



## BRD CAR WORLD LIMITED

Reg. Office: Door No.1/66A, NH 47 Bypass, Konikkara, Thrissur – 680306.

CIN:U50401KL2008PLC022450, Web:www.brdgroup.net

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### NOTICE

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of the company will be held on Wednesday, the 19<sup>th</sup> day of December, 2018 at 12.00 Noon at Ceevees International Auditorium, Anchery Chira, Thrissur, Kerala-680006, to transact the following businesses:.

#### Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Shri. Kochumathew Chowalloor Joseph (DIN: 02685057), who retires by rotation, and being eligible, offers himself for reappointment as a Director. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Kochumathew Chowalloor Joseph who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.
3. Appointment of a Director in place of Shri. Cheruvathoor Kuriappan Appumon (DIN: 00135500), who retires by rotation, and being eligible, offers himself for reappointment as a Director.  
  
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Cheruvathoor Kuriappan Appumon (DIN: 00135500), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

#### Special Business:-

4. **Regularization of appointment of Shri. Jijin Chanayil Surendran (DIN: 03305487) as Director.**  
  
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
  
“**RESOLVED THAT** Shri. Jijin Chanayil Surendran (DIN: 03305487) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> January 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), and being eligible for appointment, be and is hereby appointed as a Director of the Company.
5. **Appointment of Shri. Mathew Jose (DIN: 00542339) as Independent Director.**  
  
To consider and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri. Mathew Jose (DIN: 00542339), who was appointed as an Independent Director by the Board of Directors of the Company with effect from 25<sup>th</sup> January 2018, to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and being eligible for appointment, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from the date of this Annual General Meeting”.

**RESOLVED FURTHER THAT** pursuant to provisions of section 149, 197 and any other applicable provisions of the Companies Act 2013 and rules framed thereunder and applicable clauses in Articles of Association of the Company, Shri. Mathew Jose be paid sitting fees and be reimbursed for expenses incurred by him in the course of performance of duties as an Independent Director, within the limits prescribed or as may be prescribed from time to time”.

**6. Appointment of Dr. Vellanikkaran Antony James (DIN: 05011653) as Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Dr. Vellanikkaran Antony James (DIN: 05011653), who was appointed as an Independent Director by the Board of Directors of the Company with effect from 16<sup>th</sup> May 2018 to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and being eligible for appointment, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from the date of this Annual General Meeting”

**“RESOLVED FURTHER THAT** pursuant to provisions of section 149, 197 and any other applicable provisions of the Companies Act 2013 and rules framed thereunder and applicable clauses in Articles of Association of the Company, Dr. Vellanikkaran Antony James be paid sitting fees and be reimbursed for expenses incurred by him in the course of performance of duties as an Independent Director, within the limits prescribed or as may be prescribed from time to time”.

**7. Appointment of Shri. Jijin Chanayil Surendran (DIN: 03305487) as Whole-time Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 196 and other applicable provisions of the Companies Act 2013 and the rules framed thereunder, Shri. Jijin Chanayil Surendran (DIN: 03305487) who was appointed by the Board of Directors as Whole-time Director on 25<sup>th</sup> January 2018 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is

hereby appointed as Whole-time Director, not liable to retire by rotation, at a remuneration of Rs. 1,75,000/- per month, to hold office for a period of five years from the date of this Annual General Meeting”.

#### **8. Insertion of New Article 112 A in Articles of Association(AoA)**

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

**“RESOLVED THAT** pursuant to provisions of the Companies Act 2013 and rules framed thereunder and amended from time to time, consent of the members of the Company be and is hereby accorded for insertion of following new Article No.112(A) under existing Article No.112 in the Articles of Association as Article No.112 (A)

112 (A) Notwithstanding anything contained in the Articles of the Company, but subject to the provisions of the Companies Act, 2013 and rules framed thereunder and other applicable laws and the rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, the Members of the Company who hold the equity shares of the Company may voluntarily waive/forgo his/their right to receive the interim or final dividend by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company, by submitting an written request signed by him/them to the Company

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded for authorising Board of Directors for framing Rules for equity members who want to waive/forgo the right to receive dividend in respect any financial year and amend the same from time-to-time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, matters, deeds and things necessary or incidental to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

#### **9. Insertion of Article No.49 A in Articles of Association (AoA)**

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

**“RESOLVED THAT** pursuant to provisions of the Companies Act 2013 and rules framed thereunder and amended from time to time, consent of the members of the Company be and is hereby accorded for insertion of following new Article No.49.A under existing Article No.49 in the Articles of Association as Article No.49 A

49.A Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Companies Act 2013 or any other law for the time being in force, the company may buy-back its own shares or other specified securities as the Board of Directors may consider appropriate subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions, etc., as may be required under the provisions of the Act/ Regulations /Rules applicable from time

to time including the amendments(s), if any thereto.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, matters, deeds and things necessary or incidental to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

10. Other items, if any, with the permission of the Chairman.

**By Order and on behalf of the Board of Directors,  
For BRD Car World Limited**

Place : Thrissur  
Date : 09.10.2018

**Sd/.**  
**William Varghese Chungath Cheru**  
**(DIN:00074708)**  
**Chairman**

**Notes:-**

1. A member entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies, if any, in order to be effective shall be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on poll.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto and forms part of the Notice.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
5. Additional information required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking appointment at this Annual General Meeting is included as annexure to Directors Report..
6. In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. Such remote e-voting facility is in addition to voting that shall take place at the meeting venue on 19th December 2018. The members can, however, opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. A separate e-voting instruction slip is enclosed explaining the process of e-voting with necessary user id and password along with procedure for such e-voting.
7. The company has appointed Sri. M. Vasudevan FCS, Practising Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules framed thereunder.

