

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone : 91-44-4220 5300

Fax : 91-44-4220 5572

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

SECL/NSE/POSTALBALLOT/1516-001

November 19, 2015

The Manager
Capital Market Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir / Madam

Sub : Postal Ballot Notice

Pursuant to the provisions of Clause 31 of the Listing Agreement, we herewith sending three copies of the Postal Ballot Notice for your kind reference and records.

Kindly acknowledge the receipt of the same.

Thanking you,

**Yours Faithfully,
For SUNDARAM BRAKE LININGS LIMITED**

**P. MAHADEVAN
ASST. COMPANY SECRETARY**

Encl : As above

MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : 180, Mount Road, Chennai - 600 006.

CIN : L34300TN1974PLC006703



SUNDARAM BRAKE LININGS LIMITED

(CIN : L34300TN1974PLC006703)

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

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

Website : www.tvsbrakelinings.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the appended resolution is proposed to be passed by the shareholders as a Special Resolution by way of postal ballot / remote electronic voting (e-voting). The explanatory statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors have appointed Mr. V. Suresh, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot / e-voting in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed, in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **6.00 p.m on December 19, 2015** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorised after the completion of the scrutiny of the postal ballots (including Remote e-voting). The results shall be declared on **December 23, 2015 (Wednesday) at 03.00 P.M** and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.tvsbrakelinings.com

Consent of the Members is being sought for the resolution proposed as follows.

RE-APPOINTMENT OF MR. KRISHNA MAHESH, AS MANAGING DIRECTOR OF THE COMPANY

To consider and to give assent / dissent for passing the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and 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 subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to the appointment of Mr. Krishna Mahesh (DIN:00420048) as the Managing Director of the Company for a period of 3 (three) years with effect from February 06, 2016 on the remuneration of 5% of the net profits of the company in the years when the company makes adequate profits, when eligible for remuneration in excess of 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

By order of the Board

Date : 31.10.2015

Place : Chennai

S. Ramabadran
Chief Financial Officer & Company Secretary

Registered Office :

No.180, Anna Salai, Chennai – 600 006

Telephone : +91 44 26257853

Fax : +91 44 26254770

website : www.tvstrakelinings.com

Notes

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **November 13, 2015 (Cut-off date)**. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **November 13, 2015 (Cut-off date)** will be considered for the purpose of voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
4. Resolution passed by the Members through postal ballot / remote electronic voting (e-voting) is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal ballot or remote electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to kalyan@integratedindia.in or srb@tvssbl.com by mentioning their Folio No. or DP Id & Client id No. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Members requiring any clarification may contact Mr. S. Ramabadran, Company Secretary & Compliance Officer at Telephone : 7358033446 / E-mail : srb@tvssbl.com
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut Off date : **November 13, 2015**.
9. In compliance with Section 108 of the Companies Act, 2013, the Rules made thereunder and in terms of Clause 35B of the Listing Agreement, the Company has also provided the facility to the Members to exercise

their votes electronically through the Remote e-voting facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.

10. A Member cannot exercise his vote by proxy on postal ballot.
11. The dispatch of the Postal Ballot notice shall be announced through advertisement in at least one English newspaper and at least one Tamil newspaper, each with wide circulation in Chennai District, where the registered office of the Company is situated, and published on the website of the Company.
12. The date of declaration of results of the postal ballot, i.e. on **December 23, 2015** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the 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 till **December 19, 2015**.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote, by electronic means and the business may be transacted through Remote E-voting Services provided by National Securities Depository Limited (NSDL):

The instructions for Remote E-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(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 vsscrutinizer@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 of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :

(xiii) Initial password is provided as below/at the bottom of the Ballot paper: **EVEN** (E Voting Event Number) **USER ID PASSWORD/PIN**.

(xiv) 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 **20th November, 2015 (9:00 am)** and ends on **19th December, 2015 (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 **13th November, 2015**, 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Mr. Krishna Mahesh was appointed as Joint Managing Director of the Company for a period of 3 years, at the 39th Annual General Meeting held on 1st Day of August, 2013. Subsequently he was re-designated as the Managing Director by the Board Directors in their meeting held on 26th May 2014.

The present tenure of Mr. Krishna Mahesh as Managing Director expires on 5th February, 2016.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 31, 2015 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 2016 subject to approval of the shareholders by a Special Resolution to be obtained through postal ballot.

As the Company reported net loss in the current year, the remuneration payable to Mr. Krishna Mahesh, has been fixed in line with the Section II of Part II of Schedule V of the Companies Act, 2013.

The following information is provided in compliance of the requirements of Schedule V of the Companies Act, 2013 for the purpose of appointment and payment of remuneration as aforesaid:

I. General Information:

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

(Rs. Lakhs)

Particulars / Years	2012 – 2013	2013 – 2014	2014 – 2015
Total Income	23,271.04	24,912.51	23,749.53
Total Expense	23,681.73	25,240.12	24,642.49
Profit before Tax	(410.69)	12.10	(892.96)
Profit after Tax	(440.80)	(521.64)	(1,454.74)

4. Foreign Investments or collaborations, if any : Nil

II. Information about the appointee :

Background details	
Date of birth	20 th October 1974
Educational Qualification	Master of Science in Mechanical Engineering from Stanford University, Stanford, CA in 1998. Masters 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. 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. 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. During 2005 to 2009, he was holding the position of Executive Director in the Company; From 1st September 2011 to 5th February 2013, he was holding the position of Chief Operating Officer and thereafter he was appointed as Joint Managing Director of the Company from 6th February 2013 and re-designated as Managing Director by the Board with effect from 27th May 2014.
Past remuneration	Rs.4 lakhs per month and 12% contribution to PF and 15% for superannuation
Recognition or awards	-
Job profile and his suitability	Based on his qualification and experience, he is considered suitable for discharging the functions of Managing Director.
Remuneration proposed	Upto 5% of the Net profits of the Company when the profits are available, when he is eligible for remuneration in excess of minimum remuneration and Rs.7 lakhs per month as Minimum Remuneration when there is loss or inadequacy of profits.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Krishna Mahesh and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to managerial position in other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Son of Mr.K.Mahesh, Chairman and nephew of Mr.K. Ramesh, Director

iii. Other information :

