

SUNDARAM BRAKE LININGS LIMITED

(CIN: L34300TN1974C006703)

Regd. Office: 180, Anna Salai, Chennai – 600 006

Website: www.tvsbrakelinings.com

Phone: 044 42205406; Fax: 044 42205572

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for obtaining the consent of the Members through postal ballot:

- i. For alteration in the existing Article 24 of the Articles of Association of the Company.

The draft of Special Resolution together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts and reasons thereto are enclosed.

On Behalf of the Board

Chennai

01.08.2014

Krishna Mahesh

Managing Director

Notes:

1. The Board of Directors have appointed Mr V Suresh, Practising Company Secretary, Chennai as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
2. A member desiring to exercise vote by postal ballot is required to carefully read the instructions printed in the Postal Ballot Form and return the Form

duly completed, in the attached Self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours @ 5.30 PM on 17.09..2014.

3. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman of the Company, on Saturday, 20.09.2014.
4. The results of the postal ballot will be posted on the Company's website – www.tvsbrakelinings.com.
5. In compliance with the provisions of Section 110 read with Companies (Management and Administration) Rules, 2014, and Listing Agreement, members may cast their votes either through Postal Ballot Form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by NSDL, the e-voting agency appointed by us, as stated in page no. 5 of this notice.

On Behalf of the Board

Chennai

01.08.2014

Krishna Mahesh

Managing Director

DRAFT RESOLUTION

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT, pursuant to Section 14 (1) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and subject to such other approvals and consents as may be required in this regard, the following existing article in the Articles of Association of the Company be and is hereby amended:

Existing Article 24:

24. Subject to the provisions of Section 252, 255, 256 and 257 of the Act, the number of Directors shall be not less than three and not more than eight.

Amended as:

“Article 24

24. Subject to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013, the number of Directors shall be not less than three and not more than fifteen or the maximum permissible under the Act from time to time.”

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 1

Article 24 of the present Articles of Association of the Company restricts the maximum number of Directors on the Board to eight. The Companies Act, 2013 (Act), the Rules framed there under and the Listing Agreement with the Stock Exchanges requires the appointment of Independent Director, Women Director on the Board and also several Committees with restriction on the number of Committee membership for the Directors.

In order to comply with the above requirement, it is proposed to increase the maximum number of Directors on the Board to fifteen or the maximum permissible under the Act from time to time.

None of the Directors is interested or concerned in the above said resolution. None of the Key Management Personnel of the Company either directly or through their relatives are in any way concerned or interested, whether financially or otherwise in this resolution.

Accordingly, the Special Resolution as set out in the Notice is submitted for consideration and the Board recommends that the resolution be passed.

Your approval is sought by voting through postal ballot or e-voting.

On Behalf of the Board

Chennai

01.08.2014

Krishna Mahesh

Managing Director

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "SBL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of SUNDARAM BRAKE LININGS LIMITED.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vsscruinizer@gmail.com or evoting@tvssbl.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided in Postal Ballot Form:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. 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.

IV. 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).

V. The e-voting period commences on 18th August, 2014 (9:00 am) and ends on 17th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th August, 2014.

VII. Mr V Suresh, Practising Company Secretary holding certificate of practice number 6032 issued by Institute of Company Secretaries Of India, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results shall be declared on 20th September 2014. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tvstrakelinings.com and on the website of NSDL within two (2) days of passing of the resolutions of the Company and communicated to the NSE/MSE/& BSE.

