

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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Website : www.tvssbrakelinings.com

PAN : AADCS4888E

May 30, 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
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Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2022

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 2022 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 31.03.2022**

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 31.03.2022, 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) The 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	NA

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Chennai
Date: 27.05.2022

For V Suresh Associates
Practising Company Secretaries



A handwritten signature in blue ink, appearing to read "V Suresh".

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

Peer Review Cert. No. :667/2020
UDIN:F002969D000402381