

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of B R D Motors Limited (“the company”) will be held on Saturday, the 30th Day of September, 2023 at 12.00 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:

- (a) the audited standalone financial statements of the Company for the year ended 31st March, 2023 comprising of the standalone Balance Sheet as at 31st March, 2023, the standalone Statement of Profit and Loss and standalone Cash Flow Statement for the year ended on that date together with the report of the Directors and the Auditors’ Report thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications as an ordinary resolution;

“**RESOLVED THAT** audited standalone financial statements of the Company for the year ended 31st March, 2023 comprising of the standalone Balance Sheet as at 31st March, 2023, the standalone statement of Profit and Loss and standalone Cash Flow statement for the year ended on that date together with the report of the Directors and the Auditors’ Report for the financial year ended 31st March, 2023, placed before the 24th Annual General Meeting be and are hereby received, considered and adopted”.

- (b) the audited consolidated financial statements of the Company for the year ended 31st March, 2023 comprising of the consolidated Balance Sheet as at 31st March, 2023, the consolidated statement of Profit and Loss and consolidated Cash Flow Statement for the year ended on that date together with the report of the Auditors’ thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications as an ordinary resolution;

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the year ended 31st March, 2023 comprising of the consolidated Balance Sheet as at 31st March, 2023, the consolidated statement of Profit and Loss and consolidated Cash Flow Statement for the year ended on that date together with the report of the Auditors’ for the financial year ended 31st March, 2023 be and are hereby received, considered and adopted”.

Item No: 2- Re-Appointment of Mr. Chungath Cheru Simon (DIN: 00074163), as Director of the Company liable to retire by rotation

To appoint a Director in place of Mr. Chungath Cheru Simon (DIN: 00074163), who retires by rotation and, being eligible, offers himself for re-appointment.

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 section 152 of the Companies Act, 2013, Mr. Chungath Cheru Simon (DIN: 00074163), who retires by rotation and being eligible

offers himself for reappointment, be and is hereby re-appointed as a director of the company.”

Item No: 3- Re-Appointment of Mr. William Varghese Chungath Cheru, (DIN: 00074708) as Director of the Company liable to retire by rotation

To appoint a Director in place of Mr. William Varghese Chungath Cheru (DIN: 00074708), who retires by rotation and, being eligible, offers himself for re-appointment.

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 section 152 of the Companies Act, 2013 Mr. William Varghese Chungath Cheru (DIN: 00074708), 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 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 on the basis on the recommendation of the Nomination and Remuneration Committee 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 15th May, 2023 to till 14th May, 2028.”

“**FURTHER RESOLVED THAT** any 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: 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.6: To give Loans, investments, provide guarantees or securities in excess of the prescribed 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(s), 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.50,00,00,000/-.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle an execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

Item No.9: Approve Related Party Transactions:

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

“RESOLVED THAT pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder approval be and is hereby granted to the Company to enter into the following related party transactions with the Directors / their relatives / the Companies in which a director is a director or member:-

1. Receiving a sum not exceeding Rs.25,00,000/- (Rupees Twenty Five Lakh only) per annum as rent from B R D Car World Limited, a company in which directors are directors, falling within the purview of Section 188 (1) (c) of the Act.
2. Receiving a sum not exceeding Rs.6,00,000/- (Rupees Six Lakh only) per annum as rent from Rajputana Investment & Finance Limited, a company in which a director is holding more than two percentage of its paid up share capital, falling within the purview of Section 188 (1) (c) of the Act.

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 connection with the lease of land and building.

**By Order of the Board of Directors of
B R D Motors Limited**

Sd/-

**William Varghese ChungathCheru
Director & Chairman
DIN: 00074708**

**Place: Thrissur
Date : 26.08.2023**

Notes

- An Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) are 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.
- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) read with General Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020, 13th January 2021, 05th May 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (MCA) to transact the business as set out in the AGM Notice, permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the

AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

- 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-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 Chairpersons 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 28th December, 2022, 2/2022 dated 5th May 2022, 19/2021 dated 08th December 2021, 21/2021 dated 14th December 2021 and 02/2021 dated 13th January 2021 state that, in continuation of Ministry's General Circular No 20/2020 dated 05th May 2020, it has been decided to allow companies whose AGM are due in the year 2023, to conduct their AGM on or before 30th September, 2023, in accordance with the requirements provided in paragraph 3 and 4 of the General Circulars No 20/2020 dated 05.05.2020.
- 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. 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.
- 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
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.brdgroup.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is 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.

