

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

July 8, 2022

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

Dear Sir/Madam,

Sub: Intimation of 48th Annual General Meeting (AGM) of the Company & fixing cut-off date for e-voting - reg.

This is to inform that the 48th Annual General Meeting of the members of the Company is scheduled be held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") on **Thursday, 4th August 2022 at 10.01 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 7th July, 2022 through e-mail only. The copy of the same is also available on the website of the Company viz., www.tvssbrakelinings.com

The Cut-off date to determine the voting rights for e-voting on the resolutions listed out in the Notice of AGM shall be Thursday, 28th July, 2022.

The E-voting period shall commence on Monday, 1st August 2022 at 9:00 A.M. and ends on Wednesday, 3rd August 2022 at 5:00 P.M.

The Register of Members and the Share transfer register shall remain closed from 29th July, 2022 to 4th August, 2022 (both days inclusive) for the purpose of 48th AGM.

This is for your information and records.

Thanking you,

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

SRINIVASA
RENGACHARI
RAMABADRAN
Digitally signed by
SRINIVASA RENGACHARI
RAMABADRAN
Date: 2022.07.08
09:51:20 +05'30'

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

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

SUNDARAM BRAKE LININGS LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Forty Eighth Annual General Meeting of the Company will be held on **Thursday, 4th August 2022 at 10.01 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 March 31, 2022 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 31st March 2022, the Statement of Profit and Loss for the year ended 31st March 2022, the Cash Flow statement for the year ended 31st March 2022 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 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, Director (DIN: 08632277), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To re-appoint M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. Brahmayya & Co., Chartered Accountants, Chennai having registration No. 000511S, be and are hereby re-appointed as Statutory Auditors of the Company for the Second term of five consecutive years, who shall hold office from the conclusion of the 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the year 2027, on such remuneration as may be determined by the Board of Directors of the Company in addition to Tax Audit fees, certification fee, travelling and other out of pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS

4. To appoint Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-executive Non-independent Director of the Company.

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act], and the recommendation of the Nomination and remuneration Committee at their meeting held on 18th May, 2022, Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) who was appointed as Additional Director / Non-executive Non-independent Director by the Board of Directors of the Company at their meeting held on 27th May, 2022, be and is hereby appointed as a Non-Executive Non-independent Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadrán Chief financial officer and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment."

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

To consider and if thought fit, to pass the following Resolution as Ordinary 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 18th May, 2022 and approval of the Board of Directors at their meeting held on 27th May, 2022 for the appointment of Mr. S Venkataraman (DIN: 09099119) 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 May 27, 2022, be and is hereby appointed as an Non-Executive independent director of the company for the first term of five consecutive years effective from May 27, 2022 till May 26, 2027 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadrán, Chief financial officer and Company Secretary 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)

Chennai
27th May, 2022
Registered Office
Padi, Chennai - 600 050.

S RAMABADRAN
Chief Financial Officer & Company Secretary

SUNDARAM BRAKE LININGS LIMITED

I. General Instructions & Information:

1. In view of the outbreak of CoVID-19 pandemic, social distancing norms is being followed and pursuant to the General Circular No. 02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (MCA) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof) physical attendance of the Members at the AGM venue is not required and the AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC / OAVM.
 2. 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.
 3. Pursuant to the General Circular No. 02/2022 dated 5th May, 2022, 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 48th 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.
 4. 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 AGM without restriction on account of first come first served basis.
 5. 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 vsureshpcs@gmail.com with a copy marked to **evoting@nsdl.co.in**
 6. In compliance with the aforesaid MCA Circulars dated 5th May, 2022, Notice of the 48th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday, 1st July, 2022**. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website **www.tvbrakelinings.com** and website of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at **www.nseindia.com** and **www.bseindia.com** respectively, and on the website of NSDL **www.evoting.nsdl.com**
 7. 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.
-

-
8. The register of members and the share transfer register will remain closed for a period of seven days from **29th July 2022 to 4th August 2022** (both days inclusive) for the purpose of AGM.
 9. 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.
 10. 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.
 11. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
 12. 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.
 13. 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.
 - c) Nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not sent the same earlier.
 - d) Share Certificate(s) held in multiple accounts in identical names or joint accounts, in the same order of names, for consolidation of such shareholdings into one account.
 14. 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.iepf.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.
 15. 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
-

SUNDARAM BRAKE LININGS LIMITED

either in physical form or in dematerialized form, as on **Thursday, 28th July, 2022** 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.

