

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

18th November, 2024

| | |
|---|---|
| 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 |
|---|---|

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to the intimation to the stock exchanges dated 11th November, 2024 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the Notice of Postal Ballot seeking approval of shareholders of the company for the re-appointment of Mr. Krishna Mahesh as Managing Director of the company for a period of 3 (three) years effective from 06th February, 2025.

The Notice of Postal Ballot was dispatched electronically on 18th November, 2024 to the eligible shareholders as on 15th November, 2024. The Notice Postal Ballot is also available on the Company's website www.tvbrakelinings.com

Details under Regulation 30 of SEBI LODR are as under:

| | | |
|--|---|--|
| Date of notice | 11 th November, 2024 (Monday) | |
| Cut-off Date | 15 th November, 2024 (Friday) | |
| E-Voting start date and time | 25 th November, 2024 (Monday) at 09:00 AM | |
| E-Voting end date and time | 24 th December, 2024 (Tuesday) at 05:00 PM | |
| Last date of shareholder approval | 24 th December, 2024 (Tuesday) at 05:00 PM | |
| Item of business | Type of Resolution | Manner of approval |
| Re-appointment of Mr. Krishna Mahesh (DIN:00420048), as Managing Director of the company effective from 06 th February 2025 | Special | Postal Ballot through remote e-voting facility |

This is for your kind information and records.

Thanking you,

Yours truly

For SUNDARAM BRAKE LININGS LIMITED

J. R. VISHNU VARTHAN
COMPANY SECRETARY



SUNDARAM BRAKE LININGS LIMITED
(CIN: L34300TN1974PLC006703)
Reg. Office: Padi, Chennai-600050
Tel: +91 44 26257853; Fax: +91 44 26254770
Website: www.tvsbrakelinings.com
Email: cs@tvssbl.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration)] Rules, 2014

Dear Shareholders,

NOTICE is hereby given, in terms of the provisions of Section 110, 108 and other applicable provisions of the Companies Act, 2013 (“Act”) and the underlying rules, applicable Secretarial Standard including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and General Circular 9/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs read with previous circulars in this regard (collectively known as MCA Circulars), that the Special Resolution contained herein is proposed to be passed by the members through electronic voting (remote e-voting process).

The proposed resolution together with the Explanatory Statement, pursuant to Section 102(1) and 110 of the Act, setting out the material facts and reasons thereof and the additional information as required under the SEBI LODR are annexed to this Postal Ballot Notice and forms part of this Notice.

The Company has engaged National Securities Depository Limited (“NSDL”) for facilitating the members to communicate their assent or dissent to the proposed resolutions through “remote e-voting”. The procedure for voting through “remote e-voting” is contained herein for your kind reference.

The Postal Ballot Notice (“Notice”) is being sent by email to all the members of the company, whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited (‘Depositories’) and in the record of the Registrar and Share Transfer Agent (‘RTA’) of the Company.

The voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 15th November, 2024 (“Cut Off Date”). Members are requested to carefully read the instructions printed for remote e-voting and to cast their votes electronically during the period from 25th November, 2024 (9.00 AM) to 24th December, 2024 (5.00 PM) (“Remote e-voting period”) by following the procedure as mentioned under the Explanatory Statement.

The Board of directors (“Board”) have appointed Mr. V Suresh, Practicing Company Secretary from V Suresh Associates, (CP No. 6032) Chennai, as the Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Authorized Director or any Authorized person for declaration of the result of the remote e-voting on or before 26th December, 2024 at the registered office of the Company. The results of the e-voting and the Scrutinizer's report will also be placed on the Company's website www.tvibrakelinings.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed and permitted to trade.

The last date of e-voting is Tuesday 24th December, 2024 and upon approval of the resolution with requisite majority, the same shall be deemed to be the date of passing of the resolution by the members of the Company.

SPECIAL BUSINESS

RESOLUTION NO: 1

Re-appointment of Mr. Krishna Mahesh (DIN: 00420048), as Managing Director of the company effective from 6th February 2025:

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of 196, 197, 198, 203 read with any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Krishna Mahesh (DIN:00420048) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 (three) years with effect from February 06, 2025 on a remuneration higher than the limits provided under Schedule V of Companies Act 2013.”

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration of Rs.7 lakhs per month, excluding the perquisites viz., contribution to Provident Fund, Superannuation Fund and Gratuity be paid as the remuneration along with a Commission of 5% on Net Profits of the Company to Mr. Krishna Mahesh.”

