191	1.81	24,079	112	99.54	0.46
Total		39,34,575	26,02,975	66.16	26,02,863	112	99.99	0.01

For SUNDARAM BRAKE LININGS LIMITED

S. Ramabadran
Chief Financial Officer & Company Secretary



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CIN : L34300TN1974PLC006703



#28, 1st Floor, Ganapathy Colony, Illrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

The Chairman
Sundaram Brake Linings Limited
No. 180 Anna Salai,
Chennai – 600 006

Dear Sir,

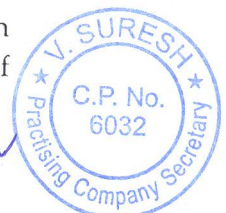
1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by

- (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ; and

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with relevant Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot and e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to section 108 & 110 of the Companies Act, 2013 and rules thereunder. My 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 resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, and M/s. Integrated Enterprises (India) Ltd, Chennai, the authorized agencies engaged by the Company.

3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-

1. The Company completed the dispatch of postal ballot forms on 22nd November 2018, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 16th November 2018.
2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. All the postal ballot forms received upto the close of working hours (6.00 PM) on 24th December, 2018 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.



5. Postal ballot forms, received after 24th December, 2018, were not considered.
6. 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 23rd November 2018.
7. Postal ballot forms returned undelivered is NIL.
8. The e-voting period remained open from Friday, 23th November 2018 (9:00 A.M.) to Monday, 24th December 2018 (6.00 PM).
9. The members of the Company as on the "cut-off" date i.e. 16th November 2018 were entitled to vote on the resolutions in the Postal Ballot Notice.
10. The Corporate members have provided the copy of the resolution passed at the Board of Directors for authorisation to exercise their votes.
11. The votes cast* were unblocked on 24th December 2018 in the presence of 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 National Securities Depository Limited, India (i.e.) www.evoting.nsdl.com and based on such reports the results of the e-voting is generated.

12. A summary of the e-voting and postal ballot forms received is given below:

Item No in the Notice	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid 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	
ITEM NO. 1: Ordinary Resolution for Re-appointment of Mr. Krishna Mahesh, (DIN: 00420048), as Managing Director for a period of 3 years with effect from 06.02.2019.								
E-Voting	19,95,434	56	19,94,979	99.98	5	455	0.02	-
Postal Ballot	6,07,542	199	6,07,541	99.99	1	1	0.01	351
Total	26,02,976	255	26,02,520	99.98	6	456	0.02	351

ITEM NO. 2: Special Resolution for Approving Continuation of Directorship of Mr. K.Mahesh, (DIN: 00051438) Chairman and Non-Executive Director.								
E-Voting	19,95,434	56	19,94,979	99.98	5	455	0.02	-
Postal Ballot	6,07,525	196	6,07,517	99.99	2	8	0.01	351
Total	26,02,959	252	26,02,496	99.98	7	463	0.02	351
ITEM NO. 3: Special Resolution for Approving Continuation of Directorship of Mr. K.Mahesh, (DIN: 00051438) Chairman and Non-Executive Director.								
E-Voting	19,95,434	56	19,94,979	99.98	5	455	0.02	-
Postal Ballot	6,07,525	196	6,07,517	99.99	2	8	0.01	351
Total	26,02,959	252	26,02,496	99.98	7	463	0.02	351
ITEM NO. 4: Special Resolution for Approving Continuation of Directorship of Mr. K.S Ranganathan, (DIN:02796986) Independent Director.								
E-Voting	19,95,434	58	19,95,373	99.99	3	61	0.01	-
Postal Ballot	6,07,541	197	6,07,490	99.99	2	51	0.01	351
Total	26,02,975	255	26,02,863	99.99	5	112	0.01	351

13. All the Resolutions are passed with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai
Date: 26.12.2018




V Suresh
Practising Company Secretary
C.P.No: 6032