

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fortieth Annual General Meeting of the Company will be held at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006 on **Friday , the 1st August 2014, at 10.00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT the Audited Balance Sheet as at 31st March 2014, the Profit & Loss Account for the year ended 31st March 2014 , Cash Flow Statement for the year ended 31st March 2014 and the Report of the Directors and the Auditors of the Company, be and are hereby approved and adopted."
2. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT Mr K Ramesh, Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:
"RESOLVED THAT as per the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014, Messrs. Sundaram & Srinivasan, Chartered Accountants, Chennai having registration number-004207S, liable to retire at this Annual General Meeting, be and are hereby re-appointed as Statutory Auditors of the Company for transitional period of three consecutive years from the conclusion of this Annual General Meeting subject to ratification by members at every annual general meeting, on remuneration of Rs.7,50,000/- in addition to service tax, traveling and other out-of-pocket expenses actually incurred by them in connection with audit.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:
"RESOLVED THAT pursuant to provision of Section 149(10) of the Companies Act, 2013, Mr T Kannan, who holds office up to the date of this annual general meeting, and in respect of whom the company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 along with deposit of Rs.1 lakh signifying his intention to propose the appointment of Mr T Kannan as an Independent Director, be and is hereby appointed as Independent Director for a period of consecutive term of 5 years from the date of this general meeting."
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:
"RESOLVED THAT pursuant to provision of Section 149(10) of the Companies Act, 2013, Mr. P S Raman, who holds office up to the date of this annual general meeting, and in respect of whom the company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 along with deposit of Rs.1 lakh signifying his intention to propose the appointment of Mr P S Raman as an Independent Director, be and is hereby appointed as Independent Director for a period of consecutive term of 5 years from the date of this general meeting."
6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:
"RESOLVED THAT pursuant to provision of Section 149(10) of the Companies Act, 2013, Mr Ashok V Chowgule, who holds office up to the date of this annual general meeting, and in respect of whom the

company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 along with deposit of Rs.1 lakh signifying his intention to propose the appointment of Mr Ashok V Chowgule as an Independent Director, be and is hereby appointed as Independent Director for a period of consecutive term of 5 years from the date of this general meeting."

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, pursuant to provision of Section 149(10) of the Companies Act, 2013, Mr K S Ranaganathan, who holds office up to the date of this annual general meeting , and in respect of whom the company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 along with deposit of Rs.1 lakh signifying his intention to propose the appointment of Mr K S Ranganathan as an Independent Director, be and is hereby appointed as Independent Director for a period of consecutive term of 5 years from the date of this general meeting."

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, pursuant to provision of Section 149(10) of the Companies Act, 2013, Mr K S D Sambasivam , who holds office up to the date of this annual general meeting , and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 along with deposit of Rs.1 lakh signifying his intention to propose the appointment of Mr K S D Sambasivam as an Independent Director, be and is hereby appointed as Independent Director for a period of consecutive term of 5 years from the date of this general meeting."

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special resolution.

"RESOLVED THAT in supersession of the ordinary resolution passed by the shareholders in the 35th Annual General Meeting of the Company held on 12th August 2009, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board) under Section 180(1)(c) of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, for borrowing, from time to time, as it may consider fit, any sum or sums of moneys from any person, whether or not the moneys so borrowed together with the moneys already borrowed by the Company and remaining outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose provided that the total amount so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.100 crores (Rupees one hundred crores only) and that the Board be and is hereby empowered and authorized to arrange and fix the terms and conditions of all such moneys to be borrowed, from time to time, as to interest, repayment, security or otherwise as it may think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted committee thereof, be and is hereby authorized to finalise, settle and execute such documents /deeds / papers / agreements, as may be required and to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, proper or desirable and to settle any question , difficulty or doubt that may arise in this regard."

10. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special resolution.

"RESOLVED THAT consent of the Company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or

re-enactment there of, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as the "Board") to create security by way of mortgage and / or charge or otherwise in respect of all or any part of the Company's undertaking(s) / immovable properties and fixed assets including lands, buildings, plant and machineries, both present and future and a floating charge over the whole or any part of the undertaking(s) of the Company including moveable / current assets to secure the repayment of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and /or secured premium notes and / or floating rates notes / bonds or other debt instruments) borrowed or issued by the Company from time to time, to or in favour of banks, trustees and /or financial institutions/other entities in such manner and or such terms and conditions as the Board may think fit, together with interest at the respective agreed rates, additional interest, commitment charges, premia on prepayment or on redemption, costs, charges and expenses, and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed, security or other document(s) entered into by the Company in respect of the foregoing."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted committee thereof, be and is hereby authorized to finalise, settle and execute such documents / deeds / papers / agreements, as may be required and to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating a mortgage and / or charge as aforesaid."

