



SUNDARAM BRAKE LININGS LIMITED

(CIN: L34300TN1974PLC006703)

Reg. Office: Padi, Chennai-600050

Tel: +91 44 26257853; Fax: +91 44 26254770

Website: www.tvsbrakelinings.com Email: srb@tvssbl.com

POSTAL BALLOT NOTICE

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

Dear Member (s)

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 ('Circulars'), that the Special Resolution appended below is proposed to be passed through electronic voting (remote e-voting). The proposed Special Resolution together with the explanatory statement setting out the material facts and reasons for the passing of this Special Resolution is being sent to you for your consideration.

In view of the situation arising due to Coronavirus (COVID-19) pandemic and extended lockdown, MCA has issued Circulars giving certain relaxation in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by companies, realizing the challenges faced by the companies in providing physical Postal Ballot voting facility to Members. Accordingly, this Notice is being sent by email to all its Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the record of the Registrar and Share Transfer Agent ('RTA') of the Company. For more details in this regard, your attention is invited to Note II, under the heading voting through electronic means.

The Board of Directors has appointed Mr. V Suresh, Practicing Company Secretary (CP No.6032), Chennai, as the Scrutinizer, for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

The Members are requested to carefully read and follow the instructions on remote e-voting printed in the Notes to this Notice.

The last date of e-voting, i.e. Sunday, July 19, 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his report to any Director of the Company duly authorized by the Board for declaration of the result of the remote e-voting. The results shall be declared by duly authorized person of the Company on or before **July 20, 2020 (Monday)** and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.tvstrakelinings.com

Consent of the Members is being sought for the following resolution.

SPECIAL BUSINESS

RESOLUTION NO: 1

Approval for Re-appointment of Ms. Sandhya Subramanyam (DIN: 02753843), as Independent Director effective from 6th August 2020:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Sandhya Subramanyam (DIN: 02753843), Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Ms. Sandhya Subramanyam as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 6, 2020 up to August 5, 2025, and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director, or Mr. S. Ramabadran, Chief Financial Officer and 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

Date: 09.06.2020

Place: Chennai

S. Ramabadran

Chief Financial Officer & Company Secretary

Registered Office:

Padi, Chennai -600050

Telephone: +91 44 26257853

Fax: +91 44 26254770

website : www.tvsbrakelinings.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**‘the Rules’**), in respect of the Special Resolution is annexed hereto.
2. The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of the business hours on **Friday, 12th June 2020 (“cut-off date”)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Service Private Limited (“Integrated”). A copy of this Notice will also be available on the Company’s website [www. https://www.tvsbrakelinings.com/](https://www.tvsbrakelinings.com/), and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.

3. In compliance with Section 108 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rules made thereunder and the provision of MCA circulars, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by National Securities Depository Limited (NSDL). The instructions for electronic voting are annexed to the Notice. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
4. Members whose names appear on the Register of Members/ List of Beneficiary Owners as on **June 12, 2020 (Cut-off Date)** will be considered for the purpose of e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. Resolution passed by the Members through Remote Electronic Voting (e-voting) is deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. Member requiring any clarification may contact Mr.S.Ramabadran, Company Secretary & Compliance Officer, Sundaram Brake Linings Limited, Padi, Chennai - 600050 at Telephone: 7358033446/ E-mail: srb@tvssbl.com.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Cut off Date: **June 12, 2020**.
8. The dispatch of the Postal Ballot notice shall be announced through advertisement in at least one English newspaper and at least one Tamil newspaper, each with wide circulation in Chennai District, where the registered office of the Company is Situated, and published on the website of the Company.
9. The remote e-voting period commences on **Saturday, June 20, 2020 (9.00 a.m.) and ends on Sunday, July 19, 2020 (5.00 p.m.)** (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, June 12, 2020** may cast their votes electronically. 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.

10. A special resolution to be considered as duly passed must receive not less than three fourths of the total votes cast in favour of the resolution. Such votes may be cast by through remote e-voting.
11. In terms of Secretarial Standard – 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for Remote e-voting, i.e., **Sunday, July 19, 2020**. The results along with the Scrutinizers Report shall be placed on the website of the Company at www.tvsbrakelinings.com. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.
12. All the 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 till **Sunday, July 19, 2020**.

VOTING THROUGH ELECTRONIC MEANS:

- I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participant(s)]:
 - a) Open email and open PDF file viz; “SBL e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
 - c) Click on Shareholder – Login.
 - d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - g) Select “EVEN” of SUNDARAM BRAKE LININGS LIMITED.
 - h) Now you are ready for e-voting as Cast Vote page opens.