1. Reasons of loss or inadequate profits :
 - (a) The performance of the Company was affected due to sluggish demand in domestic OE market in Heavy, Medium Duty & Light Duty Commercial vehicles coupled with reduction in share of business on account of competition.
 - (b) Increase in cost of power due to power cuts and peak hours restriction for power usage resulting in meeting power from other sources at a higher cost.
2. Steps taken or proposed to be taken for improvement
The Company has initiated various measures to reduce the operating costs and also to increase business share of the company's products in domestic OE market and Export market.
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 Special Resolution for the above subject.

The Board of Directors of the Company recommends the Special Resolution for approval of the members.

Mr. Krishna Mahesh, Managing Director may be deemed to be interested in this resolution since it relates to his re-appointment. Mr.K.Mahesh, Chairman and Mr.K.Ramesh, Director, being relatives of Mr.Krishna Mahesh, may also be deemed to be interested.

Other details as required under Clause 49 (VIII) (E) of the Listing agreement and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) are furnished separately, forming part of this notice.

By order of the Board

Date : 31.10.2015

Place : Chennai

S.Ramabadran
Chief Financial Officer & Company Secretary

Registered Office :

No.180, Anna Salai, Chennai – 600 006

Telephone : +91 44 26257853

Fax : +91 44 26254770

website : www.tvstrakelinings.com

PARTICULARS PROVIDED UNDER CLAUSE 49 (VIII) (E) OF THE LISTING AGREEMENT AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Name	Mr. Krishna Mahesh
Age	41 years
Qualification	Master of Science in Mechanical Engineering from Stanford University, Stanford, CA in 1998. Masters 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. 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. 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. During 2005 to 2009, he was holding the position of Executive Director in the Company; From 1st September 2011 to 5th February 2013, he was holding the position of Chief Operating Officer and thereafter he was appointed as Joint Managing Director of the Company from 6th February 2013 and re-designated as Managing Director by the Board with effect from 27th May 2014
Terms and conditions	
Tenure	3 (Three) years - with effect from February 06, 2016
Remuneration to be paid	Upto 5% of the Net profits of the Company when the profits are available, when he is eligible for remuneration in excess of minimum remuneration and Rs.7 lakhs per month as Minimum Remuneration when there is loss or inadequacy of profits.
Remuneration last drawn	Rs.4 lakhs per month and 12% contribution to PF and 15% for superannuation
Date of first appointment on the board	21.07.2005
Shareholding in the company	1,48,766 Equity Shares of Rs.10/- each
Relationship with other directors / Manager and Key Managerial Personnel of the Company	Son of Mr.K.Mahesh, Chairman and nephew of Mr.K.Ramesh, Director
No. of Board meetings attended during the year	Financial Year 2014 – 2015 : 6 (out of 6 meetings) Financial Year 2015 – 2016 : 3 (out of 3 meetings)
Other Directorship, Membership / Chairmanship of Committees of other Board	M/s. Sundaram Lifecare Private Limited M/s. Sundaram Health Protection Private Limited M/s. Sundaram Medical Devices Private Limited M/s. Sundaram Industries Private Limited M/s. TVS Advanced Materials Private Limited



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POSTAL BALLOT FORM

1.	Name of the Member(s) (including joint holders, in any)	
2.	Registered address of the Sole / First named member	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	Number of Shares held	
5.	Class of Share	Equity

I / We hereby exercise my / our vote in respect of the resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below.

Item No.	Resolution summary	No. of Shares	I / We assent to the Resolution	I / We dissent to the Resolution
			FOR	AGAINST
1.	Special Resolution for Re-appointment of Mr.Krishna Mahesh as Managing Director of the Company with effect from February 06, 2016 for a period of 3 (three) years and remuneration payable to him.			

Place:

Date:

.....
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read the notes / instructions for postal ballot / remote e-voting before filling the form / casting your vote through remote e-voting.

Instructions

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named member.
5. Consent must be accorded by placing a (✓) tick mark in the column "I Assent to the Resolution" or dissent must be accorded by placing a (✓) tick mark in the column 'I dissent to the resolution'.
6. Instances under which the postal ballot form will be considered invalid:
 - a) A form other than one issued by the company has been used.
 - b) It has not been signed by or on behalf of the Member.
 - c) Signature on the postal ballot form doesn't match with the specimen signature with the Company.
 - d) It is not possible to determine without any doubt the assent or dissent of the Member.
 - e) Neither assent nor dissent is mentioned.
 - f) Any competent authority has given directions in writing to the company to freeze the voting rights of the member.
 - g) The envelope containing the postal ballot form is received after the last date prescribed.
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i) It is received from a Member who is in arrears of payment of calls.
 - j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before **December 19, 2015 (6.00 P.M)**. If any Postal Ballot form is received after this date will be considered that no reply from the concerned Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in S.No.7.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signature etc. In case of electronic voting, documents such as the certified true copy of the Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at vsscrutinizer@gmail.com or evoting@tvssbl.com with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders as on **November 13, 2015 (Cutt-off date)**.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill the Postal Ballot Form and send it to the Scrutinizer and any receipt of the Notice by any person who has no voting rights should treat the Notice as an intimation only.