

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

January 27, 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Scrp Code: 590072

National Stock Exchange of India Limited,
Exchange plaza, 5th Floor,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrp Code: SUNDRMBRAK

Subject : Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We refer to our earlier disclosure dated December 10, 2020 regarding a memorandum of family arrangement dated December 10, 2020 (“MFA”) executed between various members of the TVS family.

In this regard, please find enclosed a letter dated January 27, 2021 received from Shri Krishna Mahesh. The letter states that the senior nominated members of the TVS family have on January 27, 2021 decided to implement the family arrangement, inter alia, through a composite scheme of amalgamation and arrangement to be filed with the Honorable National Company Law Tribunal, Chennai Bench involving, inter alia, T V Sundram Iyengar & Sons Private Limited, Sundaram Industries Private Limited, Southern Roadways Private Limited and Madurai Alagar Enterprises Private Limited. Sundaram Brake Linings Limited (“**Company**”) is not a party to the MFA nor is it directly involved in the family arrangement or the composite scheme.

This information is being provided to your good office in accordance with the Company’s obligations under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Incremental information as per the requirement of the regulations is furnished here below:

S.No.	Item of information	Details
1.	Name(s) of parties with whom the agreement is entered	The Memorandum of Family Arrangement dated December 10, 2020 (“MFA”) has been executed amongst various members of the TVS family who are shareholders of T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”) and Southern Roadways Private Limited (“SRW”) (TVSS, SIPL and SRW hereinafter collectively referred to as the “ TVS Holding Companies ”). Pursuant to the said MFA, senior members of the TVS family were nominated to deliberate on the implementation of

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703

		<p>the family arrangement. On January 27, 2021, the senior nominated members of the TVS family have decided to implement the family arrangement, inter alia, through a composite scheme of amalgamation and arrangement (“Scheme”) to be filed with the Honorable National Company Law Tribunal, Chennai Bench (“NCLT”) involving, inter alia, the TVS Holding Companies and Madurai Alagar Enterprises Private Limited (“MAEPL”), by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme.</p> <p>Please note that Sundaram Brake Linings Limited (“Company”) is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>
2.	Purpose of entering into the agreement	<p>The present shareholders of the TVS Holding Companies primarily consist of the third and fourth generations of the original founder, Shri T.V. Sundaram Iyengar. The various companies/ businesses of the TVS Group have been traditionally managed by members of the different branches of the TVS family. With the passage of time, various members of the TVS family felt that the ownership of shares in various companies/ businesses should align and synchronize with the management of the respective companies/ businesses, as is currently being done. The family arrangement pursuant to the MFA is envisaged primarily to bring about amity and maintain goodwill amongst the members of the TVS family in order to preserve the memories of the original founder, Shri T.V. Sundaram Iyengar, and to maintain the overall peace and harmony within the TVS family.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed	<p>The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,85,290 equity shares of Rs. 10 each in the Company constituting 32.66% of the Company’s equity shares. Please note that the Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>

<p>4.</p>	<p>Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</p>	<p>(a) The family arrangement pursuant to the MFA will be implemented, inter alia, through a composite scheme of amalgamation and arrangement to be filed with the NCLT.</p> <p>(b) The Scheme, inter alia, involves the amalgamation of SIPL and SRW into TVSS, and a demerger of the Brake Linings Business undertaking to MAEPL. The aforementioned business undertaking also includes certain strategic investments, as an integral part of the business undertaking, including, the equity shares held by the TVS Holding Companies in the Company, and therefore, pursuant to the demerger, 12,85,290 equity shares of Rs. 10 each in the Company constituting 32.66% of the Company's equity shares held by the TVS Holding Companies will vest with MAEPL.</p> <p>(c) A majority of the equity share capital of MAEPL is currently held by members of the K Mahesh family. After the implementation of the Scheme post approval of the Scheme by the NCLT, all shareholders of TVSS (post the amalgamation of SIPL and SRW into TVSS) shall hold equity shares in MAEPL, with the K Mahesh family owning a majority of the equity shares in MAEPL.</p>
<p>5.</p>	<p>Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship</p>	<p>(a) The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p> <p>(b) The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies are part of the promoter and promoter group of the Company. Furthermore, certain members of the TVS family who are parties to the MFA are also directors on the board of directors of the TVS Holding Companies.</p> <p>(c) Shri K Ramesh, Smt Urmila Ramesh, Smt Mridula Ramesh and Smt Mala Ramesh, who are parties to the MFA in their capacity as members of the TVS family, are also part of the promoter and promoter group of the Company, and presently hold 1,40,792 equity</p>