11. To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special resolution.

"RESOLVED THAT pursuant to Section 14(1) and other applicable provisions of the Companies Act, 2013 and subject to such other approvals, consents and approvals 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 41(g) :

The Board may elect a Chairman of its meetings and determine the period for which he is to hold office.

Amended as :

Article 41(g)

The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. Further that Managing Director may be appointed by the Board as its Chairman.

(On behalf of the Board)

Madurai
May 26, 2014

K MAHESH
Chairman and Managing Director

Annexure: Explanatory Note

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 26th July 2014 to 1st August 2014 (both days inclusive) for annual closing and for the purpose of Annual General Meeting. The cut-off date for determining voting rights for e-Voting on resolutions that will be listed for Annual General Meeting will be 27th June 2014.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED**

NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs.1,84,075/- and Rs.1,99,850/- being the unpaid and unclaimed dividend amount pertaining to 2nd Interim Dividend for Financial Year 2005-06 and 1st Interim Dividend for Financial Year 2006-07 on 5th June 2013 and 22nd February, 2014 respectively to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on the date of the 39th Annual General Meeting (AGM) held on 1st August 2013, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.tvsbrakelinings.com.

5. 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 are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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.
7. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 40th Annual General Meeting of the Company *inter alia* indicating process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.tvsbrakelinings.com for their download. The physical copies of the aforesaid documents will also be available at the Company's office in Padi, Chennai-600050 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@tvssbl.com.

10. 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, the Company is pleased to provide members facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for 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 LINING 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 vscrutinizer@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 AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM :
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 26th July, 2014 (9:00 am) and ends on 28th July, 2014 (6:00 pm).
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During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th June, 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 27th June, 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 or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www. tvbrakelinings.com](http://www.tvbrakelinings.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE/MSE/& BSE.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief resume of the Directors, who are proposed to be re-appointed / appointed in this meeting, nature of their expertise in specific functional areas, their other Directorships and committee memberships, their shareholdings and relationships with other Directors of the Company, are given below:

Mr K Ramesh

Mr K Ramesh, born on 17th February 1939, is on the Board of Directors of the Company since November 1982. He holds a degree in Master of Arts. He has managerial experience of over 50 years. He took his initial management training in T.V.Sundram Iyengar & Sons Limited.

Mr K Ramesh holds 1,10,081 equity shares in the Company and is related to Mr K Mahesh, Chairman & Managing Director, as his brother.

The other Directorships / Membership of Mr K Ramesh are as follows:

Directorship	Committee Membership
<p>As Chairman:</p> <ul style="list-style-type: none"> * Sundaram Textiles Limited * T.V.S. Sewing Needles Limited <p>As Chairman & Managing Director :</p> <ul style="list-style-type: none"> * Southern Roadways Limited <p>As Director :</p> <ul style="list-style-type: none"> * T.V.Sundram Iyengar & Sons Limited * Sundaram Industries Limited * Sundram Fasteners Limited 	

SUNDARAM BRAKE LININGS LIMITED

Mr T Kannan

Mr T Kannan, born on 9th May 1953, is on the Board of Directors of the Company since 1999. He is a graduate in Business Administration. He is presently the Chairman of VTM Limited (formerly known as Virudhunagar Textile Mills Limited) and Managing Director of Thiagarajar Mills (P) Limited and Director of several companies. He is connected with a number of organizations related to Industry, Education and Charity. He was the past Chairman of Confederation of Indian Industry (CII) for Southern Region. He has a wide range of experience in textile industry. He is an Executive Committee Member of the Cotton Textile Export promotion Council, Mumbai, The Confederation of Indian Textile Industry, Mumbai and the Tamilnadu Chamber of Commerce & Industry, Madurai.

He is the Chairperson of the Audit Committee and a member of Corporate Social Responsibility Committee (CSR). He holds 50 equity shares in the Company and is not related to any other Director of the Company.

His other Directorship / Membership is as follows.

Directorship	Committee Membership
As Managing Director : * Thiagarajar Mills (Private) Limited	
As Chairman & Managing Director : * VTM Limited (formerly known as Virudhunagar Textile Mills Limited) * Thiagarajar Telekom Solutions Ltd.	Share Transfer Committee
As Director : * T V S Motor Company Limited * Sundaram Textiles Limited * Colour Yarns Limited * SIMA Textile Processing Centre Ltd.	Audit Committee & Investors' Grievance Committee Member

Mr P S Raman

Mr P S Raman, aged 54 years is a Commerce Graduate holding Bachelor Degree in Law from Madras University. He started his practice in law in 1984 at the Madras High Court under the late Mr V P Raman, former Advocate General of Tamil Nadu and Additional Solicitor General of India. Mr P S Raman has completed more than 30 years of practice in the Supreme Court, High Court and other judicial forum in various fields particularly in Constitutional law, Corporate Law, Contracts, Intellectual Property, Civil Law, Service Law and Indirect taxation. He is a Legal Advisor to several corporate bodies, banks, associations and prominent individuals. He is a Member of the Executive Committee of the Tamil Nadu Cricket Association as well as the Madras Management Association.