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Krishna Mahesh, Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors may consider appropriate and as may be considered and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or reenactment thereof, and/ or any rules or regulations framed there under.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

By order of the Board of Directors

Date: 11th November, 2024
Place: Chennai

J. R. Vishnu Varthan
Company Secretary

Registered Office:

Padi, Chennai - 600050

Telephone: +91 44 26257853

Fax: +91 44 26254770

website : www.tvsbrakelinings.com

Notes:

1. An explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose name appears on the Register of Members / List of Beneficial Owners as on **Friday, 15th November, 2024** (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories and physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot process.
3. 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 vote through remote e-voting on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to vsassociates16@gmail.com with a copy marked to evoting@nsdl.co.in
4. Members whose name appears on the Register of Members/ List of Beneficiary Owners as on **Friday, 15th November, 2024 (Cut-off Date)** will be considered for the purpose of e-voting.
5. The e-dispatch of the notice of Postal Ballot shall be announced through an advertisement in at least one English newspaper having country-wide circulation and at least one Tamil newspaper having wide circulation in Chennai District, where the registered office of the Company is

situated, and displayed on the website of the Company.

6. Member requiring any clarification may contact Mr. J.R. Vishnu Varthan, Company Secretary & Compliance Officer, Sundaram Brake Linings Limited, Padi, Chennai - 600050 by sending an E-mail to: vishnu@tvssbl.com
7. All material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of the Notice and upto Tuesday, December 24, 2024.
8. Details required under Regulations 36(3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of the Secretarial standard on General Meetings (SS-2) are furnished separately and forming part of this notice.

THE INSTRUCTIONS FOR MEMBERS TO DO REMOTE E-VOTING ARE AS UNDER: -
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 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 |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li data-bbox="593 920 1406 1458">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="593 1496 1406 1653">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="593 1691 1406 2051">3. 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. 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 |

| | |
|---|---|
| | <p>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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from |

| | |
|---|--|
| | <p>a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <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.</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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 vsassociates16@gmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Mr. Gopal at 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 vishnu@tvssbl.com.
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 vishnu@tvssbl.com. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Resolution No. 1**

Mr. Krishna Mahesh was re-appointed as the Managing Director of the company at the Meeting of Board of Directors held on 13th November, 2021 for a term of 3 years along with remuneration from 6th February, 2022 which was approved by the shareholders by way of Postal Ballot voting on 27th December 2021.

Present tenure of Mr. Krishna Mahesh as Managing Director ends on 5th February 2025.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 11, 2024 have approved the re-appointment of Mr. Krishna Mahesh as the Managing Director of the Company for a period of 3 years effective from 6th February 2025, subject to the approval of the shareholders to be obtained through Postal Ballot of remote e-voting.

The Company has been paying remuneration to Mr. Krishna Mahesh in accordance with Schedule V to the Act during the financial year 2023-24. Currently, Mr. Krishna Mahesh is drawing a Remuneration of Rs.84 lakhs per annum excluding contributory benefits of Provident Fund of Rs.10.08 lakhs and Superannuation Rs.12.60 lakhs (total remuneration of Rs.106.68 lakhs per annum). Considering the better performance of the company, it is proposed to continue the existing remuneration along with an addition of Commission upto 5% of the net profits of the company and during this tenure of re-appointment and for which approval of Shareholders has been sought by way of Special Resolution.

Mr. Krishna Mahesh will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, the term of office of Mr. Krishna Mahesh shall not be subject to retirement by rotation in accordance with the applicable provisions of the Act.

The following statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Resolution No.1 is as under:

I. General Information:

1. Nature of Industry: Automobile Ancillary- Friction material.
2. Date of commencement of commercial production: 5th September 1974
3. Financial performance based on given indicators:

| Particulars | (Rs. in Lakhs) | | |
|---------------------------|----------------|-----------|-----------|
| | 2023-24 | 2022-23 | 2021-22 |
| Total Income | 35,563.63 | 35,760.38 | 29,839.72 |
| Total Expenses | 34,409.14 | 36,300.13 | 30,052.82 |
| Profit/ (Loss) Before Tax | 1,154.49 | -539.75 | 13.27 |
| Profit / (Loss) After Tax | 10,09.36 | -478.16 | 7.77 |