- The AGM/EGM 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.
- 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, 2023 to September 30, 2023 (both days inclusive).
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of 24th AGM along with Annual Report 2022-23 has been uploaded on the website of the Company at www.brdgroup.net
- 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) i.e. 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 24th AGM along with Annual Report 2022-23 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 24th AGM along with Annual Report 2022-23 will also be available on the Company's website www.brdgroup.net
- For receiving all communication (including Annual Report) 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 csbrdmotors@gmail.com 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
- 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 titled to vote at the AGM.
- The Notice of 24th AGM along with Annual Report 2022-23 of the Company circulated to the Members of the Company will be made available on the Company's

website at www.brdgroup.net.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- The voting period begins on Wednesday, September 27, 2023 at 09.00 A.M and ends on Friday, September, 29, 2023 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.
 - The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
 - The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
 - Mr. M. Vasudevan, Practicing Company Secretary, having CP number 2437 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Results of voting shall be declared forthwith by the Managing Director or a person authorized by him. The Results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website www.brdgroup.net and on the website of CDSL.
 - Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will

<p>holding securities in Demat mode with CDSL Depository</p>	<p>be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in demat form;
 1. For availing the e-voting facility, the Shareholders should first logon to the e-voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

For Shareholders 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 share holders aswellas physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact B R D Motors Ltd/ M/s.S.K.D.C Consultants Limited.
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyyformat) as recorded in your demat account or in the company records inorder to login. •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.

- After entering these details appropriately, click on “SUBMIT” tab.

- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant B R D MOTORS LIMITED on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS FOR REMOTE VOTING ONLY

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

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;csbrdmotors@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 **atleast 7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at csbrdmotors@gmail.com. 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 at csbrdmotors@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 such as 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 csbrdmotors@gmail.com /info@skdc-consultants.com.

For Demat share holders-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.

DECLARATION OF VOTING RESULTS

- The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman and/or Director or a person authorized by him in writing who shall counter sign the same.
- The results shall be declared forth with upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.brdgroup.net and on the website of CDSL.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Service (India) Limited, A wing, 25th floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no.4: Re-appointment of Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an Non-Executive Independent Director

Based on recommendation of the Nomination and Remuneration Committee, the Board re-appointed Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from 15th May, 2023 to till 14th May, 2028 (both days inclusive), subject to the approval of the Members.

Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and (ii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act for re-appointment as an Independent Director and he is independent of the management.

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.

Given his rich experience of more than 35 years in various sectors of the industry, the Board considers it desirable and in the interest of the Company to have Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) on the Board of the Company and accordingly the Board recommends the appointment of Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an Independent Director as proposed in the Resolution set out at Item No. 4 for approval by the Members.

The information pertaining to Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as required to be furnished under Paragraph No.1.2.5 of the Secretarial Standard on General Meetings (SS-2) is detailed below.

Name of the Director	Bahuleyan Raman Nalupurakkal
Director Identification Number	00297057
Date of Birth (Age)	11 th May, 1948, 75 years
Qualifications	Fellow Member (FCS) of the Institute of Company Secretaries of India (ICSI), New Delhi
Experience	More than 35 years experience in all aspects of management such as finance/accounts/HR /industrial relations
Terms and conditions of appointment or re-appointment	As per the Special Resolution set forth at Item No. 4 of this Notice.
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Not applicable
Date of first appointment by the Board	16 th May, 2018
Shareholding in the Company	Nil
Relationship with other directors, manager & other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year	Five (5)
Other directorships, membership / chairmanship in Committees.	In the proposed Company Chairman of Stake Holders and Relationship Committee, Member of Audit and NRC Committee. Directorship in other companies are follows: 1. Rajputana Investment & Finance Ltd 2. B R D Car World Limited 3. B R D Finance Limited 4. Ernad Nidhi Limited 5. BRD Securities Ltd

Except for Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No.5: Sell, lease or otherwise disposal of the whole, or substantially the whole, of the undertaking:

The Company presently engaged in the business of purchasing, selling and dealing of all types of motor vehicles. The Board in its meeting held on 26.08.2023 had carried out a comprehensive review of the ongoing business operations of the Company and the financial crisis and challenges facing the management in running the business and the operations of the Company.

The Board is of the opinion that the Company is in need of funds for reducing its debt burden which is increasing day by day. Your Company is now seeking approval of shareholders of the Company by special resolution to sell, lease the assets of the Company including and not limited fixed immovable Assets by any mode. The Business is operating under challenging environment due to various factors as high interest cost and the banks reducing the borrowing

powers and then stopping abruptly funding of the working capital are the factors that have led to the recent poor performance of the Company. This is the reason that had led the Company to take the decision of the slump sale to raise funds to restructure the finance of the Company.