		<p>shares of Rs. 10/ each in the Company constituting 3.58% of the Company's Equity Shares.</p> <p>Shri Suresh Krishna, Smt Arathi Krishna and Smt Usha Krishna, who are parties to the MFA in their capacity as members of the TVS family, together with Suresh Krishna – HUF, TVS Upasana Limited and Sundram Fasteners Investments Limited, are also part of the promoter and promoter group of the Company, and presently hold 1,22,390 equity shares of Rs. 10/ each in the Company constituting 3.11% of the Company's Equity Shares.</p> <p>Shri Krishna Mahesh and Smt Shrimathi Mahesh, who are parties to the MFA in their capacity as members of the TVS family, together with the holding of Shri K Mahesh (who passed away on February 2, 2019 and whose shares are pending transmission), Alagar Farms Private Limited and Rajarajeswari Farms Private Limited (companies controlled by the K Mahesh family), are also part of the promoter and promoter group of the Company, and presently hold 10,30,312 equity shares of Rs. 10 each in the Company constituting 26.19% of the Company's equity shares.</p> <p>(d) Certain members of the TVS family who are parties to the MFA are also director's / key managerial personnel/ relatives of the director's / key managerial personnel of certain group companies of the Company.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No. The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable. The Company will not issue any shares pursuant to the family agreement/ Scheme.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.



9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.
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Kindly acknowledge receipt of this letter.

Thanking you,

Yours faithfully,
For **Sundaram Brake Linings Limited**

S Ramabadran
CFO & Company Secretary

Enclosed as above.

January 27, 2021

To
Mr S Ramabadran
The Company Secretary
Sundaram Brake Linings Limited
Padi, Chennai – 600 050

Dear Sir,

I refer my earlier letter dated December 10, 2020 disclosing that a memorandum of family arrangement dated December 10, 2020 (“**MFA**”) was executed between various members of the TVS family to effect the alignment of the ownership of shares in various companies/ businesses forming part of the TVS Group with the management of the respective companies/ businesses, as is currently being done.

Pursuant to the MFA, the senior nominated members of the TVS family have on January 27, 2021 decided to implement the family arrangement, inter alia, through a composite scheme of amalgamation and arrangement (“**Scheme**”) to be filed with the Honorable National Company Law Tribunal, Chennai Bench (“**NCLT**”) involving, inter alia, T V Sundram Iyengar & Sons Private Limited (“**TVSS**”), Sundaram Industries Private Limited (“**SIPL**”), Southern Roadways Private Limited (“**SRW**”) (TVSS, SIPL and SRW hereinafter collectively referred to as the “**TVS Holding Companies**”) and Madurai Alagar Enterprises Private Limited (“**MAEPL**”) by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme. The Scheme, inter alia, involves the amalgamation of SIPL and SRW into TVSS, and a demerger of the Brake Linings Business undertaking to MAEPL. The aforementioned business undertaking also includes certain strategic investments, as an integral part of the business undertaking, including, the equity shares held by the TVS Holding Companies in Sundaram Brake Linings Limited (the “**Company**”), and therefore, pursuant to the demerger, 12,85,290 equity shares of Rs. 10 each in the Company constituting 32.66% of the Company’s equity shares held by the TVS Holding Companies will vest with MAEPL.

A majority of the equity share capital of MAEPL is currently held by members of the K Mahesh family. After the implementation of the Scheme post approval of the Scheme by the NCLT, all shareholders of TVSS (post the amalgamation of SIPL and SRW into TVSS) shall hold equity shares in MAEPL, with the K Mahesh family owning a majority of the equity shares in MAEPL.

The Scheme will be subject to necessary approvals including from the board of directors of the TVS Holding Companies and MAEPL, relevant regulatory authorities including NCLT, competition authorities (as applicable), and necessary corporate approvals and filings with the registrar of companies etc. The Scheme will be placed before the board of directors of, inter alia, the TVS Holding Companies and MAEPL soon, and will be filed with the NCLT thereafter.

The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme (either as a transferor company or a transferee company). Furthermore, the family arrangement/ Scheme will not affect the management or functioning of the Company in any way, and we expect the Company to continue business in ordinary course without impacting any of the stakeholders.

Incremental information as per the requirement of the regulations is enclosed in **Annexure I**.



This information is being provided to your good office for wider dissemination to stakeholders in the Company. We shall provide periodic updates from time to time.

Sincerely



Krishna Mahesh

Enclosed as above.

Copy to:

T V Sundram Iyengar & Sons Private Limited,
'TVS Building',
7-B, West Veli Street,
Madurai – 625 001, India.

Sundaram Industries Private Limited,
'TVS Building',
7-B, West Veli Street,
Madurai – 625 001, India.

Southern Roadways Private Limited,
Lakshmi Building
Usilampatti Road kochadai
Madurai - 625 016, India.

