

## B R D FINANCE LIMITED

CIN: U65910KL1995PLC009430

Regd. office: XIII/436 A3, First Floor, Bethany Complex,  
Thrissur Road, Kunnankulam, Thrissur-680 503

Website:www.brdfinanceltd.com

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### NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of **B R D FINANCE LIMITED** (CIN U65910KL1995PLC009430) will be held on Saturday, the 30<sup>th</sup> day of September 2023, at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:-

#### Ordinary Business:-

1. To receive, consider and adopt the audited financial statements for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Directors and Auditors thereon.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted;

**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Auditors thereon, as circulated to the Members, be considered and adopted.”

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Chungath Cheru William Varghese (DIN: 00074708), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

#### Special Business:-

3. Re-appointment of Shri. Bahuleyan Raman Narapurakkal (DIN: 00297057) as an Independent Director for a further term of five years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, read with Schedule IV of the Act, including any Statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri. Bahuleyan Raman Nalapurakkal (DIN: 00297057) who was appointed as Non-Executive Independent Director of the Company at the 23<sup>rd</sup> Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided in

## BRD FINANCE LIMITED

Section 149(6) of the Act, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the company, for a period of five (5) years from 26<sup>th</sup> January, 2023 to 25<sup>th</sup> January, 2028, whose office is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder and applicable clauses in Articles of Association of the Company, Shri. Bahuleyan Raman Nalapurakkal (DIN 00297057) be paid sitting fees and be reimbursed for expenses incurred by him in the course of performance of his duties as an Independent Director, within the limits prescribed or as may be prescribed from time to time.”

4. Re-appointment of Shri. Mathew P Jose (DIN: 00542339) as an Independent Director for a further term of five years.

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, read with Schedule IV of the Act, including any Statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri. Mathew P Jose (DIN: 00542339) who was appointed as Non-Executive Independent Director of the Company at the 23<sup>rd</sup> Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the company, for a period of five (5) years from 16<sup>th</sup> May, 2023 to 15<sup>th</sup> May, 2028, whose office is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder and applicable clauses in Articles of Association of the Company, Shri. Mathew P Jose (DIN 00542339) be paid sitting fees and be reimbursed for expenses incurred by him in the course of performance of his duties as an Independent Director, within the limits prescribed or as may be prescribed from time to time.”

5. Regularisation of appointment of Shri. Chungath Cheru Simon (DIN: 00074163) as a Director retiring by Rotation

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 149, 152, 160 and other applicable provisions of Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Shri Chungath Cheru Simon (DIN: 00074163) who was appointed as an Additional Director of the company with effect from 14<sup>th</sup> November, 2022, by the Board of Directors pursuant to Section 161 of the Act, and as recommended by the Nomination and

## BRD FINANCE LIMITED

Remuneration Committee proposing the candidature of Shri. Chungath Cheru Simon (DIN 00074163) for the office of the Director be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

6. Re-appointment of Shri. Porathur Antony Devassy (DIN 00075226) as a Whole-time Director for a term of 5 (five) years.

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and the provisions of Section 149, 152, 196 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Shri. Porathur Devassy Antony (DIN 0075226) who was appointed at the 23<sup>rd</sup> Annual General meeting as Whole-time Director for a period of five years and who is eligible for re-appointment under the relevant provisions of the Companies Act, 2013, be and is hereby re-appointed as Whole-time Director, not liable to retire by rotation, at a remuneration of Rs.70,000(Rupees Seventy thousand only) per month to hold office for a period of five (5) years from 5<sup>th</sup> June, 2023 to 4<sup>th</sup> June, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Shri. Chungath Cheru William Varghese (DIN 00074708) as Managing Director retiring by Rotation.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to appoint Shri. Chungath Cheru William Varghese (DIN 00074708) as Managing Director, liable to retire by rotation, of the Company for a period of 5 (five) Years for NIL remuneration, with effect from 14<sup>th</sup> November, 2022 to 28<sup>th</sup> September, 2027 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term

## BRD FINANCE LIMITED

shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri.Chungath Cheru William Varghese.

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

### **8. Sell, lease, transfer, assign or otherwise dispose off the Assets of the Company**

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 (Management and Administration) 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, transfer, assign or otherwise dispose 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.”

### **9. To give Loans, provide guarantee or securities**

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 Section 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 only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired

## BRD FINANCE LIMITED

or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“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.”

