



SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.

Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

Nov 25, 2021

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

Sub: Notice of Postal Ballot

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015

In continuation to the intimation to the stock exchanges dated 14th November 2021, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the Notice of Postal Ballot seeking approval of shareholders of the company for the re-appointment of Mr. Krishna Mahesh as Managing Director of the company for a period of 3 (three) years effective from 6th February, 2022.

The Notice of Postal Ballot was dispatched electronically on 25th Nov, 2021 to the eligible shareholders as on 19th Nov, 2021. The Notice Postal Ballot is also available on the Company's website www.tvbrakelinings.com

This is for your kind information and records.

Thanking you,

Yours truly

for **SUNDARAM BRAKE LININGS LIMITED**

S Ramabadrana

Chief Financial Officer & Company Secretary

Encl.: Notice of Postal Ballot



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

NOTICE OF POSTAL BALLOT

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

Dear Shareholders,

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('**the Act**'), Rules 20 and 22 the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the Ordinary Resolution appended below is proposed to be passed by the shareholders of the Company by way of Postal Ballot through electronic remote e-voting ("**e-voting**"). The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

In view of the global outbreak of COVID-19 pandemic, Ministry of Corporate Affairs has in terms of the above MCA Circulars, advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of Postal Ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot up to December 31, 2021.

ELECTRONIC COPY OF NOTICE OF POSTAL BALLOT

In compliance with the above stated MCA Circulars, notice of Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Hard copy of notice along with Postal Ballot Forms and pre-paid business

reply envelope will not be sent to the members for this Postal Ballot process and **members are required to communicate their assent or dissent (For/Against) through the remote e-voting system only.**

Members may note that the notice will also be available on the Company's website www.tvsbrakelinings.com and website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com

REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY

- **Shareholders holding shares in Physical Mode:** In case shares are held in physical mode, Register/ update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **kalyan@integrated.co.in**.
- **Shareholders holding shares in Dematerialised Mode:** Register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.

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

IMPORANT DATES- REMOTE EVOTING

Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice]	Friday, 19 th Nov, 2021
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from: Sunday, 28 th Nov, 2021 at 9.00 AM Ends at: Monday, 27 th Dec, 2021 at 5.00 PM

The Scrutinizer will submit his report, after completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Wednesday, December 29, 2021, and will be displayed on the Company's website www.tvsbrakelinings.com and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL").

SPECIAL BUSINESS**RESOLUTION NO: 1**

Re-appointment of Mr. Krishna Mahesh (DIN: 00420048), as Managing Director of the company effective from 6th February 2022:

To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of 196, 197, 198, 203 read with any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Krishna Mahesh (DIN:00420048) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 (three) years with effect from February 06, 2022 on a remuneration upto to a maximum of 5% on the net profits of the company in the financial years when the company makes adequate profits, and eligible for minimum remuneration as set herein below.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration of Rs.7 lakhs per month, excluding the perquisites viz., contribution to Provident Fund, Superannuation Fund and Gratuity be paid as minimum remuneration to Mr. Krishna Mahesh notwithstanding that in any financial year of the Company during his tenure of appointment as Managing Director, the Company has no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix and vary remuneration and perquisites including monetary value thereof within the overall limit fixed herein above mentioned, to the extent the Board of Directors may consider appropriate and as may be considered and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or reenactment thereof, and/ or any rules or regulations framed there under.

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 of Directors

Date: 13th Nov 2021

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. An explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose name appears on the Register of Members / List of Beneficial Owners as on **Friday, 19th November, 2021** (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/Depositories and physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot process.
3. 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 vote through remote e-voting on its behalf. 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
4. Members whose name appears on the Register of Members/ List of Beneficiary Owners as on **Friday, 19th November, 2021 (Cut-off Date)** will be considered for the purpose of e-voting.
5. The e-dispatch of the notice of Postal Ballot shall be announced through an advertisement in at least one English newspaper having country-wide circulation and at least one Tamil newspaper having wide circulation in Chennai District, where the registered office of the Company is situated, and displayed on the website of the Company.
6. Member requiring any clarification may contact Mr. S Ramabadrán, Company Secretary & Compliance Officer, Sundaram Brake Linings Limited, Padi, Chennai - 600050 by sending an E-mail to: srb@tvssbl.com.
7. All 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 and upto Monday, December 27, 2021.
8. Details required under Regulations 36(3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of the Secretarial standard on General Meetings (SS-2) are furnished separately and forming part of this notice.