Annexure I

S.No.	Item of information	Details
1.	Name(s) of parties with whom the agreement is entered	<p>The Memorandum of Family Arrangement dated December 10, 2020 (“MFA”) has been executed amongst various members of the TVS family who are shareholders of T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”) and Southern Roadways Private Limited (“SRW”) (TVSS, SIPL and SRW hereinafter collectively referred to as the “TVS Holding Companies”). Pursuant to the said MFA, senior members of the TVS family were nominated to deliberate on the implementation of the family arrangement. On January 27, 2021, the senior nominated members of the TVS family have decided to implement the family arrangement, inter alia, through a composite scheme of amalgamation and arrangement (“Scheme”) to be filed with the Honorable National Company Law Tribunal, Chennai Bench (“NCLT”) involving, inter alia, the TVS Holding Companies and Madurai Alagar Enterprises Private Limited (“MAEPL”), by causing the respective companies as aforementioned to undertake necessary steps in relation to implementation of the Scheme.</p> <p>Please note that Sundaram Brake Linings Limited (“Company”) is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p>
2.	Purpose of entering into the agreement	<p>The present shareholders of the TVS Holding Companies primarily consist of the third and fourth generations of the original founder, Shri T.V. Sundaram Iyengar. The various companies/businesses of the TVS Group have been traditionally managed by members of the different branches of the TVS family. With the passage of time, various members of the TVS family felt that the ownership of shares in various companies/businesses should align and synchronize with the management of the respective companies/businesses, as is currently being done. The family arrangement pursuant to the MFA is envisaged primarily to bring about amity and maintain goodwill amongst the members of the TVS family in order to preserve the memories of the original founder, Shri T.V. Sundaram Iyengar, and to</p>



		maintain the overall peace and harmony within the TVS family.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies presently hold 12,85,290 equity shares of Rs. 10 each in the Company constituting 32.66% of the Company's equity shares. Please note that the Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>(a) The family arrangement pursuant to the MFA will be implemented, inter alia, through a composite scheme of amalgamation and arrangement to be filed with the NCLT.</p> <p>(b) The Scheme, inter alia, involves the amalgamation of SIPL and SRW into TVSS, and a demerger of the Brake Linings Business undertaking to MAEPL. The aforementioned business undertaking also includes certain strategic investments, as an integral part of the business undertaking, including, the equity shares held by the TVS Holding Companies in the Company, and therefore, pursuant to the demerger, 12,85,290 equity shares of Rs. 10 each in the Company constituting 32.66% of the Company's equity shares held by the TVS Holding Companies will vest with MAEPL.</p> <p>(c) A majority of the equity share capital of MAEPL is currently held by members of the K Mahesh family. After the implementation of the Scheme post approval of the Scheme by the NCLT, all shareholders of TVSS (post the amalgamation of SIPL and SRW into TVSS) shall hold equity shares in MAEPL, with the K Mahesh family owning a majority of the equity shares in MAEPL.</p>
5.	Whether the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	<p>(a) The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.</p> <p>(b) The MFA has been executed amongst various members of the TVS family who are shareholders of the TVS Holding Companies. The TVS Holding Companies are part of the promoter and promoter group of the Company. Furthermore, certain members of the TVS family who are parties to the MFA are also</p>

K Mahesh

		<p>directors on the board of directors of the TVS Holding Companies.</p> <p>(c) Shri K Ramesh, Smt Urmila Ramesh, Smt Mridula Ramesh and Smt Mala Ramesh, who are parties to the MFA in their capacity as members of the TVS family, are also part of the promoter and promoter group of the Company, and presently hold 1,40,792 equity shares of Rs. 10/ each in the Company constituting 3.58% of the Company's Equity Shares.</p> <p>Shri Suresh Krishna, Smt Arathi Krishna and Smt Usha Krishna, who are parties to the MFA in their capacity as members of the TVS family, together with Suresh Krishna – HUF, TVS Upasana Limited and Sundram Fasteners Investments Limited, are also part of the promoter and promoter group of the Company, and presently hold 1,22,390 equity shares of Rs. 10/ each in the Company constituting 3.11% of the Company's Equity Shares.</p> <p>Shri Krishna Mahesh and Smt Shrimathi Mahesh, who are parties to the MFA in their capacity as members of the TVS family, together with the holding of Shri K Mahesh (who passed away on February 2, 2019 and whose shares are pending transmission), Alagar Farms Private Limited and Rajarajeswari Farms Private Limited (companies controlled by the K Mahesh family), are also part of the promoter and promoter group of the Company, and presently hold 10,30,312 equity shares of Rs. 10 each in the Company constituting 26.19% of the Company's equity shares.</p> <p>(d) Certain members of the TVS family who are parties to the MFA are also directors/ key managerial personnel/ relatives of the directors/ key managerial personnel of certain group companies of the Company.</p>
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	No. The Company is not a party to the MFA nor is it directly involved in the family arrangement or the Scheme.
7.	In case of issuance of shares to the parties, details of issue price,	Not applicable. The Company will not issue any shares pursuant to the family agreement/ Scheme.

Krishna Mahesh

	class of shares issued.	
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.

Rupsha Mahesh