

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

Sec1/ 48th AGM
August 04, 2022

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C/1, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai-400 051
Scrip Code: SUNDRMBRAK

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 590072

Dear Sir,

Sub: Intimation on proceedings of 48th Annual General Meeting

Pursuant to Regulation 30 Part-A of Schedule III of SEBI (LODR) Regulations, 2015 we enclose herewith the proceedings of 48th Annual General Meeting (AGM) of the Company held today i.e Thursday, 4th August, 2022 at 10.01 AM 1ST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

SRINIVASA
RENGACHARI
RAMABADRAN
Digitally signed by
SRINIVASA RENGACHARI
RAMABADRAN
Date: 2022.08.04 14:06:51
+05'30'

S Ramabadrnan
Chief Financial Officer & Company Secretary

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

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SUMMARY OF THE PROCEEDINGS OF FORTY EIGHTH ANNUAL GENERAL MEETING

The 48th Annual General Meeting (AGM) of the Members of Sundaram Brake Linings Limited ('the Company') was held on Thursday, August 4, 2022 at 10.01AM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular dated 13th May, 2022 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

DIRECTORS PRESENT

Mr. Ashok V Chowgule	-Independent Director Chairman, Audit Committee
Mr. K S D Sambasivam	- Independent Director Chairman of Nomination & Remuneration Committee Chairman, Stakeholders' Relationship Committee
Ms. Sandhya Subramanyam	- Independent Director
Ms. Shobhana Ramachandhran	- Director
Mr. G R Chandramouli	- Director
Mr. S Venkataraman	- Independent Director
Mr. Krishna Mahesh	- Managing Director

IN ATTENDANCE

Mr. T Joswa Johnson	- Asst. Company Secretary
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OTHER REPRESENTATIVES:

Mr. Ravi Sankar	- M/s. Brahmayya & Co, Statutory Auditors
Mr. V Suresh	- M/s. V Suresh Associates, Secretarial Auditors

A total of 44 members attended the meeting. The meeting commenced at 10.01 A.M.

Mr. T Joswa Johnson informed the members that the Directors have elected Mr. Krishna Mahesh, Managing Director to chair the 48th Annual General Meeting (AGM) and requested Mr. Krishna Mahesh, Managing Director to Chair the meeting.

Mr. Krishna Mahesh, Managing Director chaired the Meeting.

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Mr. T Joswa Johnson confirmed the chairman that the requisite quorum is present to conduct the proceedings for the 48th AGM.

Chairman welcomed the shareholders and called the meeting to order.

Chairman welcomed the Directors to the 48th Annual General Meeting of the Company.

Chairman informed that the Notice convening the 48th Annual General Meeting of the company was circulated already along with the Annual Report to the shareholders and the same be taken as read.

Chairman informed the members that the Statutory Auditors' Report being unqualified, is not required to be read as per the provisions of Section 145 of the Companies Act, 2013.

Chairman informed that the shareholders who have not voted through Remote e-Voting may cast their vote through the e-voting facility available at the AGM and the said e-Voting facility will be available for fifteen Minutes after the conclusion of the AGM and will be disabled thereafter by NSDL.

Chairman then delivered his speech.

Chairman informed that 8 shareholders were registered as a speaker shareholder for this 48th AGM. Out of 8 shareholders, 4 shareholders only attended the AGM and raised their queries.

Chairman answered all the queries raised during the meeting and the queries which were received through e-mail from the registered speaker shareholders.

Chairman informed the members that pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company provided remote 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 48th AGM and the remote e-voting was completed on 3rd August 2022 and informed that e-Voting at AGM will end fifteen minutes after the conclusion of the AGM:

1. Adoption of Audited Financial Statements and the Reports of the Board and the Statutory Auditors thereon for the financial year ended 31st March, 2022
2. Re-appointment of Ms. Shripriya Mahesh Ramanan (DIN: 08632277) who retires by rotation.
3. Re-appointment of M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

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4. Appointment of Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-Executive Non-Independent Director.
5. Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director.

Chairman informed that based on Scrutinizer's report to be received after the e-voting at the AGM, the results regarding passing of resolutions will be announced within 48 hours and posted in Company's website www.tvbrakelinings.com and also communicated to Stock Exchanges.

Chairman requested Mr. Ashok V Chowgule, Independent Director to propose vote of thanks.

Mr. Ashok V Chowgule thanked the Chairman, all Directors and Shareholders who made it convenient to attend this meeting.

Chairman declared the meeting as concluded.

