

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

May 26, 2021

| | |
|---|---|
| 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: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March 2021 issued by Mr. V. Suresh, Senior Partner, M/s. V Suresh & Associates, Practicing Company Secretaries, Chennai.

This is for your kind information and records.

Thanking you,

Yours truly,
for **SUNDARAM BRAKE LININGS LIMITED**

S. Ramabadran
Chief Financial Officer & Company Secretary

Encl: As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

SECRETARIAL COMPLIANCE REPORT OF SUNDARAM BRAKE LININGS
LIMITED FOR THE YEAR ENDED 31.03.2021

We, V Suresh Associates, Practising Company Secretaries have examined:

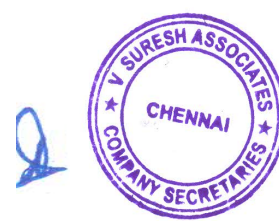
- (a) all the documents and records made available to us and explanation provided by M/s. Sundaram Brake Linings Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2021, in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (no events during the audit period)



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (no events during the audit period)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (no events during the audit period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (no events during the audit period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr.No | Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practising Company Secretary |
|-------|---|------------|---|
| NIL | NIL | NIL | NIL |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr.No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practising Company Secretary, if any. |
|-------|-----------------|----------------------|---|--|
| NIL | NIL | NIL | NIL | NIL |



(d) The listed entity has taken the following actions to comply with the observations made in previous reports : **(NOT APPLICABLE)**

| Sr. No | Observations of the Practising Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended.. | Actions taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity. |
|--------|--|---|--|---|
| | NA | NA | NA | NA |

(e) The Listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18,2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its Statutory Auditor.

Place: Chennai
Date: 04.05.2021

For V Suresh Associates
Practising Company Secretaries



V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032

Peer Review Cert. No. :667/2020
UDIN: F002969C000241011