



SUNDARAM BRAKE LININGS LIMITED

(CIN: L34300TN1974PLC006703)

Reg. Office: Padi, Chennai-600050

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

Website: [www.tvsbrakelinings.com](http://www.tvsbrakelinings.com)

Email: [srb@tvssbl.com](mailto: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. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Circular dated May 13, 2022 issued by Securities Exchange Board of India (**"SEBI 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 a Resolution appended below are 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 resolutions mentioned in this Notice of Postal Ballot are 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 Dec 31, 2022.

### **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](http://www.tvsbrakelinings.com) and website of the Stock Exchanges, i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of NSDL [www.evoting.nsdl.com](http://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](mailto: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), Chennai as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent Manner.

### **IMPORANT DATES- REMOTE EVOTING**

<b>Cut-off date</b> [for determining the Members entitled to vote on the resolution set forth in this Notice]	Friday, 9 <sup>th</sup> Sep, 2022
<b>Remote e-voting period</b> [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	<b>Commence from:</b> Thursday, 15 <sup>th</sup> Sep, 2022 at 9.00 AM  <b>Ends at:</b> Friday, 14 <sup>th</sup> Oct, 2022 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 Tuesday, Oct 18, 2022 and will be displayed on the Company's website [www.tvsbrakelinings.com](http://www.tvsbrakelinings.com) and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL").

**SPECIAL BUSINESS****RESOLUTION NO: 1****RE-CLASSIFICATION OF PROMOTERS/PROMOTERS GROUP FROM “PROMOTER” CATEGORY TO “PUBLIC” CATEGORY**

To consider and if thought fit, to give assent / dissent to the following Resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other relevant provisions, and subject to necessary approval from Stock Exchanges and other appropriate statutory authorities as may be necessary, approval of the Members be and is hereby accorded for the re-classification of the following Promoters/ Promoter Group from “Promoter” category to “Public” category.

<b>S. No</b>	<b>Name of Promoter / Promoter Group</b>	<b>No. of shares held (as on 30<sup>th</sup> June, 2022)</b>	<b>% of paid up equity capital of the company</b>
1	T.V. Sundram Iyengar & sons Private Limited	Nil	Nil
2	Suresh Krishna	480	0.01
3	Suresh Krishna – HUF	Nil	Nil
4	Usha Krishna	90	0.00
5	Arathi Krishna	120	0.00
6	TVS Upasana Limited	13,900	0.35
7	Sundram Fasteners Investments Limited	7,800	0.20
8	Krishna Ramesh	10,081	0.26
9	Urmila Ramesh	11,049	0.28
10	Mridula Ramesh	10,092	0.26
11	Mala Ramesh	9,570	0.24
	<b>Total</b>	<b>63,182</b>	<b>1.61</b>

**RESOLVED FURTHER THAT** Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadran, Chief financial officer and Company Secretary to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/fillings to stock exchange(s), seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.

**Date: 11<sup>th</sup> Aug, 2022**

**Place: Chennai**

**Registered Office:**

Padi, Chennai - 600050

Telephone: +91 44 26257853

Website: [www.tvibrakelinings.com](http://www.tvibrakelinings.com)

**By order of the Board of Directors**

**S Ramabadran**

**Chief Financial Officer & Company Secretary**

**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 resolutions 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, 9<sup>th</sup> Sep, 2022 (“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](mailto:vsureshpcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Members whose name appears on the Register of Members/ List of Beneficiary Owners as on **Friday, 9<sup>th</sup> Sep, 2022 (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 in 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](mailto: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 Friday, Oct 14, 2022.
8. Details required under Regulations 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial standards 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. 9-10)**

**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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b><u>If you are already registered for NSDL IDeAS facility,</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>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.</li> <li>4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>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.</li> </ol> <p><b><u>If you are not registered for IDeAS e-Services,</u></b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com.</a></li> <li>2. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</a></li> </ol>

	<p>3. Please follow steps given in points 1-5 above.</p> <p><b>B. e-Voting website of NSDL</b></p> <p>1. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> 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 digits 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 is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>
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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
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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](http://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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com)**
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](http://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](mailto: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**

The rationale for the re-classification from Promoter category to Public category is as follows:

The Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated December 6, 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited (“**TVSS**”), Sundaram Industries Private Limited (“**SIPL**”), Southern Roadways Private Limited (“**SRPL**”) and Madurai Alagar Enterprises Private Limited (“**MAEPL**”) (such scheme, “**Composite Scheme**”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on January 6, 2022 (“Effective Date”).

As per the Composite Scheme, on the Effective Date, *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SIPL and SRPL in Sundaram Brake Linings Limited aggregating 732,335 equity shares (representing 18.61% of its paid up equity share capital) consisting of (i) 253,835 equity shares (representing 6.45% of its paid up equity share capital) held by SIPL and (ii) 478,500 equity shares (representing 12.16% of its paid up equity share capital) held by SRPL, has been vested in/ transferred to TVSS. This had resulted in the increase of the direct shareholding of TVSS in our Company from 552,955 equity shares (representing 14.05% of its paid up equity share capital) to 1,285,290 equity shares (representing 32.67% of its paid up equity share capital).

Post this above share transaction and as per the said composite scheme, the shareholding of T V Sundram Iyengar & Sons Private Limited 1,285,290 equity shares (representing 32.67% of its paid up equity share capital) was transferred to the new promoter called M/s. Madurai Alagar Enterprises private limited with effect from 4<sup>th</sup> February, 2022 and T V Sundram Iyengar & Sons Private Limited is continuing as a promoter without shareholding in the company as on date. Further, T V Sundram Iyengar & Sons Private Limited has requested the company to reclassify them to Public category from promoter category.

In addition, Mr. Suresh Krishna Family group, a member of promoter and promoter group which consists of the following promoter group cum shareholders in the company, has also requested the company to reclassify them as public category from promoter and promoter group category.

<b>S. No</b>	<b>Name of Promoter / Promoter Group</b>	<b>No. of shares held (as on 30<sup>th</sup> June, 2022)</b>	<b>% of paid up equity capital of the company</b>
1	Suresh Krishna	480	0.01
2	Suresh Krishna – HUF	Nil	Nil
3	Usha Krishna	90	0.00
4	Arathi Krishna	120	0.00
5	TVS Upasana Limited	13900	0.35
6	Sundram Fasteners Investments Limited	7800	0.20

And Mr. Krishna Ramesh Family group, a member of promoter and promoter group which consists of the following promoter group cum shareholder in the company, has also requested the company to reclassify them to public category from promoter and promoter group category.

<b>S. No</b>	<b>Name of Promoter / Promoter Group</b>	<b>No. of shares held (as on 30<sup>th</sup> June, 2022)</b>	<b>% of paid up equity capital of the company</b>
1	Krishna Ramesh	10081	0.26
2	Urmila Ramesh	11049	0.28
3	Mridula Ramesh	10092	0.26
4	Mala Ramesh	9570	0.24

Hence, pursuant to the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the entire requests received from the members of promoter and promoter group of the company were reviewed and approved at the meeting of the Board of Directors held on 11<sup>th</sup> Aug, 2022, subject to the approval of Shareholders of the company. Hence, an ordinary resolution seeking approval of shareholders for such reclassification is being placed in this Notice of Postal Ballot.

**By order of the Board of Directors**

**Date: 11<sup>th</sup> Aug, 2022**

**Place: Chennai**

**S Ramabadran**

**Chief Financial Officer & Company Secretary**

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