

FORTY EIGHTH ANNUAL REPORT 2022



SUNDARAM BRAKE LININGS LIMITED

BOARD OF DIRECTORS

T Kannan - Director
P S Raman - Director
Ashok V Chowgule - Director
K S Ranganathan - Director - Resigned on 27.05.2022
K S D Sambasivam - Director
Sandhya Subramanyam - Director
Shobhana Ramachandran - Director
Shripriya Mahesh Ramanan - Director
G R Chandramouli - Director - Appointed on 27.05.2022
S Venkataraman - Director - Appointed on 27.05.2022
Krishna Mahesh - Managing Director

BOARD'S SUB-COMMITTEES**1. AUDIT COMMITTEE**

T Kannan - Chairperson
P S Raman
Ashok V Chowgule
K S D Sambasivam
Sandhya Subramanyam
S Venkataraman

2. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Ashok V Chowgule - Chairperson
T Kannan
Krishna Mahesh

3. NOMINATION & REMUNERATION COMMITTEE

K S D Sambasivam - Chairperson
Ashok V Chowgule
Sandhya Subramanyam

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

K S D Sambasivam - Chairperson
Sandhya Subramanyam
Krishna Mahesh

SENIOR MANAGEMENT

S Ramabadran - Chief Financial Officer &
Company Secretary
Chief Investor Relations Officer /
Compliance Officer
S Balaji - President

**CHIEF FINANCIAL OFFICER & COMPANY SECRETARY,
CHIEF INVESTOR RELATIONS OFFICER / COMPLIANCE
OFFICER**

S Ramabadran

STATUTORY AUDITORS

M/s. Brahmayya & Co.,
Chartered Accountants
48, Masilamani Road, Balaji Nagar,
Royapettah, Chennai 600 014
E-mail: mail@brahmayya.com
Phone No: 044-28131128

BANKERS

State Bank of India
Corporate Accounts Group (CAG) Branch,
Chennai - 600 008.

ICICI BANK LIMITED
No. 1, Cenotaph Road
Chennai - 600 018

SECRETARIAL AUDITORS

V Suresh Associates
Practising Company Secretary
28, 1st Floor, Ganapathy Colony,
3rd Street, Teynampet, Chennai 600 018.
E-mail : vsureshpcs@gmail.com
Phone No: 044-42111701

REGISTERED OFFICE

Padi, Chennai - 600 050.

FACTORIES

1. Padi, Chennai - 600 050
Phone No. 044 - 26257853
Fax No. 044 - 26254770
E-mail : sbl@tvssbl.com
2. TSK Puram - Plant I & II
Mustakurichi Post, Virudhunagar District
Pin code 626 106
Phone Nos. 04566 - 250290 to 250295
E-mail: tskp@tvssbl.com; tskp2@tvssbl.com
3. Plant 4 & 5 - Mahindra World City (SEZ)
Natham Sub-Post, Chengalpet
Kancheepuram District, Pin code 603 004
Phone No. 044 - 47490005
E-mail: plant4@tvssbl.com; plant5@tvssbl.com

SHARE DEPARTMENT

At Factory Office
PADI, CHENNAI - 600 050
Phone No. 044-26257853
E-Mail : finance@tvssbl.com

REGISTRAR AND SHARE TRANSFER AGENT

Integrated Registry Management Services
Private Limited
II Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T Nagar, Chennai - 600 017.
Phone Nos. : 044- 28140801 - 808
E-mail : corpserv@integratedindia.in

WEBSITE

www.tvssbrakelinings.com

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HIGHLIGHTS OF TEN YEARS' PERFORMANCE

(₹ in lakhs)