16. 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.
17. 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 **Thursday, 28th July, 2022**. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e. **Thursday, 28th July, 2022** 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.
18. 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.
19. 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.
20. 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.tvbrakelinings.com** and will also be available in website of NSDL **www.evoting.nsdl.com**.

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Monday, 1st August 2022 at 9:00 A.M. and ends on Wednesday, 3rd August 2022 at 5:00 P.M.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 (Page. 9-10)

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system. (Page 12-14)

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> | <p>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps.</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given in points 1-5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. 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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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 & voting during the meeting. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. |

SUNDARAM BRAKE LININGS LIMITED

| Type of shareholders | Login Method |
|--|---|
| | <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 & voting during the meeting. |

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

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?

- 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, 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 116092 then user ID is 116092001*** |

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.

SUNDARAM BRAKE LININGS LIMITED

- 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.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 General 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.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **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), AADHAAR (self-attested scanned copy of Aadhaar Card) to **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 member may send an e-mail request to **evoting@nsdl.co.in** for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC / OAVM link placed under Join General 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. 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.
 3. Members are encouraged to join the Meeting through Laptops for better experience.
 4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 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 **July 21, 2022**
-

SUNDARAM BRAKE LININGS LIMITED

(9:00 a.m. IST) to July 28, 2022 (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.

- Members who need assistance before or during the AGM, can contact NSDL on **evoting@nsdl.com** or use Toll free No.1800-22-990 or Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: **evoting@nsdl.com** or **amitv@nsdl.com** or telephone No.022-24994360 or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: **evoting@nsdl.com** or **pallavid@nsdl.co.in** or at telephone No.022-24994545.

III. Other Information:

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.

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 toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at **evoting@nsdl.co.in**.

If you are already registered with NSDL for e-Voting then you can use your existing user ID and password / PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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

Resolution No. 4

Mr. Gopaldaswamy Ramachandramouli (DIN: 01868645), aged about 73 years, holds a Bachelor's Degree in Mechanical Engineering (with specialization in Automotive Engineering). He joined the TVS Group of Companies in 1971 and he has been associated with the group for over 5 decades. Initially, he was with Sundaram Clayton Limited as a Management Trainee from 1971 and subsequently worked for over 45 years with Sundaram Brake Linings limited ("SBL"), where he retired as President in February, 2021.

During his tenure with SBL, he has worked with in various departments of the organization (Sales, Marketing, R & D, supplies, Manufacturing etc.,) mainly in Sales, with focus on Exports which was built up to supply over 60 countries, which constitutes 40% - 45% revenue of the company.

During his tenure with sales division, he has also been closely associated with Original Equipment and Independent After Market customers, in promoting existing products and new product development.

He has participated in various domestic and international tradeshows for 4 decades, for showcasing the company's products and developing new customers.

The nomination and remuneration committee at their meeting held on 18th May, 2022 recommended the appointment of Mr. Gopaldaswamy Ramachandramouli as Non-Executive, Non- Independent Director of the company to the Board of Directors for their approval. The Board approved the appointment at their meeting held on 27th May, 2022, subject to the approval of shareholders of the company. His period of office is subject to retirement by rotation.

Hence a special resolution in this regard is being placed in the Notice of this Annual General Meeting for consideration and approval of the shareholders.

Except Mr. Gopaldaswamy Ramachandramouli (DIN: 01868645), being the appointee, none of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested in this item of business.

Resolution No. 5

Mr. S Venkataraman is a successful Commercial Banker, having nearly four decades of exemplary banking experience in India's largest Commercial Bank - State Bank of India (SBI). Held very challenging assignments, especially in the top and senior management positions of the Bank, in India, United Kingdom and South Africa. His international assignments were:- CEO of SBI's London Office (balance sheet size USD 10 Bn) for nearly two years and CEO & Regional Head of SBI's African Operations (balance sheet size USD 1 Bn) at Johannesburg for three years.

He has handled successfully the process of merger of State Bank of Travancore (SBT), a subsidiary Bank of SBI, with itself. The integration of business/ employees/ customers of two different banks with multiple culture / operation/ experience / expertise were handled with a great deal of care and compassion which was well acclaimed by all other stake holders.