He is a member of the Audit Committee of Directors of the Company. He holds 169 equity shares in the Company and he is not related to any other Director of the Company.

Directorship	Committee Membership
As Director : Celebrity Fashions Limited	Audit Committee Member

Mr Ashok V Chowgule

Mr Ashok V Chowgule, aged 66 years, is a Graduate in Economics and Statistics from Bristol University in England and has studied business in Case Western Reserve University in Cleveland, USA. He joined Chowgule Group of Companies with responsibilities for Finance and Administration and was the Managing Director

of Narmada Cement Company Limited. He was in charge of the ship building activity of Chowgule Group that had interest in Mineral Processing, Shipping, Ship Building, Industrial Salt, Auto Agencies, Construction Materials, Industrial Explosives, Industrial Oxygen, etc. He is actively associated with various social, educational and charitable institutions.

Directorship	Committee Membership
<p>As Chairman :</p> <ul style="list-style-type: none"> * Chowgule Industries Private Limited * Keltech Energies Limited <p>As Executive Director :</p> <ul style="list-style-type: none"> * Chowgule & Company Private Limited <p>As Director :</p> <ul style="list-style-type: none"> * Chowgule Ports & Infrastructure Private Ltd * Cartybon Private Limited * Chowgule Ship Building Private Limited * Dolphin Extrusions Private Limited * Dolphin Ore Extraction Private Ltd * Dolphin Mining Services Private Ltd * Minas e Minerais de-Goa Private Limited * Ghatge Patil Industries Limited * Lavgan Terminals Private Limited * Chowgule Mining Private Limited * Chowgule Mediconsult Private Limited 	<p>Share Transfer Committee</p> <p>Audit Committee</p>

He is the Chairperson of CSR Committee, a member of the Audit Committee and Nomination & Remuneration Committee. He does not hold any share in the Company and he is not related to any other Director of the Company.

Mr K S Ranganathan

Mr K S Ranganathan, aged 76 years, had a banking career for a period of 25 years with State Bank of India and retired as Deputy General Manager of SBI in the year 1986. He was the Managing Director of India Equipment Leasing Limited promoted by Sundaram Finance Limited, State Bank of India and International Finance Corporation, Washington DC (subsidiary of World Bank).

He does not hold any directorship or committee membership in any other company.

He is the Chairperson of Nomination & Remuneration Committee and a member of the Audit Committee and Stakeholders' Relationship Committee. He is not related to any other Director of the Company.

Mr K S D Sambasivam

Mr K S D Sambasivam, born on 4th May 1974, is an expert in the field of Information Technology. He has expertise in implementing secure, stable and cost effective IT infrastructure using IT concepts and technologies to suit the various needs of the organizations. He has ventured into newer fields such as Mobile application development, mobile security and GPS technology integration.

He is a Director of M/s. Aishwarya Chemicals Private Limited.

He is the Chairperson of Stakeholders' Relationship Committee and a member of the Audit Committee and Nomination & Remuneration Committee.

He does not hold any share in the Company. He is not related to any other Director of the Company.

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 26TH MAY 2014 IN RESPECT OF SPECIAL BUSINESS.

The following explanatory statement sets out all the material facts relating to the special business mentioned in the notice dated 26th May 2014 and shall be taken as forming part of the notice.

Item No. 4

Mr T Kannan has been on the Board of the Company since 1999.

His brief Profile, nature of his expertise in specific functional areas, his other Directorships and Committee memberships, his Shareholding and relationships with other directors of the Company have been furnished in sl. no. 11 under the heading "Important notes".

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act, 2013 .

In terms of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him as Independent Director for a consecutive period of 5 years. A notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to appoint him as Independent Director along with requisite deposit of Rs.1 lakh has been received by the Company.

He holds 50 shares in the Company.

The Directors recommend the resolution to be adopted as a special resolution by the shareholders.

None of the Directors except Mr T Kannan is deemed to be concerned or interested in the resolution.

Item No. 5

Mr P S Raman has been on the Board of the Company since 2004.

His brief Profile, nature of his expertise in specific functional areas, his other Directorships and Committee memberships, his Shareholding and relationships with other directors of the Company have been furnished in sl. no. 11 under the heading "Important notes".