Particulars	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
1 Sales & Other income #	23,271	24,913	23,750	24,627	24,681	25,381	28,887	26,322	23,813	29,840
2 Export Sales	8,742	11,113	11,031	11,213	10,390	10,023	12,176	12,320	9,958	11,756
3 Profit before extraordinary / exceptional item, int, depn and Tax	669	776	164	875	937	995	1,309	995	879	567
4 Profit before extraordinary / exceptional item & tax	(411)	(328)	(893)	31	143	376	649	300	210	(213)
5 Profit after tax	(441)	(522)	(1,455)	(41)	176	376	705	252	600	8
6 Net fixed assets	8,608	8,715	8,074	7,440	7,101	6,751	6,700	7,089	6,954	6,964
7 Share capital	393.46	393.46	393.46	393.46	393.46	393.46	393.46	393.46	393.46	393.46
8 Reserves & Surplus	8,787	8,266	6,592	6,551	6,703	7,072	7,805	8,003	8,624	8,670
9 Net worth	9,181	8,659	6,986	6,944	7,097	7,466	8,198	8,397	9,017	9,063
10 Return on Net Worth (RONW) - PAT/Networth	-4.8%	-6.0%	-20.8%	-0.6%	2.5%	5.0%	8.6%	3.6%	6.7%	0.1%
11 Return on Avg. Capital Employed (ROCE)	-0.9%	2.6%	-5.2%	3.6%	4.6%	5.9%	8.1%	4.4%	3.0%	1.9%
12 Cash earnings per share (₹)	8.62	7.35	(19.47)	13.05	18.14	20.51	30.50	20.19	29.55	15.43
13 Earnings per share (₹)	(11.20)	(13.26)	(36.97)	(1.04)	4.47	9.57	17.93	6.40	15.25	0.20
14 Dividend per share (₹)	–	–	–	–	–	–	–	–	–	–
15 Book value per share (₹) *	233.34	220.08	177.55	176.50	180.37	189.74	208.37	213.41	229.18	230.34
16 Sundry Debtors - No. of days	73	78	76	78	64	70	72	68	92	73
17 Turnover/Avg Inventory (Times)	10.9	10.3	9.1	8.4	8.2	7.9	8.0	6.8	6.6	7.1
18 Current Ratio	1.47	1.32	1.06	1.05	1.22	1.34	1.33	1.42	1.35	1.28
19 R & D Expenses - as % on Net Income	2.7%	3.2%	2.7%	2.6%	3.4%	4.0%	3.4%	4.6%	3.0%	2.4%
20 Debt-Equity Ratio (Total debts / Debt+ Networth)	0.31	0.33	0.41	0.39	0.32	0.29	0.29	0.22	0.25	0.31

Includes Excise duty for the FY's from 2015-16 to Q1 of 2017-18.

* Calculated on the expanded capital of 39,34,575 equity shares for FY's 2012-13 to 2021-22.

Note: Figures in respect of FY's 2012-13 to 2014-15 are as per Indian GAAP and that of FY's from 2015-16 to 2021-22 are as per Indian Accounting Standards (Ind-AS).

SUNDARAM BRAKE LININGS LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Forty Eighth Annual General Meeting of the Company will be held on **Thursday, 4th August 2022 at 10.01 A.M IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2022, the Statement of Profit and Loss for the year ended 31st March 2022, the Cash Flow statement for the year ended 31st March 2022 and Notes forming part of the documents referred above and the Report of the Directors and the Auditors of the Company thereon, be and are hereby approved and adopted."

2. To appoint Ms. Shripriya Mahesh Ramanan (DIN: 08632277) as director, liable to retire by rotation, and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Shripriya Mahesh Ramanan, Director (DIN: 08632277), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To re-appoint M/s. Brahmayya & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. Brahmayya & Co., Chartered Accountants, Chennai having registration No. 000511S, be and are hereby re-appointed as Statutory Auditors of the Company for the Second term of five consecutive years, who shall hold office from the conclusion of the 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting to be held in the year 2027, on such remuneration as may be determined by the Board of Directors of the Company in addition to Tax Audit fees, certification fee, travelling and other out of pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS

4. To appoint Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) as Non-executive Non-independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution with or without modification:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) [the Act], and the recommendation of the Nomination and remuneration Committee at their meeting held on 18th May, 2022, Mr. Gopalaswamy Ramachandramouli (DIN: 01868645) who was appointed as Additional Director / Non-executive Non-independent Director by the Board of Directors of the Company at their meeting held on 27th May, 2022, be and is hereby appointed as a Non-Executive Non-independent Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadran Chief financial officer and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment."

