

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

**July 2, 2024**

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

Dear Sir/Madam,

**Sub: Intimation of 50<sup>th</sup> Annual General Meeting (AGM) of the Company & fixing cut-off date for e-voting.**

This is to inform that the 50<sup>th</sup> Annual General Meeting of the members of the Company is scheduled be held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") on **Wednesday, 24<sup>th</sup> July 2024 at 10.00 A.M (IST)** in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Annual Report along with the notice of AGM has been dispatched to all the eligible shareholders on 02<sup>nd</sup> July, 2024 through e-mail only. The copy of the same is also available on the website of the Company viz., <https://www.tvssbrakelinings.com/images/assets/pdf/SEBI/Annual%20Report%20-%202024.pdf>

The Cut-off date to determine the voting rights for e-voting on the resolutions listed out in the Notice of AGM shall be Wednesday, 17<sup>th</sup> July, 2024.

The E-voting period shall commence on Sunday, 21<sup>st</sup> July 2024 at 9:00 A.M. and ends on Tuesday, 23<sup>rd</sup> July 2024 at 5:00 P.M.

The Register of Members and the Share transfer register shall remain closed from 18<sup>th</sup> July, 2024 to 24<sup>th</sup> July, 2024 (both days inclusive) for the purpose of 50<sup>th</sup> AGM.

This is for your information and records.

Thanking you,

**Yours truly,**

**for SUNDARAM BRAKE LININGS LIMITED**

**J. R. VISHNU VARTHAN**  
**COMPANY SECRETARY**

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

## NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the Fiftieth Annual General Meeting of the Company will be held on **Wednesday, 24th July 2024 at 10.00 A.M IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March 2024, the Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2024, the Cash Flow statement for the year ended 31<sup>st</sup> March 2024 and Notes forming part of the documents referred above and the Report of the Directors and the Auditors of the Company thereon, be and are hereby approved and adopted."

- 2. To declare Dividend.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** a dividend of ₹ 2 (Rupees Two only) per share (20%) for the year ended 31<sup>st</sup> March, 2024 on 39,34,575 equity shares of ₹ 10 each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for payment to the members of the Company whose names appear in the Register of Members as at the close of business hours on 17<sup>th</sup> July, 2024."

- 3. To re-appoint Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as Director, liable to retire by rotation, and being eligible, offers herself for re-appointment.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Ms. Shripriya Mahesh Ramanan (DIN: 08632277), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS

- 4. To appoint Mr. M.C.T.P. Chidambaram (DIN: 00298167) as Non-Executive-Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as Special Resolution with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for

---

the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the recommendation of Nomination and remuneration Committee at their meeting held on 28<sup>th</sup> May, 2024 and approval of the Board of Directors at their meeting held on 28<sup>th</sup> May, 2024 for the appointment of Mr. M.C.T.P. Chidambaram (DIN: 00298167) who had submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment for a first term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as an Additional Director of the Company, categorised as independent, by the Board of Directors with effect from 28<sup>th</sup> May, 2024 be and is hereby appointed as a Non-Executive Independent Director of the company for the first term of five consecutive years effective from 28<sup>th</sup> May, 2024 till 27<sup>th</sup> May, 2029 and shall not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Krishna Mahesh, Managing Director and Mr. V Srinivasan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

(By order of the Board)

Place: Chennai  
Date: 28<sup>th</sup> May, 2024

**Y SATHYAN**  
DGM Finance & Company Secretary

Registered Office  
Padi, Chennai - 600 050

## **General Instructions & Information:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.tvbrakelinings.com/sebi.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed.

- 
9. Pursuant to the General Circular No. 02/2022 dated 5th May, 2022 circular followed by the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 with respect to relaxation in conducting the AGM, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy to attend and cast vote on behalf of the members is not applicable for this 50<sup>th</sup> AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
  10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  11. In compliance with the aforesaid MCA Circulars dated 5th May, 2022, Notice of the 50<sup>th</sup> AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday, 28<sup>th</sup> June, 2024**. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.tvstrakelinings.com](http://www.tvstrakelinings.com) and website of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  13. The register of members and the share transfer register will remain closed for a period of seven days from **18<sup>th</sup> July 2024 to 24<sup>th</sup> July 2024 (both days inclusive)** for the purpose of AGM.
  14. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of members, with effect from 1st April 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at rates prescribed in Income-Tax Act, 1961 (the "IT Act"). In general, to enable the compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act, with their Depository Participants or in case shares are held in physical form, with the Company or Registrar and Transfer Agent (RTA), by sending email to [kalyan@integrated.co.in](mailto:kalyan@integrated.co.in).

For Resident Shareholders the Tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2024-25 provided a valid PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income-tax Act, 1961.