SUNDARAM BRAKE LININGS LIMITED

He is having in depth knowledge in handling Corporate / Mid Corporate / SME / Retail Credit portfolio of the bank, for over three decades. He has held many positions handling Credit in multiple roles from Junior Management Grade to Top Management Grade in all critical and high value advance oriented branches / offices of the bank like Corporate Accounts Group Branch, Commercial Branch, Industrial Finance Branch, Credit Department in Local Head Office and Mid Corporate Group in the Headquarters of the Bank. He is having rich and hands-on experience in handling Corporate Client's Credit portfolio, as he worked in multiple positions during his career. The accounts handled were belonging to leading and well known South based groups like TVS, Shriram, Murugappa and all India based Groups like Tata, Birla, Hinduja, Mahindra, Vedanta, Jindal group. These Companies are engaged in manufacturing / export / trading etc.

He is having practical experience and expertise in Retail, MSME Banking / Finance - Corporate Finance - Product Development - Forex / Treasury Management - Risk / Compliance - Strategic Planning - Asset Liability Management - Marketing Strategies / Campaigns - Asset Quality Management - Leadership Development - Man Power Planning and Vigilance strategies - Investor Relationship management.

He is having practical experience in preparation of various Policies for the Bank (Deposit Mobilization Policy, Loan Policy, Risk Management Policy, Compliance Policy, HR policy, CSR Policy etc.,) formulated and implemented various new liability / asset products for the Bank both in India / Abroad. Revived the Gold Banking Business of the Bank along with implementation of proper technology based solutions for risk mitigation of highly price volatile gold business. Involved fully with IIM, Indore team and prepared the First Sustainability Report for SBI which was published in 2016.

Well experienced in conducting market research - developed SME & retail products and services in many areas both in India and abroad. Instrumental in SBI launching retail salary account garnering product which had enabled the bank to source millions of new individual (retail client) accounts. New gold banking products were also conceived and launched after detailed market research.

Since February 2021 rendering service as Advisor to M/s. Create and Grow Research Foundation (CGRF), a Chennai based organisation. It is a non-profit organisation engaged in research, analysis and sharing of knowledge in the field of Insolvency and Bankruptcy Code (IBC) and other Corporate Laws. The entity comprises of well experienced Bankers, Insolvency Professionals, Chartered Accountants, Company Secretaries, Cost and Management Accountants, Lawyers. CGRF, provides expert advisory and consultancy services relating to Insolvency and Bankruptcy code, Corporate laws etc., to corporate entities and Banks. The Insolvency professionals have so far handled / handling over 15 IBC matters. CGRF also publishes a monthly journal - covering corporate law and IBC related matters called "Sand Box" to which he is a regular contributor.

The nomination and remuneration committee at their meeting held on 18th May, 2022 recommended the appointment of Mr. S Venkataraman as an independent Director of the Company for the first term of 5 years to the Board of Directors for their approval. The Board approved the appointment at their meeting held on 27th May, 2022 subject to the approval of shareholders of the company. Hence an ordinary resolution seeking approval of shareholders is being placed in the Notice of this Annual General Meeting.

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 No.2

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Shripriya Mahesh Ramanan, Non-Executive Director of the Company, retires at this Annual General Meeting and being eligible for Re-appointment, offers herself for Re-appointment subject to approval of Shareholders.

Further in terms of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a Brief resume of the Director who is proposed to be re-appointed in this meeting, nature of her expertise in specific functional areas, disclosure of relationships between Directors inter-se, her other Directorship and the membership, her shareholdings are given below:

| | | |
|--|---|----------------------|
| Name | Mrs. Shripriya Mahesh Ramanan | |
| Age | 48 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 15 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 th February 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 2021-2022; 5 out of 5 Meetings | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Directorship | Committee Membership |
| | Nil | Nil |
| Nature of expertise in specific functional area | Management, Administration, Marketing & Strategy | |

SUNDARAM BRAKE LININGS LIMITED

| | | |
|--|---|-----|
| 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- NIL Names of listed entities from which the person has resigned in the past three years- NIL | |
| Shareholding of Non-Executive Directors | Mr. P S Raman | 169 |
| | Mr. T Kannan | 50 |
| | Mr. K S D Sambasivam | 5 |