The Meeting concluded at 10.41 AM. The e-voting at the AGM concluded at 10.56 AM

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Sec1/ 48th AGM

August 5, 2022

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

Sub: Submission of Voting Results along with the Scrutinizer's report for the 48th Annual General Meeting.

We enclose herewith the Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting Results in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 48th Annual General Meeting of the Company held on Thursday, 4th August, 2022 through Video Conferencing ("VC")/Other Audit Visual Means ("OAVM")

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

SRINIVASA
RENGACHARI
RAMABADRAN
Date: 2022.08.05
14:18:25 +05'30'

S. Ramabadran
Chief Financial Officer & Company Secretary

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Voting Results of 48th AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the Annual General Meeting	August 4, 2022
Total No. of Shareholders as on Record Date	9372
No. of Shareholders present in the Meeting either in person or through Proxy	0
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	44
Promoter and Promoter Group	12
Public	32

RESOLUTION 1:

Adoption of Audited Financial Statements and the Reports of the Board and the Statutory Auditors thereon for the financial year ended 31st March, 2022

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,962	10	99.98	0.02
	Total	13,55,791	72,972	5.38	72,962	10	99.98	0.02
Total		39,34,575	2587255	65.75	25,87,245	10	99.99	0.01

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RESOLUTION 2:

Re-appointment of Ms. Shripriya Mahesh Ramanan (DIN: 08632277) who retires by rotation

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	73,072	5.38	71,899	1,173	98.39	1.61
	Total	13,55,791	73,072	5.38	71,899	1,173	98.39	1.61
Total		39,34,575	25,87,355	65.75	25,86,182	1,173	99.95	0.05

RESOLUTION 3:

Re-appointment of M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,662	310	99.58	0.42
	Total	13,55,791	72,972	5.38	72,662	310	99.58	0.42
Total		39,34,575	25,87,255	65.75	25,86,945	310	99.99	0.01

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RESOLUTION 4:

Appointment of Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-Executive Non-Independent Director.

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	67,721	5,251	92.81	7.19
	Total	13,55,791	72,972	5.38	67,721	5,251	92.81	7.19
Total		39,34,575	25,87,255	65.75	25,82,004	5,251	99.80	0.20

RESOLUTION 5:

Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director.

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	25,14,283	97.49	25,14,283	-	100.00	-
	Total	25,78,784	25,14,283	97.49	25,14,283	-	100.00	-
Public - Institutions	E-voting	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,791	72,972	5.38	72,912	60	99.92	0.08
	Total	13,55,791	72,972	5.38	72,912	60	99.92	0.08
Total		39,34,575	25,87,255	65.75	25,87,195	60	99.99	0.01

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

No.28, 1st Floor, Ganapathy Colony, IIIrd 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: 05.08.2022

To
The Chairman of the Annual General Meeting
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 (Act) 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 for the 48th Annual General Meeting of M/s. Sundaram Brake Linings Limited, held on Thursday, August 04, 2022 at 10:01 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

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 process and ascertaining the requisite majority, on the resolutions contained in the notice dated May 27, 2022 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 48th Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 04, 2022 at 10:01 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 27th May 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" and in a vernacular newspaper "Dinamani" edition on 7th July, 2022.



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 48th 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 e-voting period remained open from Monday, August 01, 2022 (9.00 A.M. IST) to Wednesday, August 03, 2022 (5.00 P.M. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

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.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. July 28, 2022 were entitled to vote on the resolutions (items no. 1 and 5 as set out in the notice of the 48th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

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.) <https://www.evoting.nsdl.com> and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the audited financial statements for the financial year ended March 31, 2022 together with the reports of the Board of 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	25,87,255	104	25,87,245	99.99	1	10	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	104	25,87,245	99.99	1	10	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Appoint Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as director, liable to retire by rotation, and being eligible, offers herself 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	25,87,355	102	25,86,182	99.96	4	1173	0.04	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,355	102	25,86,182	99.96	4	1173	0.04	-	-



Resolution No 3: Ordinary Resolution

Ordinary Business: Re-Appoint M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

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	25,87,255	103	25,86,945	99.99	2	310	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	103	25,86,945	99.99	2	310	0.01	-	-

Resolution No 4: Ordinary Resolution

Special Business: Appoint Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-executive Non-independent Director of the Company.

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	25,87,255	102	25,82,004	99.80	3	5,251	0.20	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	102	25,82,004	99.80	3	5,251	0.20	-	-



Resolution No 5: Ordinary Resolution

Special Business: Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director of the Company

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	25,87,255	103	25,87,195	99.99	2	60	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,87,255	103	25,87,195	99.99	2	60	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969D000746316