8. Members/Proxies must bring the original attendance slip sent duly filled in, signed and hand it over at the entrance of the meeting hall.
9. The route map of the venue of the meeting is also annexed hereto.

## **EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 4 & 7**

Shri. Jijin Chanayil Surendran (DIN: 03305487) was appointed as an additional Director and Whole Time Director on 25<sup>th</sup> January 2018 on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. An ordinary resolution for his appointment as Director is set out in the notice. Further, the Board request the members to accord their consent to appoint him as Whole-time Director for a period of five years at a remuneration of Rs. 1,75,000/- per month. Shri.Jijin Chanayil Surendran (DIN: 03305487) has rich and varied experience in the automotive industry. He has been offering his service in the aforesaid areas for past years and the Board wish to retain and avail his considerable expertise in the achievement of objectives of the Company.

Shri. Jijin Chanayil Surendran satisfies all other conditions set out in the Companies Act 2013 to be appointed as Whole-time Director and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, Your Directors recommend the resolution to be passed as a Special Resolution as set out in the Item no. 4 & 7 of the Notice for appointment of Shri. Jijin Chanayil Surendran as Whole-time Director in the Company.

Except Shri. Jijin Chanayil Surendran being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 & 7.

### **Item No.5**

Shri. Mathew Jose (DIN: 00542339) was appointed as Additional Director (Independent Director) of the Company w.e.f 25th January 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act 2013, Shri. Mathew Jose holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

Shri. Mathew Jose has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Shri. Mathew Jose has held administrative and executive positions in Indian Bank, head quartered in Chennai, Tamil Nadu during his career in Banking. In 1995 he was posted to as Chief Executive and Executive Director, IBU International Finance Ltd, a Hongkong based Banking Institution promoted by three Indian Public Sector Banks namely Indian Bank, Bank of Baroda and Union Bank of India. He returned to India in 1999 and joined Head office. Shri. Mathew Jose took voluntary retirement in 2001 and then onwards working as a financial consultant. He is very active in social organizations like YMCA, Red Cross, Lions and Thrissur Management Association (TMA) affiliated to AIMA and presently acting its CEO and as convener of the TMA Student Chapters.

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Shri. Mathew Jose as an Independent Director, not liable to retire by rotation.

Except. Shri. Mathew Jose, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

#### **Item No.6**

Dr. Vellanikkaran Antony James (DIN: 05011653) was appointed as Additional Director (Independent Director) of the Company w.e.f 16th May 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act 2013, Dr. Vellanikkaran Antony James holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

Dr. Vellanikkaran Antony James has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Dr. Vellanikkaran Antony James is holding a Doctorate and also an MBA.He is having CAIIB from Indian Institute of Bankers, Mumbai and done PG Dip. in Guidance and counseling. He is a person with rich experience in banking and has held administrative and executive positions in South Indian Bank, a major private sector bank head quartered in Thrissur, Kerala, during his career in banking. He has been in key positions in Human Resource Department in a Multi National Company, head in quartered in Dubai. He is running a counselling centre in Thrissur and also engaged as visiting professor for MBA in Kerala Agricultural University, Thrissur. He is also a Managing Committee member of Thrissur Management Association (TMA).

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no. 6 of the Notice for appointment of Dr. Vellanikkaran Antony James as an Independent Director, not liable to retire by rotation.

Except Dr. Vellanikkaran Antony James, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

#### **Item No.8**

Your Directors propose to include a clause in the Articles of Association (AOA) of your Company to enable the Directors, Promoters & Promoters Group and/or any other Member of the Company, who hold the equity shares in the Company to voluntarily waive/forgo his/their right to receive the dividend, interim or final, by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company. The Board proposes insertion of this clause in the interests of the Company and its stakeholders. The Board of Directors shall be authorised to formulate necessary rules and amend the same from time-to-time. In order to inculcate the aforesaid article, approval of the members is required by way of Special Resolution for Alteration of Association of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No 8, except to the extent of their shareholding in the Company, if any.

#### **Item No.9**

The existing Articles of Association of the Company does not contain enabling provision for buy back of own shares/securities. The buyback of shares/securities can be done only if the Company is authorized by its Articles of Association. Alteration in the Articles of Association is therefore proposed, to enable the Company to buy back its own shares/securities as per the

applicable provisions of the Companies Act, 2013. In order to have an enabling clause, it is proposed to insert new Article No 49.A in the Articles of Association. In order to inculcate the aforesaid article, approval of the members is required by way of Special Resolution for Alteration of Association of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No 9, except to the extent of their shareholding in the Company, if any.

**By Order and on behalf of the Board of Directors,  
For BRD Car World Limited**

Place : Thrissur  
Date : 09.10.2018

**Sd/  
William Varghese Chungath Cheru  
(DIN:00074708)  
Chairman**

**Route Map to AGM Venue**



