



BRD MOTORS LIMITED

Regd. Office: T.K.M. Complex, Kokkalai, Thrissur-680 021.

CIN: U50101KL1999PLC012864, Web: www.brdgroup.net

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Company will be held on Wednesday, the 19th day of December, 2018 at 11.00 A.M at Ceevees International Auditorium, Anchery Chira, Thrissur, Kerala-680006, to transact the following:-

Ordinary Business:-

1. To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Statement of Profit and Loss for the year ended on 31st March 2018.
2. Appointment of a Director in place of Shri. William Varghese Chungath Cheru (DIN: 00074708), 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. William Varghese Chungath Cheru (DIN: 00074708), 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. Binu Kollanoor Skaria (DIN: 00074433) who retires by rotation, and being eligible, offers himself for reappointment as a Director.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Binu Kollanoor Skaria (DIN: 00074433), 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. **Appointment of Shri. Bahuleyan Raman Nalupurakkal (DIN: 00297057) 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. Bahuleyan Raman Nalupurakkal (DIN: 00297057), who was appointed as an Independent Director by the Board of Directors of the Company on 16th 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, Shri. Bahuleyan Raman Nalupurakkal 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”.

5. 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 on 25th 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, 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”.

6. Enhancement of Authorised Share Capital of the Company

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 13 sub-section (1), read with Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Authorised Share Capital of the Company be and is hereby enhanced from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs.10/- (Rupees Ten only) each by creation of an additional authorized capital of Rs. 5,00,00,000. (Five Crore) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking paripassu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs. 10/- (Rupees Ten only)) each.

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.”

7. Alteration of Articles of Association (AoA) for revised Authorised Capital

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 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the approval of the shareholders be and are hereby accorded, for substituting the existing Article 3 with the following new Article 3-

3. The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company.

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.”

8. Insertion of new Article no. 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 given below

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 follows

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. Authorisation 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 Sections 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, consent of the members of the Company be and is hereby accorded 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”

11. Other items, if any, with permission of the chairman.

By Order and on behalf of the Board of Directors,

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 address of the meeting is also annexed hereto and is hosted along with the Notice on the website of the Company

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

Item No.4

Shri. Bahuleyan Raman Nalupurakkal 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, Shri. Bahuleyan Raman Nalupurakkal holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director.

Twenty Five Crores only) divided into 2,50,00,000 (Two crore Fifty Lakhs) Equity Shares of Rs.10/-

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. 4 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.4.

Item No.5

Dr. Vellanikkaran Antony James (DIN: 05011653) 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, 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. 5 of the Notice.

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.5.

Item No.6

The Company is in need of funds for expansion of business in future and for general corporate purposes. The Board of Directors of the company has in its meeting held on 09th October 2018 proposed to enhance authorized capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (2 crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees

(Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs.10/- (Rupees Ten only) to accommodate issue of shares in future.

Further, pursuant to the provisions of the Companies Act 2013, Clause V (Authorised Share Capital) in the Memorandum of Association, has to be altered in order inculcate proposed increase of the authorized capital of the Company. The proposed Special resolution is in the interest of the Company and your Directors recommend resolution for your approval.

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 6, except to the extent of their shareholding in the Company, if any.

Item No.7

The Board of Directors of the company has proposed to alter Clause V of the Memorandum of Association, consequent to the increase in the authorized capital of the Company as mentioned in item no. 6 as per the provisions of the Companies Act, 2013. Consequent to change in MOA of the Company, authorised capital clause in the AOA has to be altered in the manner set out in Item No 7. The proposed Special resolution is in the interest of the Company and your Directors recommend resolution for your approval.

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 7, except to the extent of their shareholding in the Company, if any.

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.

Item No.10

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 an Ordinary Resolution as set out in the Item no. 10 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.10 except to the extent of their shareholding in the Company, if any.

By Order and on behalf of the Board of Directors,

Place : Thrissur
Date : 09.10.2018

Sd/
WILLIAM VARGHESE CHUNGATH CHERU (DIN:00074708)
Chairman

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on December 15, 2018 from 9:00 AM and ends on December 18, 2018 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th December 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant BRD Motors on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdsindia.com

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdsindia.com

Route Map to AGM Venue at Cee Vees International Auditorium, Anchery Chira, Thrissur

