

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone : 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

Sec1/NSE/42<sup>nd</sup> AGM

August 05, 2016

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, "G" Block  
Bandra Kurla Complex  
Bandra (East),  
Mumbai-400 051

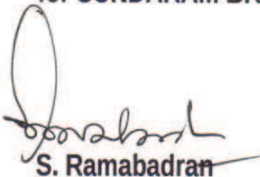
Dear Sir,

**Sub : 42<sup>nd</sup> Annual General Meeting Proceedings**

As per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We enclose the proceedings of the 42<sup>nd</sup> Annual General Meeting of our Company held on August 01, 2016 at Rani Seethai Hall, No.603 Anna Salai, Chennai – 600 006 at 12.15 pm for your reference and records.

Thanking you,

Yours faithfully  
for SUNDARAM BRAKE LININGS LIMITED



**S. Ramabadrn**  
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 SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNDARAM BRAKE LININGS LIMITED HELD AT "RANI SEETHAI HALL" NO.603, ANNA SALAI, CHENNAI 600 006 AT 12.15 P.M ON MONDAY, THE 1<sup>st</sup> AUGUST 2016**

**PRESENT**

Mr. K. Mahesh	-	Chairman
Mr. K. Ramesh	-	Director
Mr. T. Kannan	-	Director – Chairman, Audit Committee
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
Mr. P. Menakshi Sundram	-	Statutory Auditors Sundaram & Srinivasan Chartered Accountants

**ATTENDANCE**

Members in Person : 1417

Proxies : 2

The meeting commenced at 12.15 P.M

Mr. K Mahesh, Chairman, occupied the Chair.

Chairman extended warm welcome to the Members attending the Meeting.

Chairman introduced the Directors and Secretary sitting on the dais to the members and also mentioned that Mr. P S Raman, Director could not attend the AGM due to prior commitment.

Chairman called the meeting to order.

With the consent of the members present, the notice for convening the Forty Second Annual General 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, Managing Director, read the speech of Mr K.Mahesh ,Chairman on his behalf.



Chairman mentioned that the passing of ordinary resolutions for the following ordinary business have been listed in the notice of Forty Second AGM.

1. Adoption of Audited financial Statement of the Company for the year ended 31<sup>st</sup> March 2016, reports of Board of Directors and Auditors' thereon.
2. Re-appointment of Mr.K.Ramesh (DIN 00556922) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration as may be determined by the Board of Directors of the Company.

Chairman informed that members may raise their queries if any with regard to the above business listed in the notice of 42<sup>nd</sup> AGM.

Few members raised the queries pertaining to Performance of the Company and Audited Accounts FY 2015-16.

MD gave clarifications and answers in response to the queries raised by the members.

Chairman informed the members that pursuant to the provisions of the Companies Act 2013 and Listing Regulations, Company provided e-voting facility to the members to cast their votes electronically in respect of all the items of business listed in the notice of Forty Second AGM and the voting through Electronic means (E-voting) has been completed on 31.07.2016.

Chairman informed that, the members who were present at the meeting, and who have not cast their votes through e-voting, can cast their votes through ballot paper at the end of this meeting and further informed that Mr. V.Suresh, Practicing Company Secretary who has been appointed as Scrutinizer will facilitate the poll process at the meeting.

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

With vote of thanks proposed by Mr.Ashok V. Chowgule, Director, the Chairman declared the meeting as concluded.

The meeting ended at 02.00 P.M.

Mr. V. Suresh, Practicing Company Secretary, Scrutinizer, submitted his report dated 1<sup>st</sup> August 2016 covering the results on the resolutions listed in the notice of Forty Second AGM.



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Following is the extract of results for the three resolutions taken from the Scrutinizer's report.

**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 31<sup>st</sup> March 2016 and the reports of the Directors and Auditors thereon.

**RESOVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2016, Cash Flow Statement for the year ended 31<sup>st</sup> March 2016 and the Report of the Directors and the Auditors of the Company, be and are hereby approved and adopted.

Promoter / Public	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	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	11,603	0.87	11,366	237	97.96	2.04
<b>Total</b>	<b>39,34,575</b>	<b>25,90,387</b>	<b>65.84</b>	<b>25,90,150</b>	<b>237</b>	<b>99.99</b>	<b>0.01</b>

The above Ordinary Resolution was passed with requisite majority.

**RESOLUTION 2 :**

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

**RESOLVED THAT** Mr K.Ramesh, Director, having DIN: 00556922, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.



Promoter / Public	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	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	11,603	0.87	11,366	237	97.96	2.04
<b>Total</b>	<b>39,34,575</b>	<b>25,90,387</b>	<b>65.84</b>	<b>25,90,150</b>	<b>237</b>	<b>99.99</b>	<b>0.01</b>

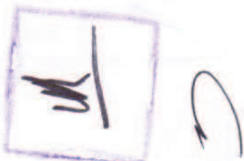
The above Ordinary Resolution was passed with requisite majority.

