

## **NOTICE OF THE 16<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the members of M/s B R D Car World Limited (“the company”) will be held on Monday, the 30<sup>th</sup> Day of September, 2024 at 4.15 P.M through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No: 1 Adoption of Annual Accounts**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 and the Reports of the Directors and Auditors thereon and to pass the following resolution, with or without modification as ordinary resolution.

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 and the reports of the Directors and the Auditors for the financial year ended 31<sup>st</sup> March, 2024, placed before the 16<sup>th</sup> Annual General Meeting be and are hereby received, considered and adopted”

#### **Item No: 2 Appointment of statutory auditor and fix their remuneration in this regard, to pass the following resolution, with or without modifications as an ordinary resolution**

To consider and, if thought fit, to pass the following resolution with or without modification as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 of Companies Act 2013 and other applicable provisions, if any and Company (Audit and Auditors) Rule 2014 made thereunder and other applicable rules (including any statutory modifications) or re-enactment thereof for the time being in force) Ayyer & Cherian Firm (Registration number: 000284S) Chartered Accountants, Ernakulam be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of AGM to be held in the Financial Year 2028-2029 at a remuneration to be fixed by the Board of Directors of the Company.

**Item No: 3 Re-Appointment of Mr. JOJO JOSEPH NJEZHUVINKEL (DIN: 07538990), as Director of the Company liable to retire by rotation**

To consider and, if thought fit, to pass the following resolution with or without modification as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. JOJO JOSEPH NJEZHUVINKEL (DIN: 07538990), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the company.”

**SPECIAL BUSINESS**

**Item No. 4 Re-appointment of Adv. Sunny Mathew (DIN: 08389552) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment there off or the time being in force) and the Board of Directors, the consent of the members of the Company be and is hereby accorded for Adv. Sunny Mathew (DIN: 08389552) as Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act,2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from the date of this Annual General Meeting.

**“FURTHER RESOLVED THAT** Mr. Jijin C Surendran, Managing Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

**Item No. 5 Re-appointment of Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable

provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment there off or the time being in force) and the Board of Directors, the consent of the members of the Company be and is hereby accorded for Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act,2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from the date of this Annual General Meeting.

**“FURTHER RESOLVED THAT** Mr. Jijin C Surendran, Managing Director of the company be and is hereby authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of necessary e-forms on behalf of the Board of Directors.”

**Item No.6: To give Loans, investments, provide guarantees or securities in excess of limits**

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

**“RESOLVED THAT** in supersession of earlier resolutions if any to this effect and pursuant to the provisions of 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded, to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body Corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate up to an aggregate amount not exceeding Rs.50 Crore (Rupees Fifty Crores) 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 the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**Item No.7: To approve transactions under section 185/186 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 Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions /

banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs.50 Crore/- (Rupees Fifty Crores only).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**Item No.8: To borrow money in excess of the prescribed limit under section 180(1)(c) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to provisions of Section 180(1) (C) of the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions if any and subject to the approval of shareholders in the general meeting, the consent of the shareholders be and is hereby give to borrow money with or without security up to Rs.50 Crores from banks/financial institutions and any other person(s) on such terms and conditions as the board of directors may think fit, where the money(ies) if already borrowed by the company (apart from temporary loans obtained or to be obtained from the company’s banker in the ordinary course of its business), may exceed the aggregate of the paid up share capital, free reserves and securities premium of the company, (reserves not set apart for any specific purpose) subject to condition that the total amount of money(ies) in aggregate so borrowed shall not at any time exceed the limit of Rs. 50 crores.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Item No.9: Sell, lease or otherwise disposal of the whole, or substantially the whole, of the undertaking**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, read with the Companies (Meeting of Board and its powers) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of

the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent be and is hereby accorded to sell, lease or otherwise disposal of the whole, or substantially the whole, of the assets of the Company including and not limited to fixed immovable properties for such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

**Item No.10: Ratification of remuneration paid to the Managing Director for the Financial Year 2023-2024**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company consent be and is hereby accorded to ratify the remuneration paid to the Managing Director for the Financial Year 2023-2024.”

By order of the board of directors

**M/s B R D Car World Limited**

**Mr. Jijin Chanayil Surendran**  
**Managing Director (Din: 03305487)**

**Place: Thrissur**

**Date: 04.09.2024**

## Notes

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the AGM is annexed hereto.
- Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative (s) to attend and vote at the Annual General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013
- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- MCA Circular Nos 10/2022 dated 28<sup>th</sup> December 2022, 2/2022 dated 5<sup>th</sup> May 2022, 19/2021 dated 08<sup>th</sup> December 2021, 21/2021 dated 14<sup>th</sup> December 2021 and 02/2021 dated 13<sup>th</sup> January 2021 state that, in continuation of Ministry's General Circular No 20/2020 dated 05<sup>th</sup> May 2020, it has been decided to allow companies whose AGM

are due in the year 2022, to conduct their AGM on or before 30.08.2023, in accordance with the requirements provided in paragraph 3 and 4 of the General Circulars No 20/2020.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under section 103 of the Companies Act 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from September 25, 2024 to September 30, 2024 (both days inclusive).
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of 16<sup>th</sup> AGM along with Annual Report 2023-24 has been uploaded on the website of the Company at [www.brdcarworld.com](http://www.brdcarworld.com).
- The Notice along with Annual Report also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **DISPATCH OF NOTICE THROUGH ELECTRONIC MODE**

- In compliance with the MCA Circulars dated May 12, 2020, Notice of 16<sup>th</sup> AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 16<sup>th</sup> AGM along with Annual Report 2023-24 will also be available on the Company's website [www.brdcarworld.com](http://www.brdcarworld.com).
- For receiving all communication from the Company electronically: Members holding shares in physical mode and who have not registered/ updated their email address, Bank

particulars, Residential status or request for transmission of shares including its changes etc. with the Company, are requested to register/ update the same by writing a request letter to the Company with details of folio number and attaching a self-attested copy of PAN Card, Passbook/ cancelled Cheque etc. at [csbcw@brdcarworld.net](mailto:csbcw@brdcarworld.net) or to Share Transfer Agent of the Company, **M/s. S.K.D.C Consultants Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, TN** Tel: +91 422 4958995, 2539835/836, Fax: +91 422 2539837, Email: [info@skdc-consultants.com](mailto:info@skdc-consultants.com).

- In case of joint holders attending the meeting, 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 at the AGM.
- The Notice of 16<sup>th</sup> AGM along with Annual Report 2023-24 of the Company circulated to the Members of the Company will be made available on the Company's website at [www.brdcarworld.com](http://www.brdcarworld.com).

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER**

- Shareholders will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members Login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholders/members Login where the EVSN of Company will be displayed.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number to [csbcw@brdcarworld.net](mailto:csbcw@brdcarworld.net).
- The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, Demat

account number/folio number, email id, mobile number etc. to [csbcw@brdcarworld.net](mailto:csbcw@brdcarworld.net). These queries will be replied by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

**For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csbcw@brdcarworld](mailto:csbcw@brdcarworld) / [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

**For Demat shareholders -** Please update your email id & mobile no. with your respective **Depository Participant (DP)**.

**For Individual Demat shareholders -** Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.