THE INSTRUCTIONS FOR MEMBERS TO DO REMOTE E-VOTING ARE AS UNDER: -
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. 5-9)

STEP 2: Cast your vote electronically on NSDL e-Voting system (Page 9)

STEP 1: Access to NSDL e-Voting system
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p><u>If you are already registered for NSDL IDeAS facility,</u></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. <p><u>If you are not registered for IDeAS e-Services,</u></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.

	<p>3. Please follow steps given in points 1-5 above.</p> <p>B. e-Voting website of NSDL</p> <p>1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>1.You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. 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.</p> <p>3. 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.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following **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, 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 118807 then user ID is 118807001***

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**
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
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.

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

Resolution No. 1

Mr. Krishna Mahesh was re-appointed as the Managing Director of the company at the Meeting of Board of Directors held on 3rd November, 2018 for a term of 3 years along with remuneration from 6th February 2019 which was approved by the shareholders by way of Ordinary resolution through Postal Ballot process on 26th December 2018.

Present tenure of Mr. Krishna Mahesh as Managing Director ends on 5th February 2022.

As per the recommendation of the Nomination and Remuneration Committee at their meeting held on November 10, 2021, the Board of Directors at its meeting held on November 13, 2021 have approved the re-appointment of Mr. Krishna Mahesh as the Managing Director of the Company for a period of 3 years effective from 6th February 2022, subject to the approval of the shareholders to be obtained through Postal Ballot of remote e-voting.

Due to inadequacy of profits, the Company has been paying minimum remuneration to Mr. Krishna Mahesh in accordance with Schedule V to the Act during the financial year 2020-21. Hence the remuneration payable to Mr. Krishna Mahesh, has been recommended in line with the Section II of Part II of Schedule V of the Companies Act, 2013.

Mr. Krishna Mahesh will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, the term of office of Mr. Krishna Mahesh shall not be subject to retirement by rotation in accordance with the applicable provisions of the Act.

Currently, Mr. Krishna Mahesh is drawing a Remuneration of Rs.84 lakhs per annum excluding contributory benefits of Provident Fund of Rs.10.08 lakhs and Superannuation Rs.12.60 lakhs (total remuneration of Rs.106.68 lakhs per annum). Considering the performance of the company, it is

proposed to continue the existing minimum remuneration during the financial years of inadequacy of profits and upto 5% of the net profits of the company in the financial years when the company makes adequate profits and during this tenure of re-appointment and for which approval of Shareholders has been sought by way of Ordinary Resolution.

The following statement as required under Section II, Part II of the Schedule V to the Act with reference to Ordinary Resolution at Resolution No.1 is as under:

I. General Information:

1. Nature of Industry: Automobile Ancillary- Friction material.
2. Date of commencement of commercial production: 5th September 1974
3. Financial performance based on given indicators:

Particulars	(Rs. in Lakhs)		
	2020-21	2019-20	2018-19
Total Income	23,812.70	26,321.68	28,886.62
Total Expenses	23,602.85	26,021.58	28,327.32
Profit/ (Loss) Before Tax	209.85	300.10	649.30
Profit / (Loss) After Tax	600.10	251.74	705.42

II. Information about the Appointee:

1) Background Details	
Date of Birth	20 th October 1974
Educational Qualification	Master of Science in Mechanical Engineering from Stanford University, Stanford CA in 1998. Master degree in Business Administration - MBA from Harvard Business School.
Experience	During his time at McKinsey from 1998 to 2001, he had hands on experience in lean manufacturing techniques, guiding and training their clients engaged in tyre manufacturing, automobile manufacturing, biotechnology, engineering products in the areas of strategic price leadership, development of product-platform, purchasing and supplier management techniques and various other aspects of management. During the period 2001 to 2003, he joined for intensive training in Toyota Production System (TPS), M/s Toyota Motor Manufacturing North America, Erlanger, USA and gained experience in the field of system redesign, process improvements, defect reduction and process improvement techniques implementation resulting in considerable savings for the Company.

