

# SUNDARAM BRAKE LININGS LIMITED

CIN: L34300TN1974PLC006703

Regd. Office: No. 180, Anna Salai, Chennai - 600 006

Factory & Office : Padi, Chennai - 600 050

**Form No. MGT-11**

## PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No. / Client ID. DP ID : .....

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name : ..... Address : ..... E-mail ID : ..... Signature : ..... or failing him,

2. Name : ..... Address : ..... E-mail ID : ..... Signature : ..... or failing him,

3. Name : ..... Address : ..... E-mail ID : ..... Signature : ..... or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Friday, 1st August 2014, at 10.00 A.M. at Rani Seethai Hall, No. 603, Anna Salai, Chennai - 600 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of the Financial Statement for the year ended 31.03.2014
2.	Re-appointment of Mr K Ramesh, Director, who retires by rotation
3.	Appointment of Auditors and fixing their remuneration
<b>Special Business</b>	
4.	Appointment of Mr T Kannan, as an Independent Director
5.	Appointment of Mr P S Raman, as an Independent Director
6.	Appointment of Mr Ashok V Chowgule, as an Independent Director
7.	Appointment of Mr K S Ranganathan, as an Independent Director
8.	Appointment of Mr K S D Sambasivam, as an Independent Director
9.	Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013
10.	Creation of Security for borrowing under Section 180(1)(a) of the Companies Act, 2013
11.	Amendment of Article 41 (g) under Section 14(1) of the Companies Act, 2013

Signed this..... day of ..... 2014

Signature of Shareholder

Signature of Proxy holder(s)

Affix Rs. 1  
Revenue  
Stamp

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.  
2. Please complete all details of member(s) in the above box before submission.