

BRD CAR WORLD LIMITED

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

CIN:U50401KL2008PLC022450, Web:www.brdgroup.net

E mail: brdcarworld@brdgroup.net Phone:0487 2352242

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the company will be held on Saturday, the 28th day of September, 2019 at 10.30 AM 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 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Shri. Porathur Antony Devassy (DIN: 00075226), who retires by rotation, being eligible, offers himself for re-election.
3. To Appoint a Director in place of Shri. Chungath Cheru Simon (DIN: 00074163), who retires by rotation, being eligible, offers himself for re-election.
4. To consider and if thought fit, to pass following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to provisions of section 139,142 and other applicable provisions of the Companies Act 2013 if any, read with the Companies (Audit and Auditors) Rules 2014 including any statutory enactment or modification thereof , Shri. Vinay N. Pisharady Chartered Accountant (M.NO 233743) be and is hereby appointed as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2023-24 at a remuneration to be decided by the Board of Directors be and is hereby approved“

Special Business:-

5. **Appointment of Shri. Sunny Mathew (DIN: 08389552) as an Independent Director.**

To consider and, if thought fit, to pass 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 there under read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri. Sunny Mathew (DIN: 08389552), who was appointed as an Independent Director by the Board of Directors of the Company with effect from 11th March 2019, 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 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

6. **Appointment of Shri. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an 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. Bahuleyan Raman Nalupurakkal (DIN: 00297057), who was appointed as an Independent Director by the Board of Directors of the Company with effect from 11th March 2019 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 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

7. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013.

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 Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made there under, the set of existing Memorandum of Association of the Company be and is hereby substituted with a new set of Memorandum of Association in order to align the same with the applicable provisions of the Companies Act, 2013 and the Rules made there under and the same be and is hereby approved and adopted as new Memorandum of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Kerala.”

8. Adoption of Articles of Association as per the provisions of the Companies Act, 2013

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 14, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association as placed before the shareholders of the Company be and is hereby approved and adopted as new Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Kerala.”

9. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to

include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) subject to maximum of Rs.50 Crores (Rupees Fifty Crores Only) per Person/Body Corporate up to an aggregate sum of Rs. 150 Crores (Rupees one hundred and fifty crores only)in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

10. Investment(s), Loans, Guarantees and security in excess of limits specified under Section 186 of Companies Act, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed there under including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members be and is hereby accorded to the Board of Directors of the Company to:

- (i) grant loans, whether with or without security, from time to time on such terms and conditions as it may deem expedient to any of its subsidiary(ies) or joint venture(s) or associate company(ies) or other company(ies) or bodies corporate;
- (ii) give any guarantee or provide security in connection with a loan to any of its subsidiary(ies) or joint venture(s) or associate company(ies) or other company(ies) or bodies corporate; and
- (iii) acquire by way of subscription, purchase or otherwise the securities of any of its subsidiary(ies) or joint venture(s) or associate company(ies) or other company(ies) or bodies corporate,

notwithstanding that the aggregate of loans and investments so far made or the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is higher, the total amount taken together in (i), (ii) and (iii) above shall not exceed Rs. 50 crores (Rupees Fifty Crores) per Person/Body Corporate subject to maximum of Rs. 150 Crores (Rupees one hundred and fifty crores only) ,at any given time as outstanding, made in one or more tranches.”

“**RESOLVED FURTHER THAT** the Board is hereby authorized to further delegate the above powers to the Audit Committee.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution”.

“**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to

do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

11. Sale of Undertaking under Section 180(1)(a) of the Companies Act 2013

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell all or any properties of the Company and utilise its proceeds for the development of Company's business, including for investment in securities.”

12. 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

Sd/-

William Varghese Chungath Cheru

(DIN:00074708)

Chairman

Place: Kunnankulam

Date : 20.08.2019

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. A proxy shall not have the right to speak and shall not be entitled to vote except on poll. 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company.
2. 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.
3. 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.
4. Resolutions put to vote at the meeting shall be decided on a show of hands unless a poll is validly demanded.
5. The details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), of Directors seeking appointment/ re-appointment at this Annual General Meeting under item set out in the Notice and explanatory statement, is annexed hereto.
6. Attendance Slip, Proxy form and the Route Map to the venue of the meeting are annexed hereto. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.

7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members desiring of any queries as regards to the Annual Report are requested to write to the Registered Office of the Company at least 48 hours before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting. Questions submitted prior to the annual general meeting shall receive a reply during the meeting at the latest. The Company may choose to provide a single reply to questions which have the same content. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Questions, along with the grounds for authorization to submit them, may be sent by the following means:

1) by post, to the following address:

BRD CAR WORLD LIMITED

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

2) via email to: ceo@brdcarworld.com

9. Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.

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

Item No. 5

Shri. Sunny Mathew (DIN: 08389552) was appointed as Additional Director (Independent Director) of the Company w.e.f 11th March 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act 2013, Shri. Sunny Mathew holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

Shri. Sunny Mathew has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. Shri. Sunny Mathew is a Law graduate and practicing lawyer at Thrissur. He has around 15 years of experience in Law field.

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. Sunny Mathew as an Independent Director, not liable to retire by rotation.

Except Shri. Sunny Mathew, 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.5

Item No.6

Shri. Bahuleyan Raman Nalupurakkal was appointed as Additional Director (Independent Director) of the Company w.e.f 11th March 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act 2013, Shri. Bahuleyan Raman Nalupurakkal holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

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

Shri. Bahuleyan Raman Nalupurakkal is a Fellow Member (FCS) of the Institute of Company Secretaries of India (ICSI), New Delhi. He has around three decades of experience in senior management positions in Keltron, a Govt of Kerala undertaking as Company Secretary/ Head of HR and in Manappuram finance limited, a premiere NBFC in India headquartered in Thrissur from where he retired as Chief General Manager in November 2016 after almost two decades of association with the Company. He has made important contributions in the initial upbringing of Manappuram Finance Limited including its public issue in the year 1995. He has rich experience in all aspects of management such as finance/accounts/HR /industrial relations and all aspects of management of an NBFC.

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 Shri. Bahuleyan Raman Nalupurakkal as an Independent Director, not liable to retire by rotation.

Except Shri. Bahuleyan Raman Nalupurakkal, 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.7

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company

The Board at its meeting held on 20th August, 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company

Item No.8

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On 12 September, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on “Table-F” of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No.9

The Company is expected to render support for the business requirements of our associate/subsidiary companies, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities . Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors except the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No.10

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the paid-up capital, free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, approval of the members is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary(ies) or joint venture(s) or associate company(ies) or other company(ies) or bodies corporate for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores) per Person/Body Corporate up to an aggregate sum of Rs. 150 Crores (Rupees one hundred and fifty crores only) at any given time as outstanding, made in one or more tranches. The Board recommends the passing of the special resolution at Item No. 10 of the accompanying Notice for the approval of the members.

All the Directors except the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No.11

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In order to enhance liquidity of the company, it is desirable to sell the immovable property of the company in the best interest of the company for which the consent of members is required by way of special resolution. Accordingly, Your Directors recommend the resolution to be passed as Special Resolution as set out in the Item no. 11 of the Notice.

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.11.

By Order and on behalf of the Board of Directors,

For BRD Car World Limited

Sd/-

**William Varghese Chungath Cheru
(DIN:00074708)**

Chairman

Place: Kunnankulam
Date : 20.08.2019

