

# SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

Sec/BSE/Postal Ballot Notice

**June 14, 2019**

The Deputy Manager  
Corporate Relationship  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

## **Sub : Submission of Postal Ballot Notice**

We enclose the Postal Ballot Notice approved in Board Meeting held on 25<sup>th</sup> May 2019 for your reference and record, that is sent to the Shareholders for obtaining their consent for the following Special Business:

1. Re-appointment of Mr. T.Kannan, (DIN: 00040674), as Independent Director effective from 1st August, 2019.
2. Re-appointment of Mr. P S Raman, (DIN: 00003606), as Independent Director effective from 1st August, 2019.
3. Re-appointment of Mr. Ashok V Chowgule, (DIN: 00018970), as Independent Director effective from 1st August, 2019.
4. Re-appointment of Mr. K S Ranganathan, (DIN: 02796986), as Independent Director effective from 1st August, 2019.
5. Re-appointment of Mr. K S D Sambasivam, (DIN: 01937321), as Independent Director effective from 1st August, 2019.

Thanking you,

**Yours faithfully**  
**for SUNDARAM BRAKE LININGS LIMITED**

**S. Ramabadrn**  
**Chief Financial Officer & 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 20 & 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, it is proposed to transact the appended Special businesses by way of Postal Ballot / Remote Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning the proposed items of special business is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors have appointed Mr. V Suresh, Practicing Company Secretary (CP No.6032), Chennai, as the Scrutinizer, for conducting the Postal Ballot/ e-voting process 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 **5:00 p.m. on July 17, 2019 (Wednesday)** 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 ballots (s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to any Director of the Company duly authorized by the Board after the completion of the scrutiny of the postal ballots (including Remote e-voting). The results shall be declared by duly authorized person of the Company on or before **July 19, 2019 (Friday)** and communicated to the Stock Exchanges and would also be displayed on the Company's website at [www.tvsbrakelinings.com](http://www.tvsbrakelinings.com)

The last date of receipt of the postal ballot forms / e-voting, i.e. July 17, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

Consent of the Members is being sought for the following five resolutions.

#### SPECIAL BUSINESS

##### RESOLUTION NO: 1

**Approval for Re-appointment of Mr. T.Kannan, (DIN: 00040674), as Independent Director effective from 1<sup>st</sup> August 2019:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T.Kannan (DIN: 00040674), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr.T Kannan as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation"

"**RESOLVED FURTHER THAT** any Director, and/ or Mr.S.Ramabadrn, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

##### RESOLUTION NO: 2

**Approval for Re-appointment of Mr. P S Raman, (DIN: 00003606), as Independent Director effective from 1<sup>st</sup> August 2019:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P S Raman (DIN: 00003606), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. P S Raman as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation"

"**RESOLVED FURTHER THAT** any Director, and/ or Mr.S.Ramabadrn, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

##### RESOLUTION NO: 3

**Approval for Re-appointment of Mr. Ashok V Chowgule, (DIN: 00018970), as Independent Director effective from 1<sup>st</sup> August 2019:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok V Chowgule (DIN: 00018970), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Ashok V Chowgule as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation"

"**RESOLVED FURTHER THAT** any Director, and/ or Mr.S.Ramabadrn, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

##### RESOLUTION NO: 4

**Approval for Re-appointment of Mr. K S Ranganathan, (DIN: 02796986), as Independent Director effective from 1<sup>st</sup> August 2019:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K S Ranganathan (DIN: 02796986), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. K S Ranganathan as a candidate

for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation".

"**RESOLVED FURTHER THAT** any Director, and/ or Mr.S.Ramabadrán, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

#### **RESOLUTION NO: 5**

**Approval for Re-appointment of Mr. K S D Sambasivam, (DIN: 01937321), as Independent Director effective from 1<sup>st</sup> August 2019:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K S D Sambasivam (DIN: 01937321), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. K S D Sambasivam as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 1, 2019 up to July 31, 2024, and whose office shall not be liable to retire by rotation".

"**RESOLVED FURTHER THAT** any Director, and/ or Mr.S.Ramabadrán, Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and severally 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), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

**By order of the Board**

**Date: 25.05.2019**  
**Place: Chennai**

**S. Ramabadrán**  
**Chief Financial Officer & Company Secretary**

#### **Registered Office:**

No.180, Annasalai, Chennai – 600 006  
Telephone: +91 44 26257853  
Fax: +91 44 26254770  
website : [www.tvbrakelinings.com](http://www.tvbrakelinings.com)

#### **Notes:**

- The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposals are annexed herewith.
- The Postal Ballot Notice is being sent to the Members whose name appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on **June 07, 2019 (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.
- In compliance with Section 108 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by National Securities Depository Limited (NSDL). The instructions for electronic voting are annexed to the Notice.
- Members whose names appear on the Register of Members/ List of Beneficiary Owners as on **June 07, 2019 (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.

