

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Popular Vehicles and Services Limited ("**Company**") will be held on Thursday, 02nd April, 2020 at 10.00 AM at the Registered Office of the Company at Kuttukaran Centre, Mamangalam, Cochin, Ernakulam, Kerala-682025, India to transact the following businesses:

SPECIAL BUSINESS

1. Approval for loans, investments, guarantee or security under section 185 and 186 of Companies act, 2013

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

"RESOLVED THAT pursuant to Sections 185, 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Popular Auto Dealers Private limited, Subsidiary Company upto an aggregate amount of sum not exceeding Rs.25,00,00,000/- (Rupees twenty five crore only) in their absolute discretion deem beneficial and in the best interest of the Company, notwithstanding that the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2) of section 186 of the Companies Act, 2013, by the above mentioned amount, provided that such loans are utilized by the Popular Auto Dealers Private Limited for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR POPULAR VEHICLES AND SERVICES LIMITED**



**VARUN T.V.
(COMPANY SECRETARY)**

**Place: Kochi
Date: 04.03.2020**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE ABOVE RESOLUTION IS ENCLOSED AND FORMS A PART OF THE NOTICE.
3. PURSUANT TO SECTION 20(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 35 OF THE COMPANIES (INCORPORATION) RULES, 2014, AS AMENDED, COMPANIES ARE PERMITTED TO SEND OFFICIAL DOCUMENTS TO THEIR SHAREHOLDERS ELECTRONICALLY.
4. AS PER ARTICLE 99 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TWENTY-ONE (21) DAYS CLEAR NOTICE IS REQUIRED FOR HOLDING GENERAL MEETINGS.

Route Map



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

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the notice.

Item No.1

Popular Auto Dealers Private Limited (PADL) is a Subsidiary of our Company in which Mr. John K. Paul, Managing Director, Mr. Francis K. Paul, Whole Time Director and Mr. Naveen Philip, Director of the Company are directors. Our Company holds around seventy five percentage of the total shareholding in PADL and remaining twenty five percentage of the total shareholding in PADL is held by one of the wholly owned subsidiaries of the Company, Popular Mega Motors (India) Private Limited.

The funding requirements of PADL are met by availing of financial assistance from various financial institutions. The Banks and Financial Institutions are requiring for a Corporate Guarantee from financially strong Holding Company for sanctioning finance facilities to PADL. PADL has requested our Company for extending a corporate guarantee in favour of the Banks/Financial Institutions for enabling them to avail financial facilities.

Approval by way of special resolution is required for a Company to advance loans or give guarantee or provide security in respect of loans to a Company (other than a wholly owned subsidiary) in which Directors are interested, over and above the limits specified under sub-section (2) of 186 of the Companies Act, 2013. Though effectively our Company owns hundred percent of the shares in PADL, there is a lack of clarity as the term “wholly owned subsidiary” is not defined in the Companies Act, 2013. Out of abundant caution, this resolution is proposed for consideration of the members as a special resolution.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of Popular Auto Dealers Private Limited.

The Board of Directors recommend the Special Resolution for approval by the members.

Except for Mr. John K. Paul and Mr. Francis K. Paul and Mr. Naveen Philip none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested in the aforesaid resolution, financially or otherwise.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon.

The special business vide item (1) to be transacted at the meeting of the company does not relate to and affect any other company/entity than those mentioned in the Notice.

Copies of the relevant records and papers are available at the Registered Office of the company for inspection of the members during business hours between 10 am and 5 pm on all working days, except Saturdays and shall also be laid before the meeting.

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR POPULAR VEHICLES AND SERVICES LIMITED**



**VARUN T.V.
(COMPANY SECRETARY)**

**Place: Kochi
Date: 04.03.2020**

ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the Meeting hall)

I, hereby record my presence at the Extraordinary General Meeting of Popular Vehicles and Services Limited held at 10.00 am, on Thursday, 02nd April, 2020 at Kuttukaran Centre, Mamangalam, Cochin-682025.

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address & email ID	
Folio no.	
No. of shares held	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

Signature of member / proxy

**Form No. MGT 11
PROXY FORM**

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

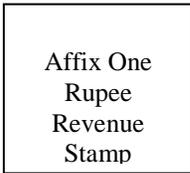
Name, address and email ID of the shareholder(s)	
Folio no.	

I / we, being the member(s) of _____ shares of the above named Company, hereby appoint: name: _____ address: _____ signature: _____
 _____ or _____ failing _____ him;
 name: _____ address: _____ signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company held on Thursday, 02nd April, 2020 at 10.00 a.m. at Registered Office at Kuttukaran Center, Mamangalam, Cochin-682025 or / and at any adjournment thereof, in respect of such Resolutions as indicated below:

Sl. No.	Resolutions	Voted for	Voted against
1	Approval for loans, investments, guarantee or security under section 185 and 186 of the Companies Act, 2013 to Popular Auto Dealers Private Limited		

Signed this ----- day of ----- 2020



Signature of proxy holder(s)

Signature of shareholder

Notes: **(1)** The proxy, to be effective, should be deposited at the Registered Office of the Company not less than **FORTY EIGHT HOURS** before the commencement of the meeting. **(2)** A proxy need not be a member of the Company. **(3)** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members. **(4)** The Form of proxy confers authority to demand or join in demanding a poll. **(5)** The submission by a member of this Form of proxy will not preclude such member from attending in person and voting at the meeting.