For Resident Individual the TDS shall not be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2024-25 does not exceed Rs.5,000/-. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2024-25. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. PAN is mandatory. To avail the benefit of non-deduction of tax at source, members may send the form 15G/ 15H by an email to [sblagm@tvssbl.com](mailto:sblagm@tvssbl.com) latest by 5.00 P.M. (IST), 16<sup>th</sup> July, 2024.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, with proper attestation and duly signed and filled-in all respects, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency

---

## SUNDARAM BRAKE LININGS LIMITED

---

Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [sblagm@tvssbl.com](mailto:sblagm@tvssbl.com). The aforesaid declarations and documents need to be submitted by the members latest by 5.00 P.M. (IST), 16<sup>th</sup> July, 2024.

In case shares are held by Clearing Member / Intermediaries / Stock Brokers on behalf of the beneficial owners, TDS on dividend will be deducted in the hands of beneficial owner as per the provisions of Rule 37BA(2) of Income Tax Rules, 1962, provided the Clearing Member / Intermediaries / Stock Brokers provides a declaration along with detailed list of beneficiaries to the Company on or before 17<sup>th</sup> July, 2024 (Record date), to enable the Company to process the dividend and TDS accordingly.

Declaration received after the Record date will not be considered for claiming benefits under Rule 37BA (2) of the Income Tax Rules, 1962

15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
17. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
19. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company: -
  - a) Any change in their address / bank mandate.
  - b) Particulars of their bank account, in case they have not been sent earlier.
20. In terms of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government. There are no shares in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years.

Any person whose shares have been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website [www.mca.gov.in](http://www.mca.gov.in) and after making an application in form IEPF-5, send the same duly signed along with requisite documents to the Company for verification of the claim.

21. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through
-

---

the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. Members holding shares either in physical form or in dematerialized form, as on **Wednesday, 17<sup>th</sup> July, 2024 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
23. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date **Wednesday, 17<sup>th</sup> July, 2024**. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e **Wednesday, 17<sup>th</sup> July, 2024** will be considered for the purpose of availing Remote e-Voting or e-Voting at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
24. The board has appointed Mr. V. Suresh, (Partner, V. Suresh Associates, Practising Company Secretaries) holding certificate of practice (CP No.6032) issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer (ID: SURESH) to Scrutinize the e-Voting process in a fair and transparent manner.
25. The Scrutiniser shall, immediately after the conclusion of voting at annual general meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall, within 2 working days of conclusion of the meeting, submit his report to the Chairman / Managing Director / Chief Financial Officer /Company Secretary of the Company.
26. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at **www.tvstrakelinings.com** and will also be available in website of NSDL **www.evoting.nsdl.com**.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Sunday, 21<sup>st</sup> July, 2024 at 09:00 A.M. and ends on Tuesday, 23<sup>rd</sup> July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 17<sup>th</sup> July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> July, 2024.**

#### **How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- 
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
-

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **vsassociates@gmail.com** with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms.Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [kalyan@integrated.co.in](mailto:kalyan@integrated.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [kalyan@integrated.co.in](mailto:kalyan@integrated.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

---

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at sblagm@tvssbl.com from 14<sup>th</sup> July, 2024 (9:00 a.m. IST) to 16<sup>th</sup> July, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Resolution No. 3

The board, on recommendation of the Nomination and Remuneration Committee (NRC), proposed the appointment of Mr. M.CT.P. Chidambaram (holding DIN 00298167) as a Non-Executive Independent Director of the Company, in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014.

In the opinion of the NRC and the Board, Mr M.CT.P. Chidambaram fulfils the conditions specified under the Act, 2013 and the rules made thereunder and the Listing Regulations, for the proposed appointment as Non-Executive Independent Director by the shareholders of the Company and he is independent of the management of the Company.

NRC evaluated his skills, experience and knowledge in the fields of finance, management, administration, corporate governance. The Board considers that the proposed appointment of Mr M.CT.P. Chidambaram as Director will be of immense benefit to the Company. The Board also felt that the core skills / expertise / competencies of Mr. M.CT.P. Chidambaram would be required for the Company in the context of its business(es) and sector(s), to function effectively.

In terms of the provisions of Section 149 read with Schedule IV to the Act, 2013, the appointment of Non-Executive Independent Director will require approval of the shareholders of the Company. Hence, it is proposed that Mr. M.CT.P. Chidambaram, who was appointed as an Additional Director and who holds office upto the date of ensuing AGM be appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years commencing from 28th May, 2024 and not liable to retire by rotation during his tenure of appointment.