### 10. . 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. 100/- Crores (Rupees One Hundred 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

**By Order and on behalf of the Board of Directors  
For B R D Finance Limited**

**Sd/-  
Mr. WILLIAM VARGHESE CHUNGATH CHERU  
DIN: 00074708  
Managing Director & Chairman**

**Kunnamkulam  
Date- 26<sup>th</sup> August, 2023**

# BRD FINANCE LIMITED

## NOTES to e- AGM

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) with reference to Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, December 28, 2022 and all other relevant circulars issued from time to time (hereinafter collectively referred to as “Circulars”) allowed companies whose AGMs are due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as “AGM”) will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The deemed venue for the 28th AGM shall be the Registered Office of the Company.
2. Since the AGM will be held through VC, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Therefore, the route map, proxy form and attendance slip are not annexed to this Notice. The dates of book closure shall be from Monday, September 25, 2023 to Saturday, September 30, 2023 (both days inclusive).
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

## DISPATCH OF AGM NOTICE THROUGH ELECTRONIC MODE:

5. On account of threat posed by COVID-19 and in terms of the aforesaid MCA Circulars, the Annual Report and the Notice of AGM are being sent only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered 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 [brdfinance@brdgroup.net](mailto:brdfinance@brdgroup.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)
6. 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.
7. The Notice of Annual General Meeting of the Company is circulated to the Members of the Company will be made available on the Company’s website at [www.brdfinanceltd.com](http://www.brdfinanceltd.com).
8. Members are requested to register their email address to receive all communication and

# BRD FINANCE LIMITED

documents including annual reports to the email address provided by you.

## THE INSTRUCTIONS FOR REMOTE E-VOTING/E-VOTING AND ATTENDING AGM THROUGH VC/OVAM ARE AS UNDER:

### 9. Voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the 28th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).
- b. The facility for e-voting will also be made available during the AGM and the Shareholders attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote through the e-voting system during the AGM. The Shareholders who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

**“Remote e-voting”** means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

- c. The remote e-voting period commences on Thursday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, September 23, 2023 (“the cut-off date”) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d. 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, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- e. 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.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.brdfinanceltd.com](http://www.brdfinanceltd.com). The AGM Notice is 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](http://www.evotingindia.com)
- g. The voting rights of the Shareholders shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. September 23, 2023 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint

## BRD FINANCE LIMITED

holder who is named first in the order of names will be entitled to vote.

- h. The Board of Directors of the Company has appointed Mr. M Vasudevan. (FCS No: 4177 and CP No: 2437), the Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
- i. Members have an option to vote either Remote e-voting (availing the services provided by CDSL) OR by e-voting at the time of AGM. If members have cast their vote through remote e-voting, then they should not cast their vote at the meeting but they can attend meeting. However, if a member has voted through Remote e-voting and has again voted at the meeting, then the voting done through Remote e-voting shall prevail and voting done at the meeting shall be treated as invalid. Members attending meeting through VC/ OAVM who have not already cast their vote by remote e-voting shall be able to exercise their right at the time of AGM.

### A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to Section 108 of the Companies Act, 2013 a Company having more than 1000 Shareholders is required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders resolutions. Login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode CDSL/NSDL is given below;

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	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 <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>



## BRD FINANCE LIMITED

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</p>

## BRD FINANCE LIMITED

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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	Helpdesk 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 022- 23058738 and 22-23058542-43.
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

**Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” module.
- (iii) 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.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form
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## BRD FINANCE LIMITED

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as 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 Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. I 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 the instruction  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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for <BRD FINANCE LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

## BRD FINANCE LIMITED

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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 PANcard), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@skdc-consultants.com](mailto:info@skdc-consultants.com)
2. For Demat shareholders, please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@skdc-consultants.com](mailto:info@skdc-consultants.com)

### Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 favor 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 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; [mvasufcs@gmail.com](mailto:mvasufcs@gmail.com) and to [brdfinance@brdgroup.net](mailto:brdfinance@brdgroup.net) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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](mailto: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 Services (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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

### B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Only those persons who are Members of the Company as on the cut-off date i.e. September 23, 2023 will be able to attend the AGM through VC/OAVM and a person who is

## **BRD FINANCE LIMITED**

not a Member as on the cut-off date should treat this Notice for information purpose only.