- i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j) Upon confirmation, the message “Vote cast successfully” will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@tvssbl.com with a copy marked to evoting@nsdl.co.in

II. In case of shareholders have not registered their email address: On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Service Private Limited, by clicking the link: https://www.integratedindia.in/DR_Sundaram_Pballot.aspx and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to kalyan@integratedindia.in
2. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Service Private Limited, 2nd floor, Kences towers, No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600017 India by following due procedure.
3. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and

Share Transfer Agent, Integrated Registry Management Service Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

4. For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice is being sent through SMS.

III. 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 Downloads section of www.evoting.nsdl.com

IV. 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.

V. 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).

VI. The Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut off date **12th June 2020**.

VII. The e-voting period commences on **Saturday, 20th June 2020 (9.00 am)** and ends on **Sunday, 19th July 2020 (5.00 pm)**. During this period members of the Company holding shares either in physical form or in dematerialized form as on cutoff date **Friday, 12th June 2020** may cast their vote electronically. The 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.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Resolution No. 1

Ms. Sandhya Subramanyam having DIN: 02753843 was appointed as Independent Director of the Company at the Annual General Meeting held on 6th August 2015 for a period of 5 years. The term of appointment of Ms. Sandhya Subramanyam ends on 5th August 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on June 9, 2020 approved to re-appoint Ms. Sandhya Subramanyam as Independent Director for second consecutive term of five (5) years with effect from August 06, 2020 upto August 5, 2025, subject to the approval of shareholders.

Her brief profile, Nature of her expertise in specific functional areas is as below:

Ms Sandhya Subramanyam, holding DIN: 02753843, born on 21st August 1976, was inducted to the Board of Directors of the Company as Independent Director in the General Meeting held on August 6, 2015.

She graduated with a Master's Degree in Business and Information Technology from Boston University, and an undergraduate degree in Manufacturing Engineering from College of Engineering, Anna University. A keen sportswoman, she was in the Top 4 swimmers in the country and has represented the State, University etc. for several years.

She is a Director of Neuberg Ehrlich Laboratory Private Limited, a leading diagnostic center in Chennai. Founded in 1938, Ehrlich is the oldest private laboratory in the country today, offering advanced path lab testing in addition to associated diagnostics in cardiology, radiology/sonology, etc. She currently oversees new projects, including the latest Home Health services offering and partially oversees operations and growth and has been responsible for bringing in significant expansion of services and clientele.

Prior to Ehrlich, she has had over 12 years of healthcare management consulting experience with Accenture, in USA, China and India. Her primary focus was strategic growth, operational efficiency and new business development.

She holds Directorship in Neuberger Ehrlich Laboratory Private Limited and designed partner in Bergwelt Capital LLP

She does not hold any equity shares in the Company and is not related to any of the Directors of the Company.

Considering her experience, it is proposed to re-appoint Ms. Sandhya Subramanyam as an Independent Director for another term of five consecutive years from August 6, 2020 upto August 5, 2025 after receiving a declaration from Ms. Sandhya Subramanyam that she satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Ms. Sandhya Subramanyam for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Sandhya Subramanyam (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such reappointment, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Ms. Sandhya Subramanyam fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for her reappointment as an Independent Director of the Company and she is Independent of the management of the Company. A copy of the draft letter for the appointment of Ms. Sandhya Subramanyam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 19, 2020.

The Board recommends the passing of the resolutions as set out at Resolution No. 1 of the accompanying notice as Special resolution.

Except Ms. Sandhya Subramanyam being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Date: 09.06.2020
Place : Chennai

By order of the Board
S. Ramabadrn
Chief Financial Officer & 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	Ms. Sandhya Subramanyam	
Age	43 Years	
DIN	02753843	
Qualification	Master's Degree in Business and Information Technology from Boston University, and an undergraduate degree in Manufacturing Engineering from College of Engineering, Anna University	
Experience and other details	<p>She is a Director of Neuberger Ehrlich Laboratory Private Limited, a leading diagnostic center in Chennai. Founded in 1938, Ehrlich is the oldest private laboratory in the country today, offering advanced path lab testing in addition to associated diagnostics in cardiology, radiology/sonology, etc. She currently oversees new projects, including the latest Home Health services offering and partially oversees operations and growth and has been responsible for bringing in significant expansion of services and clientele.</p> <p>Prior to Ehrlich, she has had over 12 years of healthcare management consulting experience with Accenture, in USA, China and India. Her primary focus was strategic growth, operational efficiency and new business development.</p>	
Date of first appointment on the Board	29 th September 2014	
Shareholding in the Company	She does not hold any shares in the Company	
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 2019- 2020: 2 (out of 4 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	• Neuberger Ehrlich Laboratory Private Limited	Nil
	As Designated partner: • Bergwelt Capital LLP	Nil
Nature of expertise in specific functional area	General Management / Finance/ Project Management /Decision Making	