### RESOLUTION 3 :

Ratification for Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and fixing their remuneration as may be determined by the Board of Directors of the Company.

**RESOLVED THAT** the appointment of Messrs. Sundaram & Srinivasan, Chartered Accountants, Chennai having registration number 004207S, appointed in the Annual General Meeting held on 01-08-2014 for a transitional period of three years, as per the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014, be and is hereby ratified for continuing as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, (this being the last year of transitional period of three years) on such remuneration as may be determined by the Board of Directors of the Company in addition to tax audit fee, certification fee, service tax, travelling and other out-of-pocket expenses actually incurred by them in connection with the audit.

Promoter / Public	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	25,78,784	25,78,784	100.00	25,78,784	-	100.00	-
Public – Institutional holders	22,344	-	-	-	-	-	-
Public – Others	13,33,447	11,603	0.87	11,366	237	97.96	2.04
<b>Total</b>	<b>39,34,575</b>	<b>25,90,387</b>	<b>65.84</b>	<b>25,90,150</b>	<b>237</b>	<b>99.99</b>	<b>0.01</b>





The above Ordinary Resolution was passed with requisite majority.

The Scrutinizer's report dated 1<sup>st</sup> August 2016 is appended herewith and forms part of the Minutes of the Forty Second Annual General meeting held on 1<sup>st</sup> August 2016.

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**K MAHESH**  
**Chairman**

**Place : August 03, 2016**

**Date : Chennai**

The date of entry of the Minutes in the Minutes book is 3<sup>rd</sup> August 2016.

**S. Ramabadran**  
**Chief Financial Officer & Company Secretary**

#28, 1st Floor, Ganapathy Colony, 111rd 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: 01<sup>st</sup> August 2016

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 voting through Ballot Papers at the AGM venue at the 42<sup>nd</sup> Annual General Meeting of M/s. Sundaram Brake Linings Limited held on Monday, August 1, 2016 at 12.15 p.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, as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto in respect of the resolutions contained in the notice to the 42<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, August 1, 2016 at 12.15 p.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai – 600 006.

The Notice dated 24<sup>th</sup> May 2016 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 1<sup>st</sup> July 2016.

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 42<sup>nd</sup> 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

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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.

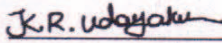
The Company had also provided for voting through Ballot Papers at the AGM venue at the 42<sup>nd</sup> Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

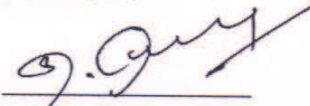
The members of the Company as on the "cut-off" date i.e. July 25, 2016 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 42<sup>nd</sup> AGM of the Company.)

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

**Remote E-voting:**

- i. The e-voting period remained open from Friday, July 29, 2016 (9.00 a.m.) to Sunday, July 31, 2016 (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.

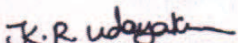
  
Mr.Udaya Kumar K R

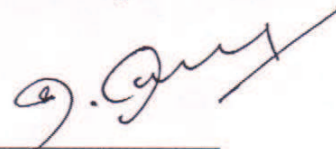
  
Mr. Ramesh S

- 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 a 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.

  
Mr.Udaya Kumar K R

  
Mr. Ramesh S

- 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, 2016 with 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	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
<b>Total</b>	<b>25,90,387</b>	<b>42</b>	<b>25,90,150</b>	<b>99.9</b>	<b>3</b>	<b>237</b>	<b>0.1</b>	<b>-</b>	<b>-</b>

**Resolution No 2: Ordinary Resolution**

**Ordinary Business: Re-appointment of Mr.K.Ramesh,(DIN: 00556922) 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	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
<b>Total</b>	<b>25,90,387</b>	<b>42</b>	<b>25,90,150</b>	<b>99.9</b>	<b>3</b>	<b>237</b>	<b>0.1</b>	<b>-</b>	<b>-</b>

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**Resolution No 3: Ordinary Resolution**

**Ordinary Business: Appointment of M/s.Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company and authorizing the Board of Directors 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	25,89,437	32	25,89,437	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	950	10	713	75	3	237	25	-	-
<b>Total</b>	<b>25,90,387</b>	<b>42</b>	<b>25,90,150</b>	<b>99.9</b>	<b>3</b>	<b>237</b>	<b>0.1</b>	<b>-</b>	<b>-</b>

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Ballot Papers 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