2. Members will be able to attend the AGM through VC/ OAVM at the CDSL e-Voting system. Members 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 shareholder/ members login where the EVSN of Company will be displayed.
3. Facility of joining the AGM through VC/OAVM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience
5. For better experience, we recommend that you join the session with high-speed wired internetconnectivity. This prevents Wi-Fi dropouts and speed issues.
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. Members who would like to express their views/ ask questions during the meeting may registerthemselves as a speaker by sending their request in advance clearly mentioning the doubts/ queries/views by email at least 7 days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at [brdfinance@brdgroup.net](mailto:brdfinance@brdgroup.net). Those members who have registered themselves as a speaker will only be allowed to express their doubts/ queries/views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by email [brdfinance@brdgroup.net](mailto:brdfinance@brdgroup.net) at least 7 days prior to meeting stating their name, demat account number/folio number, email ID, mobile number etc. These queries will be replied by the Company suitably by email.

### **C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who are present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) 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.
3. If any votes are cast by the Members through e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM However; they will not be able to vote at the AGM.

### **DECLARATION OF VOTING RESULTS**

1. 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

## **BRD FINANCE LIMITED**

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.

2. The results shall be declared forthwith 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. brdfinanceltd.com](http://www.brdfinanceltd.com), its Notice Board and on the website of CDSL.

By Order and on behalf of the Board of Directors  
**For BRD Finance Limited**

**Sd/-**

**Mr. WILLIAM VARGHESE CHUNGATH CHERU**

**DIN: 00074708**

**Managing Director & Chairman**

Place: Kunnankulam

Date- 26<sup>th</sup> August,2023

# BRD FINANCE LIMITED

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

### Item No.3

Shri. Bahuleyan Raman Nalupurakkal (DIN 00297057) was appointed as Independent Director of the Company w.e.f 25th January 2018 by the Board of Directors. His term came to an end on 24<sup>th</sup> January, 2023 and is eligible for the appointment as an Independent Director. Shri. Bahuleyan Raman Nalupurakkal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The Nomination and Remuneration Committee of the Board recommended and the Board of Directors at their meeting on 16<sup>th</sup> March, 2023 have re-appointed Shri. Bahuleyan Raman Nalupurakkal (DIN 00297057) for a further five year term from 26<sup>th</sup> January, 2023 to 25<sup>th</sup> January, 2028, subject to the approval of the shareholders at the ensuing 28<sup>th</sup> Annual General Meeting of the Company.

Shri. Bahuleyan Raman Nalupurakkal is a Fellow Member (FCS) of the Institute of Company Secretaries of India (ICSI), New Delhi. He has around three decades of experience in senior management positions in Keltron, a Govt of Kerala undertaking as Company Secretary/ Head of HR and in Manappuram finance limited, a premiere NBFC in India headquartered in Thrissur from where he retired as Chief General Manager in November 2016 after almost two decades of association with the Company. He has made important contributions in the initial upbringing of Manappuram Finance Limited including its public issue in the year 1995. He has rich experience in all aspects of management such as finance/accounts/HR /industrial relations and all aspects of management of an NBFC.

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no. 3 of the Notice for re-appointment of Shri. Bahuleyan Raman Nalupurakkal as an Independent Director for a further five year term commencing from 25<sup>th</sup> January, 2023 to 24<sup>th</sup> January, 2028, not liable to retire by rotation. Other than sitting fees and out of pocket expenses being generally paid to all non-executive directors no other remuneration is payable to him.

Except Shri. Bahuleyan Raman Nalupurakkal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

### Item No.4

Shri. Mathew P Jose (DIN: 00542339) was appointed as an Independent Director) of the Company w.e.f 16th May 2018 by the Board of Directors. In terms of Section 149 of the Companies Act 2013, Shri. Mathew P Jose whose term ended on 15<sup>th</sup> May, 2023 and is eligible for the re-appointment as an Independent Director. Shri. Mathew Jose has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The Nomination and Remuneration Committee of the Board recommended and the Board of Directors at their meeting on 9<sup>th</sup> May, 2023 have re-appointed Shri.Mathew P Jose (DIN 00542339) for a further five year term from 16<sup>th</sup> May, 2023 to 15<sup>th</sup> May, 2028, subject to the approval of the shareholders at the ensuing 28<sup>th</sup> Annual General Meeting of the Company.

Shri. Mathew Jose has held administrative and executive positions in Indian Bank, head quartered in Chennai, Tamil Nadu during his career in Banking. In 1995 he was posted to as Chief Executive and Executive Director, IBU International Finance Ltd, a Hongkong based Banking Institution promoted by three Indian Public Sector Banks namely Indian Bank, Bank of Baroda and Union Bank of India.He

## BRD FINANCE LIMITED

returned to India in 1999 and joined Head office. Shri. Mathew Jose took voluntary retirement in 2001 and then onwards working as a financial consultant. He is very active in social organizations like YMCA, Red Cross, Lions and Thrissur Management Association (TMA) affiliated to AIMA and presently acting its CEO and as convener of the TMA Student Chapters.

