

BRD MOTORS LIMITED

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

CIN: U50101KL1999PLC012864, Web: www.brdgroup.net

E mail: brdmotors@brdgroup.net, Ph: 0487-2358217

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held on Saturday, the 28th day of September, 2019 at 9.30 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 2019.
2. To appoint a Director in place of Shri. Kollannoor Chummar Samu (DIN : 00570605) who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint a Director in place of Shri. Kochumathew Chowailoor Joseph (DIN: 02685057) who retires by rotation, and being eligible, offers himself for re-election.

Special Business:-

4. Appointment of Shri. Mathew Jose (DIN: 00542339) 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 recommendation of Nomination and Remuneration Committee and 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. Mathew Jose (DIN: 00542339), who was appointed as an Independent Director by the Board of Directors of the Company on 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.”

5. Appointment of Shri. Sunny Mathew (DIN: 08389552) 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 recommendation of Nomination and Remuneration Committee and 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, Sunny Mathew (DIN: 08389552), who was appointed as an Independent Director by the Board of Directors of the Company on 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. To change the object Clause of Memorandum of Association 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 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, and subject to such other requisite approvals if any, in this regard from appropriate authorities as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting sub clause (23) after the existing clause III (b)(22) as under:

(23) To Invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stock, bonds, units and other securities in compliance with relevant laws

“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. 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 & 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 modifications, 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 modification(s), 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. Other items, if any, with permission of the chairman.

By Order and on behalf of the Board of Directors,

Place : Kunnankulam

Date : 20.08.2019

Sd/-

WILLIAM VARGHESE CHUNGATH CHERU

(DIN:00074708)

Chairman

Notes:-

1. 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.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy/proxies 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.
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before 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.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. 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 28th September, 2019.

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.

6. 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 there under.
7. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and S.K.D.C. Consultants Limited, Registrars and Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or S.K.D.C. Consultants Limited.
8. 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.
9. 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 MOTORS LIMITED

TKM Complex, Kokkalai, Thrissur, Kerala- 680 021

2) via email to: brdmotors@brdgroup.net

10. 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.
11. 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.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

Item No.4

Shri. Mathew Jose (DIN: 00542339) 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. 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 an 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. 4 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, financial or otherwise, in the resolution set out at Item No.4.

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

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the company. For this purpose the object clause of the company which is presently restricted in scope require to be so made out as to cover a wide range of activities. The alteration in the object clause of Memorandum of Association as set out in the resolution is to facilitate diversification . This will enable the company to carry on proposed activities advantageously

combined with present activities of the company. This will also enlarge the areas of operations of the company. The approval of the members is required by way of Special Resolution for Alteration of object clause Memorandum 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 6, except to the extent of their shareholding in the Company, if any.

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.

By Order and on behalf of the Board of Directors,

Place : Kunnamkulam

Date : 20.08.2019

Sd/-

WILLIAM VARGHESE CHUNGATH CHERU

(DIN:00074708)

Chairman

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 25, 2019 from 9:00 AM and ends on September 27, 2019 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 21st September 2019 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



