



Brakes India

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Sixty Second Annual General Meeting** of the Shareholders of the Company will be held at **10:00 am on Monday the 10th June 2024**, 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 2024 and to consider the Reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:-

2. To Consider and deem fit, to pass with or without modifications the following as an Ordinary resolution:

“RESOLVED that Mr Shekar Viswanathan (DIN: 01202587), be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

3. To consider and deem fit, to pass with or without modifications the following as an Ordinary resolution:

“RESOLVED that Mr T S Tirumurti (DIN: 10554766), be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

4. 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 5.50 lakhs (Rupees Five Lakhs Fifty Thousand only) 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 2024-25, be and is hereby ratified.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Resolution No: 2, 3 and 4 is attached.

Place: Chennai
Date: 14th May 2024



(By Order of the Board)


E Pavithra
Company Secretary

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.

Encl: Proxy Form

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Resolution No.2

Mr Shekar Viswanathan (DIN: 01202587), aged 68 years, holds a bachelor's degree in economics and is an associate member of the Institute of Chartered Accountants of India. He also possesses decades of experience in the automotive industry.

At the meeting of the Board of Directors of the company held on 31st July 2023, Mr Shekar Viswanathan was appointed as an Additional Director of the Company to hold office till the conclusion of the Annual General Meeting in accordance with the provisions of the Section 161 of the Companies Act 2013.

Having regard to his qualification and experience, the Board of Directors, at their meeting held on 14th May 2024, recommended appointment of Mr Shekar Viswanathan as Director of the Company, not liable to retire by rotation, as specified in the resolution, subject to approval of the Shareholders.

Mr Shekar Viswanathan is not holding any shares in the Company and is currently holding Directorships in many companies.

Mr Shekar Viswanathan attended all the Board meetings of the Company convened since his date of appointment.

Mr Shekar Viswanathan 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 recommended the resolution for the approval of the Shareholders.

Resolution No.3

Mr. T S Tirumurti (DIN: 10554766), aged 62 years, holds a bachelor's degree in law. He has decades of experience in Indian Foreign Services and has been Secretary to the Government of India in Ministry of External Affairs, New Delhi and was also a former Permanent Representative of India to the United Nations.

At the meeting of the Board of Directors of the company held on 23rd April 2024, Mr T S Tirumurti was appointed as an Additional Director of the Company to hold office till the conclusion of the Annual General Meeting in accordance with the provisions of the Section 161 of the Companies Act 2013.

Having regard to his qualification and experience, the Board of Directors, at their meeting held on 14th May 2024, recommended appointment of Mr. T S Tirumurti as Director of the Company, not liable to retire by rotation, as specified in the resolution, subject to approval of the Shareholders.

Mr. T S Tirumurti does not hold any shares in the Company. He does not hold Directorships in any other companies.

Mr. T S Tirumurti attended all the Board Meetings of the Company convened since his date of appointment.

Mr. T S Tirumurti 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.4

Cost Audit is applicable to the Company for the financial year 2024-25 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 14th May 2024 appointed M/s. Geeyes & Co., Cost and Management Accountants, having Registration Number 000044 as Cost Auditors for the financial year 2024-25 with a remuneration of Rs. 5.50 Lakhs (Rupees Five Lakhs Fifty Thousand only), 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 2024-25 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.

Place: Chennai
Date: 14th May 2024



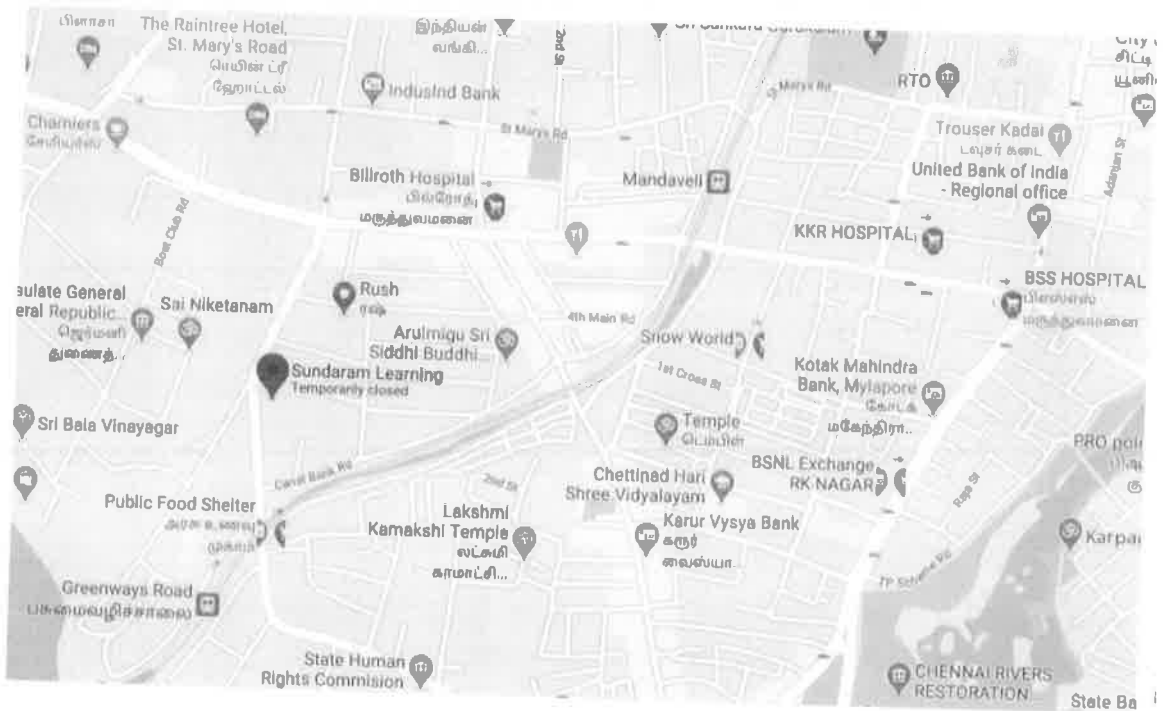
(By Order of the Board)


E Pavithra
Company Secretary

Brakes India Private Limited- Annual General Meeting (AGM) on 10th June 2024

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

ROUTE MAP



ATTENDANCE SLIP

ANNUAL GENERAL MEETING

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

Date & Time : 10TH June 2024 at 10.00 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 62nd Annual General Meeting of the Company, to be held on 10th June 2024 at 10.00 a.m. at No.137, Chamiers Road, Chennai-600 028

Signature of Shareholder / Authorised Representative/Proxy