II. Information about the Appointee:

| 1) Background Details | |
|---------------------------|---|
| Date of Birth | 20 th October 1974 |
| Educational Qualification | <p>Master of Science in Mechanical Engineering from Stanford University, Stanford CA in 1998.</p> <p>Master degree in Business Administration - MBA from Harvard Business School.</p> |
| Experience | <p>During his time at McKinsey from 1998 to 2001, he had hands on experience in lean manufacturing techniques, guiding and training their clients engaged in tyre manufacturing, automobile manufacturing, biotechnology, engineering products in the areas of strategic price leadership, development of product-platform, purchasing and supplier management techniques and various other aspects of management.</p> <p>During the period 2001 to 2003, he joined for intensive training in Toyota Production System (TPS), M/s Toyota Motor Manufacturing North America, Erlanger, USA and gained experience in the field of system redesign, process improvements, defect reduction and process improvement techniques implementation resulting in considerable savings for the Company.</p> <p>After training at Toyota, he took up his management study at Harvard Business School, Cambridge, MBA during 2003 and acquired his Master Degree in Business Administration (MBA) in June 2005.</p> <p>During his education and training, he had submitted various papers in seminars and forums and was also holding various position in social committees and bodies.</p> <p>During 2005 to 2009, he was holding the position of Chief Operating Officer in the company and thereafter he was appointed as Joint Managing Director of the Company from 6th February 2013 and re-designated as Managing Director with effect from 26th May 2014 at the meeting of Board of Directors held on 26th May 2014.</p> <p>Thereafter he was reappointed as Managing Director for a term 3 years effective from 6th February 2019 at the meeting of Board of Directors held on 03rd November, 2018 and for a further term 3 years effective from 6th February 2022 at the meeting of Board of Directors held on 13th November, 2021.</p> |
| 2) Past remuneration | As against Ceiling of Rs. 7 Lakhs per Month and Rs. 10.08 Lakhs per annum as Contribution to PF and Rs. 12.60 Lakhs per annum as Contribution to Superannuation which works out to total CTC of Rs 106.68 Lakhs. He has drawn Remuneration of Rs. 106.68 Lakhs in FY 2023-24 |

| | |
|--|--|
| 3) Recognition or Awards | Nil |
| 4) Job Profile and his suitability | Based on his qualification and experience, he is considered as suitable for discharging the functions of Managing Director of the company. |
| 5) Remuneration Proposed | 1. Rs. 7 Lakhs per Month and Rs. 10.08 Lakhs per annum as Contribution to PF and Rs. 12.60 Lakhs per annum as Contribution to Superannuation which works out to total CTC of Rs 106.68 Lakhs. 2. Commission of 5% on Net Profits of the Company every year. |
| 6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person | The aforesaid remuneration package is commensurate with the remuneration packages paid to the managerial position in other Companies. |
| 7) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Ms. Shobhana Ramachandhran, Non-Executive Director is relative (cousin) of Mr. Krishna Mahesh, Managing Director. Ms. Shripriya Mahesh Ramanan, Non-Executive Director is relative (sister) to Mr. Krishna Mahesh, Managing Director. |

III. Other Information:

1. Reasons of Inadequate profits:

- a) Performance in FY 2023-24 was impacted due to reduction in turnover from the domestic OEM segment (10.50%) and is largely driven by the reduction in vehicle production during the 4th quarter of 2023-24. The above factor impacted the performance of the Company in FY 2023-24 resulting in PBT of Rs. 1,154.49 Lakhs for the year.
- b) Performance in Q1 & Q2 of FY 2024-25 have been mainly impacted by decrease in the vehicle production in OEM segment.

2. Steps taken or proposed to be taken for improvement

Several initiatives are undertaken by the Company to identify new export customers and explore emerging international markets.

3. Expected increase in productivity and profits in measurable terms

With the various initiatives undertaken by the company, the productivity and profits are expected to improve in near term subject to favorable market conditions.

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2023-24. Mr. Krishna Mahesh satisfies the conditions laid down in Schedule V of the Companies Act, 2013 as also conditions set out under Sub-section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the act.



Pursuant to Provisions of the Companies Act, 2013, consent of the members of the company is required by way of Special resolution for the above subject. The Board of Directors of the Company recommends the Special resolution for approval of the members.

Mr. Krishna Mahesh is holding 5,44,608 equity shares as on date.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

No other Director or Key Managerial Personnel or their relative is concerned or interested in this Resolution except Ms. Shobhana Ramachandhran and Ms. Shripriya Mahesh Ramanan being a relative of Mr. Krishna Mahesh.