- 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.

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](mailto:kalyan@integratedindia.in) or [srb@tvssbl.com](mailto: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.

Member requiring any clarification may contact Mr.S.Ramabadrán, Company Secretary & Compliance Officer at Telephone: 7358033446/ E-mail: [srb@tvssbl.com](mailto:srb@tvssbl.com)

- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Cut off Date: **June 07, 2019**.
- A Member cannot exercise his vote by proxy on Postal Ballot.
- Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where members cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid
- 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.
- The remote e-voting period commences on **Tuesday, June 18, 2019 (9.00 a.m.) and ends on Wednesday, July 17, 2019 (5.00 p.m.)** (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, June 07, 2019** may cast their votes electronically. The remote 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.
- An ordinary resolution to be considered as duly passed must receive more than fifty percent of the total votes cast in favour of the resolution. A special resolution to be considered as duly passed must receive not less than three fourths of the total votes cast in favour of the resolution. Such votes may be cast by physical ballot or through remote e-voting. A member cannot exercise his vote by proxy on postal ballot  
  
In terms of Secretarial Standard – 2, subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of Postal Ballot forms / Remote e-voting, i.e., **Wednesday, July 17, 2019** the results along with the Scrutinizers Report shall be placed on the website of the Company at [www.tvbrakelinings.com](http://www.tvbrakelinings.com). The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.
- 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 **Wednesday, July 17, 2019**.

#### **VOTING THROUGH ELECTRONIC MEANS:**

- In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participant(s)]:
  - 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.  
  
Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
  - Click on Shareholder – Login.
  - Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
  - 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.
  - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - Select "EVEN" of SUNDARAM BRAKE LININGS LIMITED.
  - Now you are ready for e-voting as Cast Vote page opens.
  - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.

## EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

- j) Once you have voted on the resolution, you will not be allowed to modify your vote.  
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](mailto:vsscrutinizer@gmail.com) or [evoting@tvssbl.com](mailto:evoting@tvssbl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- II. 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]:
- i. Initial password is provided on the Attendance Slip for the AGM:  
**EVEN (E Voting Event Number) USER ID PASSWORD / PIN.**
- ii. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.  
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](http://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 Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut off date **07<sup>th</sup> June 2019**.
- VI. The e-voting period commences on **18<sup>th</sup> June 2019 (9.00 am)** and ends on **17<sup>th</sup> July 2019 (5.00 p.m)**. During this period members of the Company holding shares either in physical form or in dematerialized form as on cutoff date **07<sup>th</sup> June 2019** 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.

### Resolution No. 1

Mr. T Kannan is in the Board of Directors of the Company since 1999, and pursuant to Sections 149 (11) of the Companies Act, 2013, Mr. T.Kannan was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st July, 2019, by the Members of the Company in the Annual General Meeting held on 1<sup>st</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2019 approved to re-appoint Mr. T Kannan as an Independent Director for second term of five (5) years with effect from August 01, 2019 upto July 31, 2024, subject to the approval of shareholders.

His brief profile and Nature of his expertise in specific functional areas is as below:

Mr.T Kannan aged 66 years 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.

Considering his experience, it is proposed to re-appoint Mr. T Kannan as an Independent Director for another term of five consecutive years from 1<sup>st</sup> August, 2019 upto 31st July, 2024 after receiving a declaration from Mr. T Kannan that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. T Kannan for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from T Kannan (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such reappointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Mr. T Kannan fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is Independent of the management of the Company. A copy of the draft letter for the appointment of Mr. T Kannan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 17, 2019.

He holds 50 shares in the company.

The Board recommends the passing of the resolutions as set out at Resolution No. 1 of the accompanying notice as Special resolution.

Except Mr. T Kannan being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

### Resolution No. 2

Mr. P S Raman is in the Board of Directors of the Company since 2004, and pursuant to Sections 149 (11) of the Companies Act, 2013, Mr. P S Raman was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st July, 2019, by the Members of the Company in the Annual General Meeting held on 1<sup>st</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2019 approved to re-appoint Mr. P S Raman as an Independent Director for second term of five (5) years with effect from August 01, 2019 upto July 31, 2024, subject to the approval of shareholders.

His brief profile and Nature of his expertise in specific functional areas is as below:

Mr P S Raman, aged 58 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 35 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.

Considering his experience, it is proposed to re-appoint Mr.P S Raman as an Independent Director for another term of five consecutive years from 1<sup>st</sup> August, 2019 upto 31st July, 2024 after receiving a declaration from Mr. P S Raman that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. P S Raman for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from P S Raman (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Mr. P S Raman fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is Independent of the management of the Company. A copy of the draft letter for the appointment of Mr. P S Raman as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 17, 2019.

