
BRD FINANCE LIMITED

CIN: U65910KL1995PLC009430

REGISTERED OFFICE

Bethany Complex, Kunnankulam, Thrissur - 680 503.

Phone : 04885-228565

E mail : brdfinance@brdgroup.net Web site : www.brdgroup.net

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 22nd Annual General Meeting of BRD FINANCE LIMITED will be held on Wednesday, the 27th day of September, 2017 at 4.30 P.M. at CSI heritage, Kunnankulam - 680 503, to transact the following business:-

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 2017.
2. To appoint Director in the place of Shri. David Raj C (DIN: 03516912), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Director in the place of Smt. Leela James (DIN: 01628999), who retires by rotation.
4. **Appointment of Auditors**

The term of present auditors of the Company, M/s. Balan & Co. will expire in the ensuing Annual General Meeting and they will not be eligible for re-appointment as Auditors for next 5 years as per the provisions under section 139(2) of the Companies Act, 2013. Therefore the board proposes to appoint Mr. Damodaran P, as the Statutory auditors of the Company for a period of 5 financial years commencing from 2017-2018.

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Mr. Damodaran P, ACA, Membership No. 221178, Paravattathu Mana, Karthika, Urakam P O, Thrissur, Kerala-680562, be and is hereby appointed as Auditor of the Company to hold office from the conclusion of 22nd Annual General Meeting (AGM) till the conclusion of the 27th AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:-

5. To consider and if thought fit, pass with or without modification, the following resolution as an ordinary resolution:
RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri. Sudheesh M M (DIN: 00075147), be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of directors by rotation.
6. To consider and if thought fit, pass with or without modification, the following resolution as an ordinary resolution:
RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Sunitha A C (DIN: 00075040), be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by

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retirement of directors by rotation.

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

RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Roshni Simon (DIN: 01629012), be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of directors by rotation.

8. Other items, if any, with the permission of the Chairman.

By order of the Board

C C William Varghese
Chairman
(DIN:00074708)

THRISSUR
18.08.2017

Notes:-

1. A member entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The instrument appointing a proxy in order to be effective shall be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto and forms part of the Notice.
3. 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 27th September 2017. 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.
4. 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 made thereunder.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.5 & 7:

The Company has received a notice in writing from shareholders along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri. Sudheesh M M (DIN: 00075147), Smt. Sunitha A C (DIN: 00075040) and Smt. Roshni Simon (DIN: 01629012) for the office of Director of the Company.

The Company has received from the proposed appointees a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he/she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Except the proposed appointees, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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The instructions for shareholders voting electronically are as under:

- (i) (i) The voting period begins on 22.09.2017 at 9.00 am and ends on 26.09.2017 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 (record date) of 20.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form
<p>PAN</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the Demat A/c No/ Folio Number in the PAN field.● In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
<p>Dividend Bank Details or Date of Birth DOB</p> <p>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.</p> <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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

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password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant BRD Motors LTD on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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 also download the said 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.
- (xx) 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@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 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.
- (xxi) 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@cdslindia.com.



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REGISTERED OFFICE

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ATTENDANCE SLIP

Registered Folio No.

Name & Address of the member(s):

I hereby record my presence at the 22nd Annual General Meeting of BRD Finance Limited, at CSI Heritage, Kunnankulam, 680503, **Thrissur, Kerala** on Wednesday, the 27th day of September, 2017 at 4.30 P.M.

Please provide your

Email ID

Mobile No.

Note :

Signature of Member or Proxy

1. Please fill the Attendance Slip and hand it over at the counter at the entrance of the meeting venue at CSI Heritage, Kunnankulam, 680503, **Thrissur, Kerala**
2. If you are attending the meeting in person or by proxy please bring any photo I D card and show the same at the entrance of the hall.

✂ Cut here

If desirous of E-voting, please read the instructions given in the AGM Notice before exercising

EVSN (Electronic Voting Sequence Number)	* Default PAN / Sequence No
1709xxxxx	

* Those who have not registered their PAN may use Default PAN

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FORM NO. MGT - 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U65910KL1995PLC009430
Name of the Company	BRD FINANCE LTD
Registered Office	XIII/436 A3, First Floor, Bethany Complex, Thrissur Road, Kunnankulam, Thrissur-680503
Name of the Member(s)	
Registered address	
E-mail ID/	
Folio No.	

I / We being the member(s) holding shares of the above named company, hereby appoint

1. Name
Address
E-mail ID
Signature

or failing him

2. Name
Address
E-mail ID
Signature

or failing him

3. Name
Address
E-mail ID
Signature

PTO

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on Wednesday, the 27th day of September, 2017 at 4.30p.m. at CSI Heritage, Kunnamkulam, 680503 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Business
	Ordinary Business
1.	Adoption of financial statements for the year ended 31 st march 2017
2.	Appointment of Mr. David Raj C as a director, retiring by rotation
3.	Appointment of Mr. Damodaran P, ACA, As auditor.
	Special Business
4.	Appointment of Shri. Sudheesh M M as Director of the Company
5.	Appointment of Smt. Sunitha A C as Director of the Company.
6.	Appointment of Smt. Roshni Simon as Director of the Company.

Signed this..... day of..... 2017,

Signature of shareholder :

Signature of Proxy holder(s) :

Affix ₹1/- Revenue Stamp

Note:

1. ***This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.***
2. ***For the resolutions, Explanatory Statement and Notes, please refer to the notice of the 22nd Annual General Meeting Notice.***
3. ***The form should be signed across the stamp as per specimen signature registered with the company.***