By order of the Board of Directors

Date: 11th Nov, 2024

Place: Chennai

J. R. Vishnu Varthan
Company Secretary

PARTICULARS OF DIRECTORS SEEKING 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 No.1

| | |
|--|--|
| Name | Mr. Krishna Mahesh |
| Age | 50 Years |
| DIN | 00420048 |
| Qualification | Master of Science in Mechanical Engineering from Stanford University, Stanford CA in 1998. Master degree in Business Administration – MBA from Harvard Business School |
| Experience and other details | <p>a) During his time at McKinsey from 1998 to 2001, he had hands on experience in lean manufacturing techniques, guiding and training their clients engaged in tyre manufacturing, automobile manufacturing, biotechnology, engineering products in the areas of strategic price leadership, development of product-platform, purchasing and supplier management techniques and various other aspects of management.</p> <p>b) During the period 2001 to 2003, he joined for intensive training in Toyota Production System (TPS), M/s Toyota Motor Manufacturing North America, Erlanger, USA and gained experience in the field of system redesign, process improvements, defect reduction and process improvement techniques implementation resulting in considerable savings for the Company.</p> <p>c) After training at Toyota, he took up his management study at Harvard Business School, Cambridge, MBA during 2003 and acquired his Masters Degree in Business Administration (MBA) in June 2005.</p> <p>d) During his education and training, he had submitted various papers in seminars and forums and was also holding various positions in social committees and bodies.</p> |
| Current remuneration (last drawn remuneration) | His present remuneration Ceiling is Rs. 84 Lakhs per annum excluding the contributory benefits of Rs. 10.08 Lakhs per annum as Contribution to PF and Rs.12.60 Lakhs per annum as Contribution to Superannuation. Total CTC is Rs.106.68 Lakhs per annum. |
| Details of remuneration sought to be paid | <p>1. Rs. 7 Lakhs per Month and Rs. 10.08 Lakhs per annum as Contribution to PF and Rs. 12.60 Lakhs per annum as Contribution to Superannuation which works out to total CTC of Rs 106.68 Lakhs per annum.</p> <p>2. Commission of 5% on Net Profits of the Company every year.</p> |
| Date of first appointment on the Board | 21-07-2005 |
| Shareholding in the Company | He is holding 5.44.608 equity shares as on date. |



| | | | | | | | | | | | | |
|--|---|-----------------------------|---------------------------|---|------------------------------|---|-------------------------|---|------------------|---|--------------------------|---|
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | <p>Ms. Shobhana Ramachandran, Non-Executive Director is relative (cousin) of Mr. Krishna Mahesh, Managing Director.</p> <p>Ms. Shripriya Mahesh Ramanan, Non-Executive Director is relative (sister) to Mr. Krishna Mahesh, Managing Director.</p> | | | | | | | | | | | |
| Number of meetings of the Board attended during the year | <p>Financial Year 2023-2024: 5 (out of 5 Meetings)</p> <p>Financial Year 2024-2025: 3 (Out of 3 Meetings)</p> | | | | | | | | | | | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Directorship | Committee Membership | | | | | | | | | | |
| | <ol style="list-style-type: none"> 1. T.V. Sundram Iyengar & Sons Private Limited 2. Sundaram Industries Private Limited 3. Sundaram Medical Devices Private Limited 4. Sundaram Lifecare Private Limited 5. Sundaram Health Protection Private Limited 6. Sundaram Aarogyam & Vitality Endowment Foundation 7. TVS Advanced Materials Private Limited | NIL | | | | | | | | | | |
| Nature of expertise in specific functional area | Apart from shouldering all the responsibilities of General Management of the Company and specifically, Managing Director is involved in all matters of Research & Development, Marketing, Exports, Energy Conservation Measures, Expansion Plans and Developments. He has also onerous responsibility to turn around the Company. | | | | | | | | | | | |
| 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] | <p>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board- NIL</p> <p>Names of listed entities from which the person has resigned in the past three years- NIL</p> | | | | | | | | | | | |
| Shareholding of Non-Executive Directors | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Ms. Shobhana Ramachandran</td> <td style="width: 20%; text-align: center;">-</td> </tr> <tr> <td>Ms. Shripriya Mahesh Ramanan</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Ms. Sandhya Subramanyam</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Mr. Venkataraman</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Mr. M.C.T.P. Chidambaram</td> <td style="text-align: center;">-</td> </tr> </table> | | Ms. Shobhana Ramachandran | - | Ms. Shripriya Mahesh Ramanan | - | Ms. Sandhya Subramanyam | - | Mr. Venkataraman | - | Mr. M.C.T.P. Chidambaram | - |
| Ms. Shobhana Ramachandran | - | | | | | | | | | | | |
| Ms. Shripriya Mahesh Ramanan | - | | | | | | | | | | | |
| Ms. Sandhya Subramanyam | - | | | | | | | | | | | |
| Mr. Venkataraman | - | | | | | | | | | | | |
| Mr. M.C.T.P. Chidambaram | - | | | | | | | | | | | |