The Company has received a consent in writing from Mr. M.CT.P. Chidambaram to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Non-Executive Independent Director will be available for inspection without any fee by the members at the Registered Office of the Company at Padi, Chennai 600050, Tamil Nadu, India, during office hours.

Except Mr. M.CT.P. Chidambaram, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution relating to his appointment as a Non-Executive Independent Director of the Company.

Accordingly, the directors recommend the special resolution in relation to the appointment of Mr. M.CT.P. Chidambaram as a Non-Executive Independent Director for approval by the shareholders, as set out in Item No.4 of this Notice.

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Resolution 3:**

Name	Mrs. Shirpiya Mahesh Ramanan	
Age	50 years	
DIN	08632277	
Qualification	MBA from Harvard; MFA in Film from New York University; and BA in Economics from Stella Maris College	
Experience and other details	Overall Experience of 17 years in Management, Administration, Marketing & Strategy	
Current remuneration (last drawn remuneration)	Nil	
Details of remuneration sought to be paid	Nil	
Date of first appointment on the Board	12 <sup>th</sup> Feb, 2020	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Sister of Mr. Krishna Mahesh, Managing Director of the Company.	
Number of meetings of the Board attended during the year	Financial Year 2023-2024; 4 out of 5 Meetings	
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	<b>Directorship</b>	<b>Committee Membership</b>
	Nil	Nil
Nature of expertise in specific functional area	Management, Administration, Marketing & Strategy	
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	
Shareholding of Non-Executive Directors	Mr. K S D Sambasivam	5
	Ms. Shobhana Ramachandran	-
	Ms. Sandhya Subramanyam	-
	Mr. S Venkataraman	-

## SUNDARAM BRAKE LININGS LIMITED

### Resolution 4:

Name	Mr M.CT.P. Chidambaram	
Age	63 years	
DIN	00298167	
Qualification	<ul style="list-style-type: none"> <li>• Commerce graduate from the Loyola College, Chennai</li> <li>• MBA from the Loyola Marymount University, Los Angeles, U.S.A</li> </ul>	
Experience and other details	<p>Managing Director of Sivagami Commercial Company Pvt. Ltd., which is a trading and distribution company dealing with various products. He is also connected as a Board member / Trustee of a few other companies and Trusts in India and Overseas.</p> <p>Honorary Consul of Finland in South India. The President of Finland has conferred upon him "The order of the Lion of Finland, Knight, First Class". He is an active member of the Rotary Club of Madras, the Southern India Chamber of Commerce, and the Young Presidents Organization (YPO). He was on the Steering Committee of the Green Building Congress 2010 - Chennai, organized by the Indian Green Building Council (IGBC), part of the Confederation of Indian Industry (CII) and was a member of the Managing Committee of the South India Hire Purchase Association.</p>	
Current remuneration (last drawn remuneration)	NA	
Details of remuneration sought to be paid	Nil	
Date of first appointment on the Board	28-05-2024	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2023-2024: Not Applicable	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<b>Directorship</b>	<b>Committee Membership</b>
	Sivagami Commercial Co Private Limited	Nil
	Sivagami Holdings Private Limited	Nil
	Emcete & Sons Private Limited	Nil
Nature of expertise in specific functional area	Leadership skills, Financing, Corporate management, strategic management, corporate restructuring, framing various corporate policies etc.,	



Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board- <b>NIL</b> Names of listed entities from which the person has resigned in the past three years- <b>NIL</b>									
Shareholding of Non-Executive Directors	<table border="1"> <tr> <td data-bbox="568 595 1078 640">Mr. K S D Sambasivam</td> <td data-bbox="1085 595 1460 640">5</td> </tr> <tr> <td data-bbox="568 645 1078 689">Ms. Shobhana Ramachandran</td> <td data-bbox="1085 645 1460 689">-</td> </tr> <tr> <td data-bbox="568 694 1078 739">Ms. Sandhya Subramanyam</td> <td data-bbox="1085 694 1460 739">-</td> </tr> <tr> <td data-bbox="568 743 1078 788">Mr. S Venkataraman</td> <td data-bbox="1085 743 1460 788">-</td> </tr> </table>		Mr. K S D Sambasivam	5	Ms. Shobhana Ramachandran	-	Ms. Sandhya Subramanyam	-	Mr. S Venkataraman	-
Mr. K S D Sambasivam	5									
Ms. Shobhana Ramachandran	-									
Ms. Sandhya Subramanyam	-									
Mr. S Venkataraman	-									
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. M.CT.P. Chidambaram possesses extensive leadership experience and a comprehensive background in corporate management and strategic planning. He has a proven track record in export sales to the European region. His advisory role and deep understanding of export markets will significantly contribute to Company's Export sales and successful international business expansions in future.									