The Members are further informed that the Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval to sale, lease of assets of the Company including and not limited to fixed immovable assets of the Company. Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The resolution in the accompanying notice is proposed to seek Members' approval through special resolution. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel /Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any

Item no.6: To give Loans, provide guarantee or securities in excess of the prescribed limits

The Members are informed that as per Section 186 (2) of the Companies Act, 2013, no company shall, directly or indirectly:-

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Further, as per Section 186 (3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition under sub section (2) exceeds the limits specified in that sub section, prior approval by means of a special resolution passed at a general meeting shall be necessary.

Accordingly, it is proposed to seek prior approval of Members vide an enabling resolution to provide loans, guarantees and make investments up to a sum of Rs.50 Crores (Rupees Fifty Crores) over and above the prescribed limits specified in the section 186(2) of the Companies Act, 2013 at any point of time.

The Board of Directors recommends resolution as set out in item No.06 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Item no.7: To approve transactions under Section 185/186 of the Companies Act, 2013

The Members are informed that as per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The Members are further informed that the management is of the view that the Company may be required to invest surplus funds, if available for the business requirement in its associate/subsidiary Companies or to any other body corporate(s) from time to time.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security 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 such Entities.

The Board of Directors recommends resolution as set out in item No.7 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

The company is under financial stress due to slow down of the automotive market and adverse cash flow. The company is managing hard to maintain its operations smooth. The company also facing re-payment problem in loan secured from the bank and others. The non-payment of dues and outstanding of creditors may cause a serious implication on the financial operations and legal front.

In view of above the company needs to raise a sufficient fund immediately from banks and other. The directors, their relatives and inter- corporate firms may also be required to infuse the fund to meet the liability towards re-payment of existing loan and working capital for operation.

The members further informed that as per Section 180(1)(c) of the Companies Act, 2013 obtaining prior approval of the Shareholders of the Company by way of Special Resolution for exercising the specified powers of the Board of Directors relating to borrowing of the Company is to be required.

Accordingly, in order to borrow money for the purpose of company exceeding the aggregate of the paid up share capital, free reserves and securities premium of the company, (reserves not set apart for any specific purpose) and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to borrow money exceeding aggregate of its paid up share capital and free reserves, to these abovementioned entity upto an aggregate amount of Rs.50 Crores.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Item No.9: Approve Related Party Transaction

The Members are informed that there was a proposal to enter into the following transactions with the Directors / relatives of the Company. The Board was informed that as per Sec 188 of the Companies Act 2013, except with the consent of the Board of Directors of the company, no company shall enter into contract or arrangement with a related party with respect to Related Party Transactions covered under Section 188 (1) of the Act.

Further, as per the Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. As the Managing Director Mr.Chungath Cheru Simon and Mr.William Varghese Chungath Cheru, Director were interested in the subject matter of this resolution, they weren't present at the Board meeting during the discussions.

The information / disclosures as required under Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, are detailed as under:-

(a)	Name of the related party	:	B R D Car World Limited	Rajputana Investment & Finance Limited
(b)	Name of the director or key managerial personnel who is related, if any.	:	Mr.Chungath Cheru Simon, Managing Director and Mr.William Varghese Chungath Cheru, Director	Mr.William Varghese Chungath Cheru, Director

(c)	Nature of relationship	:	Mr.Chungath Cheru Simon, and Mr.William Varghese Chungath Cheru, Directors are director and members of the B R D Car World Limited	Mr.William Varghese Chungath Cheru, Director is holding more than 2% of paid- up share capital of Rajputana Investment & Finance Limited
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	:	Leasing of Land and Building for rent of Rs.25,00,000/- per annum for the period of 5 years subject to the renewal of a 5% increment every two years.	Leasing of Land and Building for rent of Rs.6,00,000/- per annum for the period of 5 years subject to the renewal of a 5% increment every two years.
(e)	Any other information relevant or important for the members to take a decision on the proposed transaction.			

In terms of Section 188 of the Companies Act, 2013 and in view of restrictions to discuss the above transaction at the Board Meeting, the resolution to be passed by the shareholders by means of an Ordinary Resolution.

The Board of Directors accordingly recommend the resolutions set out at Item No. 9 of the accompanying Notice to be passed as Ordinary resolution. Mr.Chungath Cheru Simon, Managing Director and Mr.William Varghese Chungath Cheru, Director of the company are interested in passing the said resolution.

A copy of the aforesaid agreement between the Company and B R D Car World Limited; and Rajputana Investment & Finance Limited shall be available for inspection at the Registered Office of the Company, during business hours on all working days, up to and including the date of the Annual General Meeting.

**By Order of the Board of Directors of
B R D Motors Limited**

**Sd/-
William Varghese ChungathCheru
Director & Chairman
DIN: 00074708**

**Place: Thrissur
Date : 26.08.2023**