He holds 169 shares in the company.

The Board recommends the passing of the resolutions as set out at Resolution No. 2 of the accompanying notice as Special resolution.

Except Mr. P S Raman being an appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

#### **Resolution No. 3**

Mr. Ashok V Chowgule is in the Board of Directors of the Company since 2007, and pursuant to Sections 149 (11) of the Companies Act, 2013, Mr. Ashok V Chowgule was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st July, 2019, by the Members of the Company in the Annual General Meeting held on 1<sup>st</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2019 approved to re-appoint Mr. Ashok V Chowgule as an Independent Director for second term of five (5) years with effect from August 01, 2019 upto July 31, 2024, subject to the approval of shareholders.

His brief profile and Nature of his expertise in specific functional areas is as below:

Mr Ashok V Chowgule, aged 71 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.

Considering his experience, it is proposed to re-appoint Mr Ashok V Chowgule as an Independent Director for another term of five consecutive years from 1<sup>st</sup> August, 2019 upto 31st July, 2024 after receiving a declaration from Mr Ashok V Chowgule that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. Ashok V Chowgule for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.Ashok V Chowgule (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Mr. Ashok V Chowgule fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is Independent of the management of the Company. A copy of the draft letter for the appointment of Mr. Ashok V Chowgule as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 17, 2019.

He does not hold any share in the company.

The Board recommends the passing of the resolutions as set out at Resolution No. 3 of the accompanying notice as Special resolution.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

#### **Resolution No. 4**

Mr K S Ranganathan is in the Board of Directors of the Company since 2009, and pursuant to Sections 149 (11) of the Companies Act, 2013, Mr K S Ranganathan was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st July, 2019, by the Members of the Company in the Annual General Meeting held on 1<sup>st</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2019 approved to re-appoint Mr K S Ranganathan as an Independent Director for second term of five (5) years with effect from August 01, 2019 upto July 31, 2024, subject to the approval of shareholders.

His brief profile and Nature of his expertise in specific functional areas is as below:

Mr K S Ranganathan, aged 80 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).

Considering his experience, it is proposed to re-appoint Mr K S Ranganathan as an Independent Director for another term of five consecutive years from 1<sup>st</sup> August, 2019 upto 31st July, 2024 after receiving a declaration from Mr K S Ranganathan that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. K S Ranganathan for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr.K S Ranganathan (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Mr. K S Ranganathan fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is Independent of the management of the Company. A copy of the draft letter for the appointment of Mr. K S Ranganathan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 17, 2019.

He does not hold any share in the company.

The Board recommends the passing of the resolutions as set out at Resolution No. 4 of the accompanying notice as Special resolution.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**Resolution No. 5**

Mr K S D Sambasivam is in the Board of Directors of the Company since 2010, and pursuant to Sections 149 (11) of the Companies Act, 2013, Mr K S D Sambasivam was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term upto 31st July, 2019, by the Members of the Company in the Annual General Meeting held on 1<sup>st</sup> August 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall also be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2019 approved to re-appoint Mr K S D Sambasivam as an Independent Director for second term of five (5) years with effect from August 01, 2019 upto July 31, 2024, subject to the approval of shareholders.

His brief profile and Nature of his expertise in specific functional areas is as below:

Mr K S D Sambasivam, aged 45 years, 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.

Considering his experience, it is proposed to re-appoint Mr K S D Sambasivam as an Independent Director for another term of five consecutive years from 1<sup>st</sup> August, 2019 upto 31st July, 2024 after receiving a declaration from Mr K S D Sambasivam that he satisfies the criteria of Independence as laid down under Section 149(5) of the Companies Act 2013.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. K S D Sambasivam for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from K S D Sambasivam (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such reappointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, and based on the Board's evaluation, Mr. K S D Sambasivam fulfils the conditions specified in the Companies Act, 2013, Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is Independent of the management of the Company. A copy of the draft letter for the appointment of Mr. K S D Sambasivam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to July 17, 2019.

He holds 5 shares in the company.

The Board recommends the passing of the resolutions as set out at Resolution No. 5 of the accompanying notice as Special resolution.

