

Brakes India Private Limited

Padi, Chennai 600 050

Telephone : (044) 2625 8161, 2652 6000

Fax : (044) 2625 7010, 2625 7844

Email : bitvs@md2.vsnl.net.in

Web : www.brakesindia.com

CIN : U35999TN1962PTC004928

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Sixtieth Annual General Meeting** of the Shareholders of the Company will be held at 9:30 am on **Monday the 8th August 2022**, at No.137, Chamiers Road, Chennai - 600 028 to transact the following business :-

ORDINARY BUSINESS:-

1. To receive and adopt the Audited Financial Statements for the year ended 31st March 2022 and to consider the Reports of the Directors and Auditors thereon.
2. To declare a Dividend for the financial year 2021-22.
3. Appointment of Statutory Auditors and fixation of their Remuneration

To consider and if deemed fit, to pass with or without modifications the following as an **Ordinary Resolution**:

"RESOLVED that pursuant to section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s.Sundaram & Srinivasan, Chartered Accountants, Chennai, having Registration Number.004207S be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting for a term of five consecutive years (i.e) upto the conclusion of the sixty fifth Annual General Meeting of the Company.

FURTHER RESOLVED that the remuneration payable to M/s. Sundaram & Srinivasan., Chartered Accountants towards statutory audit, for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the sixty first Annual General Meeting, as well as future periods shall be determined by the Board of Directors of the Company, excluding tax audit fee, applicable service tax / such other levies/ reimbursement of travelling and out of pocket expenses incurred by them in connection with the Audit."



SPECIAL BUSINESS:-

4. To consider and if deemed fit, to pass with or without modifications the following as an **Ordinary Resolution**:


“RESOLVED that Mr.Sampath Ramesh (DIN: 01646975), be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

5. To consider and if deemed fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.4 Lakhs (Rupees Four Lakhs), excluding applicable taxes / such other levies and reimbursement of expenses incurred in connection with the Cost Audit, payable to M/s. Geeyes & Co., Cost and Management Accountants, having Registration Number 000044, who are appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records in respect of specified products of the Company, for the financial year 2022-23, be and is hereby ratified.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Resolution Nos.4 and 5, are attached.

(By Order of the Board)



T. Narayanan
Vice President & Secretary

Place: Chennai
Date: 28th June 2022

Note:-

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company. The Proxy Form, duly stamped and executed, should reach the Registered Office of the Company not less than two hours before the time fixed for the meeting.

2. The dividend if declared, will be paid to those members whose name appear in the Register of Members as of 8th August 2022.

Encl: Proxy Form

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Resolution No.4

Mr. Sampath Ramesh, aged 64 years, is an Engineer with Business Management Degree. He worked with Engineering Export Promotion Council of India (a sponsored organization by Ministry of Commerce, Government of India) for over 12 years. He also served as the Resident Director for the North Americas stationed in Chicago for over 8 years.

Mr.Sampath Ramesh was appointed as an Additional Director the Company at the Board Meeting held on 10th November 2021 and as per the provisions of Section 161 of the Companies Act 2013, his current term is valid till this Annual General Meeting.

Having regard to his qualification and experience, the Board of Directors, at their meeting held on 13th May 2022, recommended appointment of Mr.Sampath Ramesh as Director of the Company, not liable to retire by rotation, as specified in the resolution, subject to approval of the Shareholders.

Mr.Sampath Ramesh is not holding any shares in the Company. He is currently holding Directorships in M/s. Ross Castings and Innovation USA, Showatech Inc USA, Showa-Arch Metal Pvt Ltd, Showa-Arch UK Ltd and Showa-Arch Inc USA.

Mr.Sampath Ramesh attended all the Board meetings of the Company convened since his date of appointment.

Mr.Sampath Ramesh may be deemed to be interested in this resolution as it relates to his appointment. None of the other directors, key managerial personnel and/or relatives of directors and key managerial personnel are concerned or interested, either financially or otherwise, in the proposed resolution.

The Board of Directors recommend the resolution for the approval of the shareholders.

Resolution No.5

Cost Audit is applicable to the Company for the financial year 2022-23 also, in respect of specified products in terms of notification issued by the Ministry of Corporate Affairs. Hence the Board of Directors, at their meeting held on 15th April 2022 appointed M/s. Geeyes & Co., Cost and Management Accountants, having Registration Number 000044 as Cost Auditors for the financial year 2022-23 with a remuneration of Rs.4 Lakhs (Rupees Four Lakhs), excluding applicable taxes and reimbursement of expenses.

