

## NOTICE

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of Members of Vision Motors Private Limited ("Company") will be held at 2.00 P.M. on Wednesday, 30<sup>th</sup> September, 2020, at the Registered Office of the Company at Kuttukaran Centre, Mamangalam, Ernakulam, Kerala-682025, both through physical mode and through Video Conferencing (VC) adhering to the provisions of MCA Circulars 20/2020 dated 5<sup>th</sup> May, 2020, 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naveen Philip (DIN: 00018827), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To fix remuneration of Statutory Auditors and in this regard 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 142 (1) read with Section 102 (2) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder the Board of Directors of the company be and is hereby authorized to fix the remuneration of M/s PSDY Associates, Chartered Accountants, 2<sup>nd</sup> Floor, 9A, Jawahar Nagar, Kadavanthara-682020, for the period from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, who have been appointed by the Members in the 10<sup>th</sup> Annual General meeting as the Statutory Auditors of the Company for a period of 5 years, pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014."

Note: The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 10<sup>th</sup> Annual General Meeting of the company.

## **SPECIAL BUSINESS**

### **4. Appointment of Mr. Thyparambil Roy Thomas as Director**

To Appoint Mr. Thyparambil Roy Thomas as Director of the Company and in this regard 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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in the force) Mr. Thyparambil Roy Thomas (DIN: 08770664), who was appointed as an Additional Director on 24<sup>th</sup> June, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** Mr. Naveen Philip, Managing Director of the Company, be and is hereby authorized to file necessary returns/forms with the Registrar of Companies, Ernakulam and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**BY ORDER OF THE BOARD OF DIRECTORS OF  
VISION MOTORS PRIVATE LIMITED**