Except Mr K S D Sambasivam being an appointee None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**By order of the Board**

**Date : 25.05.2019**  
**Place : Chennai**

**S. Ramabadrn**  
**Chief Financial Officer & Company Secretary**

**PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Resolution No. 1**

Name	Mr. T. Kannan	
Age	66 Years	
DIN	00040674	
Qualification	He is a graduate in Business Administration.	
Experience and other details	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.	
Date of first appointment on the Board	16/07/1999	
Shareholding in the Company	He is holding 50 equity shares as on date.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2017- 2018 : 4 (out of 4 Meetings) Financial Year 2018- 2019: 2 (Out of 4 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<b>Directorship</b> <b>As Chairman &amp; Managing Director:</b> <ul style="list-style-type: none"> <li>Thiagarajar Mills Private Limited</li> </ul> <b>As Chairman &amp; Managing Director:</b> <ul style="list-style-type: none"> <li>VTM Limited</li> </ul> <b>As Director:</b> <ul style="list-style-type: none"> <li>TVS Motor Company Limited</li> </ul> <b>As Director:</b> <ul style="list-style-type: none"> <li>Colour Yarns Ltd</li> <li>Confederation of Indian Textile Industry</li> <li>Sundaram Textiles Private Limited</li> <li>Sima Textile Park Company Limited</li> <li>Thiagarajar Telekom Solutions Limited</li> </ul>	<b>Committee Membership</b> <ul style="list-style-type: none"> <li>CSR Committee</li> <li>Stakeholders' Relationship Committee,</li> <li>Nomination and Remuneration Committee &amp;</li> <li>CSR Committee</li> <li>Audit Committee,</li> <li>Nomination and Remuneration Committee &amp;</li> <li>Risk Management Committee</li> </ul>
Nature of expertise in specific functional area	General Management / Finance/ Project Management /Decision Making	

**Resolution No. 2**

Name	Mr. P S Raman	
Age	58 Years	
DIN	00003606	
Qualification	Commerce Graduate holding Bachelor Degree in Law from Madras University.	
Experience and other details	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 35 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.	
Date of first appointment on the Board	29/07/2004	
Shareholding in the Company	He is holding 169 equity shares as on date.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2017- 2018: 1 (out of 4 Meetings) Financial Year 2018- 2019: 2 (Out of 4 Meetings)	

Other Directorships, Memberships / Chairmanship of Committees of other Boards	<b>Directorship</b> Celebrity Fashions Limited	<b>Committee Membership</b> • Audit Committee & • Nomination and Remuneration Committee
	Indian Terrain Fashions Limited	
Nature of expertise in specific functional area	Legal / General Management	

#### Resolution No. 3

Name	Mr. Ashok V Chowgule	
Age	71 Years	
DIN	00018970	
Qualification	Graduate in Economics and Statistics from Bristol University in England and has studied business in Case Western Reserve University in Cleveland, USA.	
Experience and other details	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.	
Date of first appointment on the Board	22/01/2007	
Shareholding in the Company	He does not hold any Equity Shares as on date.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2017- 2018: 2 (out of 4 Meetings) Financial Year 2018- 2019: 4 (Out of 4 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<b>Directorship</b>	<b>Committee Membership</b>
	<b>As Chairman:</b> • Keltech Energies Limited • Chowgule Industries Private Limited	Stakeholders' Relationship Committee Audit Committee
	<b>As Executive Director:</b> • Chowgule and Company Private Limited.	Nil
	<b>As Director:</b> • Chowgule Ports & Infrastructure Private Limited • Cartybon Private Limited • Chowgule Shipbuilding Private Limited • Dolphin Extrusions Private Limited • Dolphin Ore Extraction Private Limited • Dolphin Mining Services Private Limited • Minas E Minerals De Goa Private Limited • Lavgan Terminals Private Limited • Chowgule Mining Private Limited • Chowgule Mediconsult Private Limited	Nil
	Nature of expertise in specific functional area	General Management / Marketing / Sales / Project Management / Corporate Strategy

#### Resolution No. 4

Name	Mr. K. S Ranganathan
Age	80 Years
DIN	02796986
Qualification	M.A., CAIIB
Experience and other details	i) He 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 ii) 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).
Date of First appointment on Board	29/10/2009
Shareholding in the Company	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2017- 2018: 3 (out of 4 Meetings) Financial Year 2018- 2019: 4 (Out of 4 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	Nil	Nil
Nature of expertise in specific functional area	Banking/ Financial Management/ Corporate Strategy	

#### Resolution No. 5

Name	Mr. K. S D Sambasivam	
Age	45 Years	
DIN	01937321	
Qualification	M.A., CAIIB	
Experience and other details	He was 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.	
Date of First appointment on Board	27/10/2010	
Shareholding in the Company	50	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	
Number of meetings of the Board attended during the year	Financial Year 2017- 2018: 3 (out of 4 Meetings) Financial Year 2018- 2019: 4 (Out of 4 Meetings)	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorship	Committee Membership
	Nil	Nil
Nature of expertise in specific functional area	Information Technology/ System Development/ IT Infrastructure	