

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



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E-mail : sbl@tvssbl.com

Website : www.tvssbrakelinings.com

PAN : AADCS4888E

Sec/10/Q1/ 2026-27

27th May, 2026

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: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2026

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we enclose herewith the Annual Secretarial Compliance Report of the Company for the Financial Year ended 31st March, 2026 issued by Mr. V Suresh, Senior Partner, M/s V Suresh Associates, Practising Company Secretaries, Chennai.

This is for your kind information and records

Thanking you,

Yours truly

for **SUNDARAM BRAKE LININGS LIMITED**

PRADEEP

KUMAR NATH

Digitally signed by PRADEEP
KUMAR NATH
Date: 2026.05.27 15:03:15
+05'30'

PRADEEP KUMAR NATH
COMPANY SECRETARY

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

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

CIN : L34300TN1974PLC006703



**SECRETARIAL COMPLIANCE REPORT OF SUNDARAM BRAKE LININGS
LIMITED FOR THE YEAR ENDED 31.03.2026**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, V Suresh Associates, Practising Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **SUNDARAM BRAKE LININGS LIMITED** ("the listed entity").
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2026, in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(no events during the audit period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(no events during the audit period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(no events during the audit period)**



(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (no events during the audit period)

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulations	Regulations 18, 19 and 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with the composition requirements under Regulations 18, 19 and 20	NSE Limited	Fine	Non-compliance with the composition requirements under Regulations 18, 19 and 20	Rs.3,28,320 (including GST)	*As mentioned below	**As mentioned below	
<p>*Observations/ Remarks of the Practicing Company Secretary: The Company had paid the penalty of Rs. 3.28 Lakhs on non-compliance with the composition requirements under Regulations 18, 19 and 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>**Management Response: The Company has always endeavored to maintain the highest standards of corporate governance and compliance. Upon receipt of the notice from NSE, the matter was reviewed promptly, and necessary corrective actions were initiated to ensure full compliance with the applicable provisions. The fine amounting to Rs. 3.28 Lakhs was duly paid on 25.02.2026.</p>										

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2	Regulations	Regulation 33 of SEBI (LODR) Regulations, 2015 read with BSE Notice No. 20250402-15 dated April 02, 2025	Delay in filing of Integrated Financial Results for the quarter ended 30th June 2025	-	-	Delay in filing of Integrated Financial Results for the quarter ended 30th June 2025	-	*As mentioned below	**As mentioned below	
<p>*Observations/ Remarks of the Practicing Company Secretary: The Company filed an Integrated Financial Results for the quarter ended 30th June 2025 to NSE on time. However, with respect to the filing with BSE filing, there was a delay of five days for the same.</p> <p>**Management Response: The Board wishes to clarify that the Integrated Financial Results for the quarter ended 30th June 2025 were filed with NSE within the prescribed timelines. However, there was an inadvertent delay of five days in filing the same with BSE due to an administrative and procedural oversight. The delay was unintentional and did not have any impact on the dissemination of financial information to stakeholders, as the results were already available in the public domain through NSE within the stipulated timeline. Upon identification of the lapse, the Company immediately completed the filing with BSE.</p>										

[Handwritten Signature]



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
3	Regulations	Regulation 30 read with Clause 7C of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The disclosure regarding the resignation of the Company Secretary to the Stock Exchanges upon the resignation becoming effective was not made.	-	-	The disclosure regarding the resignation of the Company Secretary to the Stock Exchanges upon the resignation becoming effective was not made.	-	*As mentioned below	**As mentioned below	

***Observations/ Remarks of the Practising Company Secretary:** The Company made a disclosure under Regulation 30 (LODR) with respect to the resignation of the Company Secretary/Compliance Officer, pursuant to his resignation letter dated 06th February, 2026. However, the disclosure for the same was not made under Regulation 30 read with Clause 7C of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

****Management Response:** The Company had received the resignation letter dated 06 February 2026 from the Company Secretary and Compliance Officer. Upon noting and accepting the said resignation, the Company duly intimated the Stock Exchange under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the prescribed timeline. The relevant information pertaining to the resignation of the Company Secretary and Compliance Officer had already been disclosed to the Stock Exchange and disseminated to all stakeholders in compliance with the applicable provisions and within the prescribed time.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

[Handwritten Signature]



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company do not have any subsidiary Company as on 31 st March, 2026



6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	The NSE imposed a penalty of Rs. 3.28 lakhs/- (Including GST)



12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not Applicable	
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p>a) Delay in filing of Integrated Financial Results for the quarter ended 30th June 2025 to BSE.</p> <p>b) The Company made a disclosure under Regulation 30 (LODR) with respect to the resignation of the Company Secretary/Compliance Officer, pursuant to his resignation letter dated 06th February, 2026. However, the disclosure for the same was not made under Regulation 30 read with Clause 7C of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme documents in terms of regulation 46(2)(za) of the LODR Regulations. –**Not Applicable.**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For V Suresh Associates
Practising Company Secretaries**



A handwritten signature in blue ink, appearing to read "V Suresh".

V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032

Place: Chennai
Date: 25th May, 2026

Peer Review Cert. No: 6366/2025
UDIN: F002969H000447259