In accordance with the provisions of Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors for the year 2022-23 is required to be ratified by the shareholders of the Company. Hence this resolution is placed before the shareholders for ratification.

None of the directors, key management personnel and relatives of directors and/or key management personnel are concerned or interested in the proposed resolution.

(By Order of the Board)

Place: Chennai
Date: 28th June 2022


T.Narayanan
Vice President & Secretary

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ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Venue of the meeting : No.137, Chamiers Road,
Chennai- 600 028 (Please see overleaf for route map)

Date & Time : 8th August 2022 at 9.30 a.m.

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

Name of the shareholder	
Name of Authorised Representative	
Folio No	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 60th Annual General Meeting of the Company, to be held on 8th August 2022 at 9.30 a.m. at No.137, Chamiers Road, Chennai-600 028

Signature of Shareholder / Authorised Representative/Proxy



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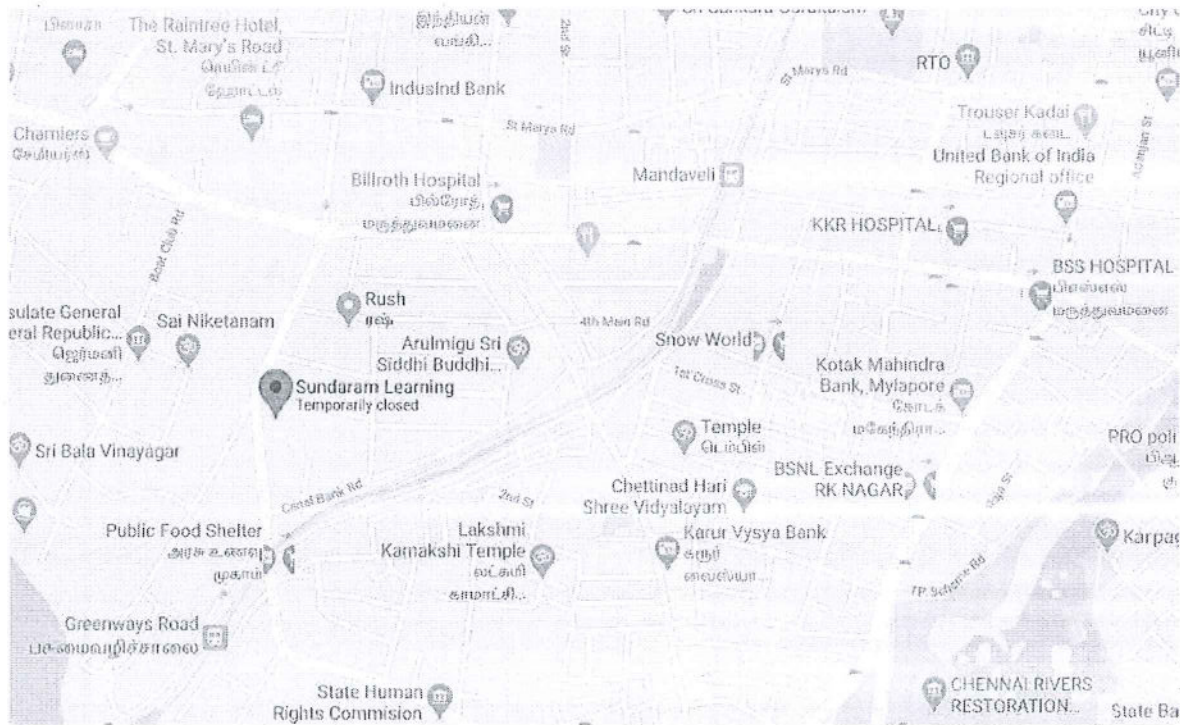
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Brakes India Private Limited- Annual General Meeting (AGM) on 08/08/2022

AGM Venue- Sundaram Learning Building
No.137 Chamiers Road
Chennai- 600 028.

ROUTE MAP



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 : U35999TN1962PTC004928

Name of the Company : BRAKES INDIA PRIVATE LIMITED

Registered Office: No.21, Patullos Road, Chennai-600 002

Name of the member (s) :
Registered address :
Email id :
Folio No. :

I/We, being the member (s) of 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company, to be held on **Monday, the 8th August 2022 at 9.30 a.m. at No.137, Chamiers Road, Chennai 600 028** and at any adjournment thereof in respect of such resolution indicated in the Annual General Meeting Notice.

Signed thisday of2022

Signature of shareholder:

Revenue
Stamp

Signature of Proxy holder(s)

Note: 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 two hours before the commencement of the Meeting.