5. Appointment of Mr. S Venkataraman (DIN: 09099119) as Non-Executive-Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as Ordinary Resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the recommendation of Nomination and remuneration Committee at their meeting held on 18th May, 2022 and approval of the Board of Directors at their meeting held on 27th May, 2022 for the appointment of Mr. S Venkataraman (DIN: 09099119) who had submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment for a first term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from May 27, 2022, be and is hereby appointed as an Non-Executive independent director of the company for the first term of five consecutive years effective from May 27, 2022 till May 26, 2027 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Krishna Mahesh, Managing Director and Mr. S Ramabadran, Chief financial officer and Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

(By order of the Board)

Chennai
27th May, 2022
Registered Office
Padi, Chennai - 600 050.

S RAMABADRAN
Chief Financial Officer & Company Secretary

SUNDARAM BRAKE LININGS LIMITED

I. General Instructions & Information:

1. In view of the outbreak of CoVID-19 pandemic, social distancing norms is being followed and pursuant to the General Circular No. 02/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (MCA) and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof) physical attendance of the Members at the AGM venue is not required and the AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed.
3. Pursuant to the General Circular No. 02/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy to attend and cast vote on behalf of the members is not applicable for this 48th AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend AGM without restriction on account of first come first served basis.
5. 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 attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. 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**
6. In compliance with the aforesaid MCA Circulars dated 5th May, 2022, Notice of the 48th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday, 1st July, 2022**. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website **www.tvibrakelinings.com** and website of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at **www.nseindia.com** and **www.bseindia.com** respectively, and on the website of NSDL **www.evoting.nsdl.com**
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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8. The register of members and the share transfer register will remain closed for a period of seven days from **29th July 2022 to 4th August 2022** (both days inclusive) for the purpose of AGM.
 9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
 11. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
 12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
 13. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Integrated Registry Management Services Private Limited) of the Company: -
 - a) Any change in their address / bank mandate.
 - b) Particulars of their bank account, in case they have not been sent earlier.
 - c) Nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not sent the same earlier.
 - d) Share Certificate(s) held in multiple accounts in identical names or joint accounts, in the same order of names, for consolidation of such shareholdings into one account.
 14. In terms of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ("the Rules"), the Company is required to transfer the shares, in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years to the IEPF account established by the Central Government. There are no shares in respect of which the dividend remains unpaid or unclaimed for a period of seven consequent years.

Any person whose shares have been transferred to the Fund, may claim the shares from the authority by submitting an online Application form IEPF-5 available on the website **www.iepf.gov.in** and after making an application in form IEPF-5, send the same duly signed along with requisite documents to the Company for verification of the claim.
 15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. Members holding shares
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either in physical form or in dematerialized form, as on **Thursday, 28th July, 2022** i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

16. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date **Thursday, 28th July, 2022**. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e. **Thursday, 28th July, 2022** will be considered for the purpose of availing Remote e-Voting or e-Voting at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
18. The board has appointed Mr. V. Suresh, (Partner, V. Suresh Associates, Practising Company Secretaries) holding certificate of practice (CP No.6032) issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer (ID: SURESH) to Scrutinize the e-Voting process in a fair and transparent manner.
19. The Scrutiniser shall, immediately after the conclusion of voting at annual general meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall, within 2 working days of conclusion of the meeting, submit his report to the Chairman / Managing Director / Chief Financial Officer & Company Secretary of the Company.
20. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at **www.tvbrakelinings.com** and will also be available in website of NSDL **www.evoting.nsdl.com**.

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Monday, 1st August 2022 at 9:00 A.M. and ends on Wednesday, 3rd August 2022 at 5:00 P.M.** 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.

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. 9-10)

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system. (Page 12-14)

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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>If you are already registered for NSDL IDeAS facility</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 or joining virtual meeting & voting during the meeting. <p>If you are not registered for IDeAS e-Services, follow the below steps.</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. 3. Please follow steps given in points 1-5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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.