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no. 4 of the Notice for re-appointment of Shri. Mathew Jose as an Independent Director w.e.from 16<sup>th</sup> May, 2023 to 15<sup>th</sup> May, 2028, not liable to retire by rotation. Other than sitting fees and out of pocket expenses being generally paid to all non-executive directors no other remuneration is payable to him.

Except. Shri. Mathew Jose, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

### Item No.5

Shri. Chungath Cheru Simon (DIN: 00074163) was appointed as Additional Director of the Company w.e.f 14<sup>th</sup> November, 2022 by the Board of Directors. In terms of Section 161(1) of the Companies Act 2013, Shri. Chungath Cheru Simon holds office up to the date of this Annual General Meeting and is eligible for the appointment as a Director. Mr.Chungath Cheru Simon has given a declaration to the Board that he meets the criteria provided under Section 149 and 164 of the Act.

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Shri. Chungath Cheru Simon as an Director, liable to retire by rotation. Shri. Chungath Cheru Simon holds 1,33,725 Equity Shares of the Company as on date of this 28<sup>th</sup> AGM. Other than sitting fees and out of pocket expenses being generally paid to all non-executive directors no other remuneration is payable to Shri. Chungath Cheru Simon.

Except Shri. Chungath Cheru William Varghese being the brother of Shri. Chungath Cheru Simon and Shri. Chungath Cheru Simon, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

### Item No.6

Shri. Porathur Devassy Antony (DIN: 00075226) appointed as an additional Director by the Board in 16th May 2018 and as a whole time Director on 05th June 2018 based on the recommendation of the Nomination and Remuneration Committee. The 23<sup>rd</sup> Annual General Meeting held on 28<sup>th</sup> November, 2018 had regularised his appointment as Whole Time Director for a period of 5(five) years and his term come to an end on 28<sup>th</sup> November, 2023 and is eligible for re-appointment as a Whole-time Director for another term of five years. An ordinary resolution for his appointment as a Whole-time Director is set out in the notice.

Shri. Porathur Devassy Antony (DIN: 00075226) has rich and varied experience in the finance industry. He has been offering his service in the aforesaid areas for past years and the Board wish to retain and avail his considerable expertise in the achievement of objectives of the Company.

Shri. Porathur Devassy Antony satisfies all other conditions set out in the Companies Act 2013 to be appointed as Whole-time Director and he is not disqualified from being appointed as Director in



## BRD FINANCE LIMITED

terms of Section 164 of the Act.

Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in the Item no.7 of the Notice for appointment of Shri. Porathur Devassy Antony as Wholetime Director in the Company. He holds 1252 equity shares of the Company as on date of this 28<sup>th</sup> AGM.

Except Shri. Porathur Devassy Antony being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

### Item No. 7

Shri. Chungath Cheru William Varghese was redesignated as as Managing Director and Key Managerial personnel of the Company on November 14, 2022 consequent to resignation of Shri. Cheruvathoor Kuriappaan Appumon. Being a Director retiring by rotation his term comes to an end on this date of 28<sup>th</sup> Annual General Meeting. Vide item No. 3 he is being re-appointed as a Director retiring by rotation.

The nomination and remuneration committee has recommended for appointment of Shri. Chungath Cheru William Varghese as Managing Director, whose term is subject to retirement by rotation, for a period of 5 years for NIL remuneration, considering his rich and varied experience in the field of finance.

Shri.Chungath Cheru William Varghese satisfies all other conditions set out in Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 to be appointed as Managing Director and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, Your Directors recommend the resolution to be passed as a Ordinary Resolution as set out in the Item no. 8 of the Notice for appointment of Shri.Chungath Cheru William Varghese.

Shri. Chungath Cheru Simon, being the younger brother, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

### Item No.8

The Company presently engaged in the business of selling of financial products.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,transfer, assign or otherwise dispose off 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.

## BRD FINANCE LIMITED

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval sale of assets of the Company including and not limited to fixed immovable assets of the Company. This will enable the Company to come out of certain financial crisis facing 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. 9**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not 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 sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its other group companies or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

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 aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in item No.10 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. 10.**

## **BRD FINANCE LIMITED**

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 upto a sum of Rs.100 crores (Rupees one hundred crores only), subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The management is of the view that the Company may be required to invest surplus funds, if available in its other group Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

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.11 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.