Resolution No. 4

| | |
|--|---|
| Name | Mr Gopaldaswamy Chandramouli |
| Age | 73 years |
| DIN | 01868645 |
| Qualification | Bachelor's Degree in Mechanical Engineering (with specialization in Automotive Engineering) |
| Experience and other details | <p>Mr. Gopaldaswamy Ramachandramouli joined the TVS Group of Companies in 1971 and he has been associated with the group for over 5 decades. Initially, he was with Sundaram Clayton Limited as a Management Trainee from 1971 and subsequently worked for over 45 years with Sundaram Brake Linings limited ("SBL") where he retired as President in February, 2021.</p> <p>During his tenure with SBL, he has worked with in various departments of the organization (Sales, Marketing, R & D, supplies, Manufacturing etc.,) mainly in Sales, with focus on Exports which was built up to supply over 60 countries, which constitutes 40% - 45% revenue of the company.</p> <p>During his tenure with sales division, he has also been closely associated with Original Equipment and Independent After Market customers, in promoting existing products and new product development.</p> <p>He has participated in various domestic and international tradeshows for 4 decades, for showcasing the company's products and developing new customers.</p> |
| Current remuneration (last drawn remuneration) | NA |
| Details of remuneration sought to be paid | Nil |
| Date of first appointment on the Board | 27 th May 2022 |
| 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 2022-2023: 1 (Out of 1 Meeting) | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Directorship | Committee Membership |
| | 1. Raja Rajeswari Farms Private Limited | Nil |
| Nature of expertise in specific functional area | General Management / Marketing / Sales / Project Management / Corporate Strategy / R & D / supplies / Manufacturing 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- NIL Names of listed entities from which the person has resigned in the past three years- NIL | |
| Shareholding of Non-Executive Directors | Mr. P S Raman | 169 |
| | Mr. T Kannan | 50 |
| | Mr. K S D Sambasivam | 5 |

Resolution No. 5

| | |
|---------------|--|
| Name | Mr S Venkataraman |
| Age | 62 years |
| DIN | 09099119 |
| Qualification | <ul style="list-style-type: none"> • Bachelor Degree in Chemistry from University of Madras - University topper holding Second Rank. • CAIIB (Certified Associate of Indian Institute of Bankers) • Qualified and registered Insolvency Professional with IBBI • Strategic Leadership Programme of IIM, Kolkata • London School of Retail Banking Certificate from Euro Money, London • Strategic Leadership programme from Wharton, University of Pennsylvania • Certification Programme in IT and Cyber Security conducted by IDRBT (Institute for Development and Research in Banking Technology) • Finacle Foundation Programme of Infosys • Certificate Course from IIM, Bangalore in Credit Finance • Certificate Course from IIM, Bangalore in Strategic Management |

SUNDARAM BRAKE LININGS LIMITED

| | | |
|--|--|----------------------|
| Experience and other details | <p>A successful Commercial Banker, having nearly four decades of exemplary banking experience in India's largest Commercial Bank - State Bank of India (SBI). Held very challenging assignments, especially in the top and senior management positions of the Bank, in India, United Kingdom and South Africa. His international assignments were:- CEO of SBI's London Office (balance sheet size USD 10 Bn) for nearly two years and CEO & Regional Head of SBI's African Operations (balance sheet size USD 1 Bn) at Johannesburg for three years.</p> <p>Detailed profile has been given in the Explanatory statement of this Notice of this Annual General Meeting.</p> | |
| Current remuneration (last drawn remuneration) | NA | |
| Details of remuneration sought to be paid | Nil | |
| Date of first appointment on the Board | 27 th May 2022 | |
| 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 2022-2023: 1 (Out of 1 Meeting) | |
| Other Directorships, Memberships / Chairmanship of Committees of other Boards | Directorship | Committee Membership |
| | Vivardhana Micro Finance Ltd | Nil |
| Nature of expertise in specific functional area | Leadership skills, Expert in Banking Operations, Financing, Corporate management, strategic management, corporate restructuring, framing various corporate policies etc., in the Banking Sector | |
| 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 | Mr. P S Raman | 169 |
| | Mr. T Kannan | 50 |
| | Mr. K S D Sambasivam | 5 |
| The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Mr. S Venkataraman is having Leadership experience, Finance and Accounting Experience, all kind of Corporate Management, Strategic planning, Expertise in Retail, MSME Banking /Finance - Corporate Finance -Product Development - Forex/Treasury Management - Risk / Compliance - Strategic Planning - Asset Liability Management - Marketing Strategies / Campaigns - Asset Quality Management - Leadership Development - Man Power Planning and Vigilance strategies - Investor Relationship management, Expert in preparation of policies, Advisory role in the field of Insolvency and Bankruptcy Code and corporate laws. His skills, experience and capabilities are meeting the requirements of the organisation. | |