	<p>After training at Toyota, he took up his management study at Harvard Business School, Cambridge, MBA during 2003 and acquired his Master Degree in Business Administration (MBA) in June 2005.</p> <p>During his education and training, he had submitted various papers in seminars and forums and was also holding various position in social committees and bodies.</p> <p>During 2005 to 2009, he was holding the position of Chief Operating Officer in the company and thereafter he was appointed as Joint Managing Director of the Company from 6th February 2013 and re-designated as Managing Director with effect from 26th May 2014 at the meeting of Board of Directors held on 26th May 2014.</p> <p>Thereafter he was reappointed as Managing Director for a term 3 years effective from 6th February 2016 at the meeting of Board of Directors held on 31st Oct, 2015 and for a further term of 3 years effective from 6th February 2019 at the meeting of Board of Directors held on 3rd Nov, 2018.</p>
2) Past remuneration	As against Ceiling of Rs. 7 lacs per Month and Rs. 10.08 Lacs as Contribution to PF and Rs. 12.60 as Contribution to Superannuation which works out to total CTC of Rs 106.68 lacs, he has drawn Remuneration of Rs. 93.35 lacs in FY 2020-21
3) Recognition or Awards	Nil
4) Job Profile and his suitability	Based on his qualification and experience, he is considered as suitable for discharging the functions of Managing Director of the company.
5) Remuneration Proposed	<p>During the period of loss or inadequacy of profits, Rs.7 Lakhs per month excluding the perquisites viz., contribution to Provident Fund, Superannuation Fund and Gratuity will be paid as Minimum Remuneration.</p> <p>During the period of adequate profits and being eligible to receive remuneration in excess of minimum remuneration, the managerial remuneration shall be paid upto 5% of the Net profits of the Company.</p>
6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	The aforesaid remuneration package is commensurate with the remuneration packages paid to the managerial position in other Companies.

7) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Ms. Shobhana Ramachandhran, Non-Executive Director is relative (cousin) of Mr. Krishna Mahesh, Managing Director. Ms. Shripriya Mahesh Ramanan, Non-Executive Director is relative (sister) to Mr. Krishna Mahesh, Managing Director.
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III. Other Information:

1. Reasons of Loss or Inadequate profits:

- a) Performance in FY 2020-21 was impacted due to stoppage of production and dispatches of goods in Q1 of FY 2020-21 due to nationwide lock down imposed due to Covid-19 outbreak and the impact due to increase in prices of Raw Materials during Q3 & Q4 of FY 2020-21. The above factors impacted the performance of the Company in FY 2020-21 resulting in PBT of Rs. 209.85 lacs for the year.
- b) Performance in Q1 & Q2 of FY 2021-22 have been impacted by increase in the prices of Raw Materials and Fuel cost.

2. Steps taken or proposed to be taken for improvement

Measures to reduce raw material loss in production and energy conservation measures are being taken.

Efforts have been taken to increase the Selling prices of the products to compensate for the increase in prices of Raw Materials, wherever possible.

3. Expected increase in productivity and profits in measurable terms

With the various initiatives undertaken by the company, the productivity and profits are expected to improve in near term subject to favorable market conditions.

Mr. Krishna Mahesh satisfies the conditions laid down in Schedule V of the Companies Act, 2013 as also conditions set out under Sub-section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the act.

Pursuant to Provisions of the Companies Act, 2013, consent of the members of the company is required by way of Ordinary resolution for the above subject. The Board of Directors of the Company recommends the Ordinary resolution for approval of the members.