Sd/-

Kochi-25  
Date: 28.08.2020

**NAVEEN PHILIP  
MANAGING DIRECTOR**

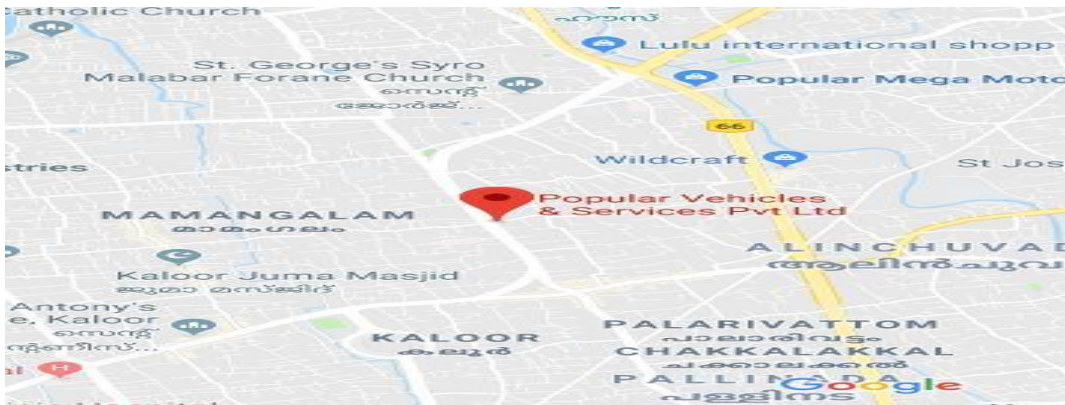
## **NOTES:**

1. MCA vide its circular no. 20/2020 dated 5<sup>th</sup> May, 2020 has directed that Companies may conduct Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) adhering to the provisions as laid down in circular no. 14/2020 dated 8<sup>th</sup> April, 2020 and circular no. 17/2020 dated 13<sup>th</sup> April, 2020.
2. A member entitled to attend and vote at the annual 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. Members who are attending the meeting through video conference shall not be allowed to appoint proxies.
3. A corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
4. Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting. Members holding shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. During the period beginning 6 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
6. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00a.m. To 1:00 p.m. up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.
7. Members are requested to kindly notify the Company of any changes in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.
8. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the above resolutions is enclosed and forms a part of the notice.
9. 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.
10. For members attending through video conferencing, voting shall commence on 30<sup>th</sup> September, 2020. Voting shall be done through email from the Registered e-mail id of the member to the Designated e-mail id provided herein. The Designated e-mail id is [cs@popularv.com](mailto:cs@popularv.com). Members physically attending the meeting may vote at the meeting.
11. Members are allowed to raise queries in advance and at the meeting. Queries in advance shall be e-mailed to [varun.varrier@popularv.com](mailto:varun.varrier@popularv.com) on or before 5 pm on 29<sup>th</sup> September, 2020.
12. Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary business are available at the Registered Office of the Company and electronically for inspection of the members during business hours between 10 am and 5 pm on all working days, except Saturdays.

**INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VIDEO CONFERENCING**

1. The meeting begins at 2.00 p.m. on Wednesday, 30<sup>th</sup> September, 2020. Members of the Company holding shares either in physical form or in dematerialized form can participate the meeting.
2. The members shall be allowed to login to the meeting from 1.45 pm to 2.15 pm.
3. The meeting shall be conducted through Zoom platform. Shareholders are advised to download zoom App on their smartphone or visit <https://zoom.us/j/94186735367?pwd=bGl1UHI3dUJaYW9MRnVoTlVSMElrUT09> website through their browser.
4. The Members are advised log on to the zoom website or log on through the zoom mobile application 15 minutes before meeting.
5. The Members are advised to enter the following login credentials i.e.  
Meeting ID: 941 8673 5367  
Passcode: 7uk19F
6. Any grievances relating to participation in the meeting shall be reported to:  
Ph: 94969147876 Email ID [cor.cs.officer@popularv.com](mailto:cor.cs.officer@popularv.com) .  
This facility shall be available throughout the meeting.

**Route Map**



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

**Item No.4:**

Mr. Thyparambil Roy Thomas, having DIN: 08770664, S/o. Mr. Thyparambil Augustine Thomas, resident of Thaiparambil House, Old Desom Road, Thottakkattukara P.O, Aluva, Uliyannoor, Ernakulam – 683108 was appointed as an Additional Director of the Company by the Board of Directors with effect from 24<sup>th</sup> June, 2020.

In terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder he holds office up to the date of next Annual General Meeting. A notice has been received from a member in

accordance with section 160 of the Act, signifying his intention to propose appointment of Mr. Thyparambil Roy Thomas as a Director. His office is liable to retire by rotation.

The Board of Directors have decided in its meeting dated 28<sup>th</sup> August, 2020 to recommend to members to appoint Mr. Thyparambil Roy Thomas as a Director liable to retire by rotation.

Except Mr. Thyparambil Roy Thomas, none of the Directors or Key Managerial Personnel or their relatives are interested or concerned in respect of the resolution as set out vide item (4) in the notice.

The Board recommends the Ordinary Resolution as set out at item no.4 for approval by the shareholders.

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.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
VISION MOTORS PRIVATE LIMITED**

Sd/-

**Kochi-25  
Date: 28.08.2020**

**NAVEEN PHILIP  
MANAGING DIRECTOR**

**ATTENDANCE SLIP**

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

I, hereby record my presence at the 12<sup>th</sup> Annual General Meeting of Vision Motors Private Limited held at 2.00 pm, on Wednesday, 30<sup>th</sup> September, 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 12<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020 at 2.00 p.m. at Registered Office at Kuttukaran Centre, 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	To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2020		
2	Re-appointment of Mr. Naveen Philip as a Director liable to retire by rotation.		
3	To fix remuneration of Statutory Auditors		
4	To appoint Mr. Thyparambil Roy Thomas as Director		

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

Signature of proxy holder(s)

Signature of shareholder

Affix One Rupee Revenue Stamp
--

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.