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act, 2013 .

In terms of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him as Independent Director for a consecutive period of 5 years. A notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to appoint him as Independent Director along with requisite deposit of Rs.1 lakh has been received by the Company.

He holds 169 shares in the Company.

The Directors recommend the resolution to be adopted as a special resolution by the shareholders.

None of the Directors except Mr P S Raman is deemed to be concerned or interested in the resolution.

Item No. 6

Mr Ashok V Chowgule has been on the Board of the Company since 2007.

His brief Profile, nature of his expertise in specific functional areas, his other Directorships and Committee memberships, his Shareholding and relationships with other directors of the Company have been furnished in sl. no. 11 under the heading "Important notes".

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act, 2013.

In terms of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him as Independent Director for a consecutive period of 5 years. A notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to appoint him as Independent Director along with requisite deposit of Rs.1 lakh has been received by the Company.

He does not hold any share in the Company.

The Directors recommend the resolution to be adopted as a special resolution by the shareholders.

None of the Directors except Mr Ashok V Chowgule is deemed to be concerned or interested in the resolution.

Item No. 7

Mr K S Ranganathan has been on the Board of the Company since 2009.

His brief Profile, nature of his expertise in specific functional areas, his other Directorships and Committee memberships, his Shareholding and relationships with other directors of the Company have been furnished in sl. no. 11 under the heading "Important notes".

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act, 2013.

In terms of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him as Independent Director for a consecutive period of 5 years. A notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to appoint him as Independent Director along with requisite deposit of Rs.1 lakh has been received by the Company.

He does not hold any share in the Company.

The Directors recommend the resolution to be adopted as a special resolution by the shareholders.

None of the Directors except Mr K S Ranganathan is deemed to be concerned or interested in the resolution.

Item No. 8

Mr K S D Sambasivam has been on the Board of the Company since 2010.

His brief Profile, nature of his expertise in specific functional areas, his other Directorships and Committee memberships, his Shareholding and relationships with other directors of the Company have been furnished in sl. no. 11 under the heading "Important notes".

He has given necessary declaration that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act, 2013.

In terms of Section 149 (10) of the Companies Act, 2013, it is proposed to appoint him as Independent Director for a consecutive period of 5 years. A notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to appoint him as Independent Director along with requisite deposit of Rs.1 lakh has been received by the Company.

He does not hold any share in the Company.

The Directors recommend the resolution to be adopted as a special resolution by the shareholders.

None of the Directors except Mr K S D Sambasivam is deemed to be concerned or interested in the resolution.

Item No. 9

In the 35th Annual General Meeting, ordinary resolution was passed by shareholders in terms of Section 293(1)(d) of the Companies Act, 1956, by which Board of Directors of the Company (the Board) have the powers to borrow moneys, where the moneys to be borrowed together with the moneys already borrowed (other than the temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital and free reserves of the Company, with the consent of the shareholders of the Company fixing the total borrowings that may be made up to a limit of Rs.100 crores.

Section 180(1)(c) of the Companies Act, 2013 has stipulated that borrowings by the Board in excess of paid up capital and free reserves needs to be authorized by way of special resolution by shareholders.

The Board therefore recommends the passing of the special resolution by the shareholders of the Company as set out in Item No 9 of the notice.

None of the Directors of the Company is in any way concerned or interested in the said Special resolution.

Item No. 10

To secure the borrowings / loans availed by the Company, it may be necessary to mortgage / hypothecate / pledge the assets of the Company or part thereof as security.

Section 180(1) (a) of the Companies Act, 2013 stipulates that the Board is required to be authorized by shareholders by way of special resolution for creation of such security as stated above.

Hence, consent of the shareholders is sought pursuant to Section 180(1)(a) of the Companies Act, 2013 .

The Board therefore recommends the passing of the resolution by the Shareholders of the Company as set out in Item No 10 of the notice.

None of the Directors of the Company is in any way concerned or interested in the said Special resolution.

Item No. 11

As per Section 14 (1) of the Companies Act, 2013, amendments to the articles of association of the Company require the approval of shareholders of the Company at a general meeting by a special resolution.

Accordingly the article that is proposed to be amended as set out in item 11 of the notice require the approval of shareholders by special resolution.

Section 203(1) of the Companies Act, 2013 provides that Managing Director shall not be appointed as Chairman of the Company unless the articles of the Company provides otherwise.

By the proposed amendment, the Board is empowered to appoint the Managing Director of the Company as its Chairman.

None of the Directors may be deemed to be interested or concerned in the resolution.

(On behalf of the Board)

Madurai
May 26, 2014

K MAHESH
Chairman and Managing Director