Mr. Krishna Mahesh is holding 5,44,608 equity shares as on date.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

No other Director or Key Managerial Personnel or their relative is concerned or interested in this Resolution Except Ms. Shobhana Ramachandhran and Ms. Shripriya Mahesh Ramanan being a relative of Mr. Krishna Mahesh.

By order of the Board of Directors

Date: 13th Nov, 2021

S Ramabadran

Place: Chennai

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	Mr. Krishna Mahesh
Age	44 Years
DIN	00420048
Qualification	Master of Science in Mechanical Engineering from Stanford University, Stanford CA in 1998. Master degree in Business Administration – MBA from Harvard Business School
Experience and other details	a) During his time at McKinsey from 1998 to 2001, he had hands on experience in lean manufacturing techniques, guiding and training their clients engaged in tyre manufacturing, automobile manufacturing, biotechnology, engineering products in the areas of strategic price leadership, development of product-platform, purchasing and supplier management techniques and various other aspects of management. b) During the period 2001 to 2003, he joined for intensive training in Toyota Production System (TPS), M/s Toyota Motor Manufacturing North America, Erlanger, USA and gained experience in the field of system redesign, process improvements, defect reduction and process improvement techniques implementation resulting in considerable savings for the Company. c) After training at Toyota, he took up his management study at Harvard Business School, Cambridge, MBA during 2003 and acquired his Masters Degree in Business Administration (MBA) in June 2005.

	d) During his education and training, he had submitted various papers in seminars and forums and was also holding various positions in social committees and bodies.	
Current remuneration (last drawn remuneration)	His present remuneration Ceiling is Rs. 84 lacs per annum excluding the contributory benefits of Rs.10.08 Lacs as Contribution to PF and Rs.12.60 as Contribution to Superannuation. Total CTC is Rs.106.68 lacs. He has drawn total remuneration of Rs. 93.35 lacs in FY 2020-21.	
Details of remuneration sought to be paid	Considering the performance of the company, it is proposed to continue the existing remuneration of Rs.84 lakhs plus contributory benefits.	
Date of first appointment on the Board	21-07-2005	
Shareholding in the Company	He is holding 5.44.608 equity shares as on date.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Ms. Shobhana Ramachandhran, Non-Executive Director is relative (cousin) of Mr. Krishna Mahesh, Managing Director. Ms. Shripriya Mahesh Ramanan, Non-Executive Director is relative (sister) to Mr. Krishna Mahesh, Managing Director.	
Number of meetings of the Board attended during the year	Financial Year 2020-2021: 4 (out of 4 Meetings) Financial Year 2021-2022: 3 (Out of 3 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	<ol style="list-style-type: none"> 1. T.V. Sundram Iyengar & Sons Private Limited 2. Sundaram Industries Private Limited 3. Sundaram Medical Devices Private Limited 4. Sundaram Lifecare Private Limited 5. Sundaram Health Protection Private Limited 6. Sundaram Aarogyam & Vitality Endowment Foundation 7. TVS Advanced Materials Private Limited 	NIL
Nature of expertise in specific functional area	Apart from shouldering all the responsibilities of General Management of the Company and specifically, Managing Director is involved in all matters of Research & Development, Marketing, Exports, Energy Conservation Measures, Expansion Plans and Developments. He has also onerous responsibility to turn around the	



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]	Company. 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	<table border="1"><tr><td data-bbox="788 573 1174 618">Mr. P S Raman</td><td data-bbox="1174 573 1311 618">169</td></tr><tr><td data-bbox="788 618 1174 663">Mr. T Kannan</td><td data-bbox="1174 618 1311 663">50</td></tr><tr><td data-bbox="788 663 1174 707">Mr. K S D Sambasivam</td><td data-bbox="1174 663 1311 707">5</td></tr></table>	Mr. P S Raman	169	Mr. T Kannan	50	Mr. K S D Sambasivam	5
Mr. P S Raman	169						
Mr. T Kannan	50						
Mr. K S D Sambasivam	5						
