

Commercial Vehicle Dealer

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shorter Notice is hereby given that an Extraordinary General Meeting of the Members of M/s. Popular Mega Motors (India) Private Limited ("Company") will be held on Monday, the 25th May 2020 at 11.30 A.M., through Video Conferencing (VC), adhering to the provisions of MCA Circulars 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020 to transact the following businesses:

SPECIAL BUSINESS

1. 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), Section 188(1)(b) 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) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, 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, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the land and building housing the Company's Service Centre at Thiruvananthapuram as described infra to M/s Kuttukaran Homes LLP (LLP Identification No AAF-4941) having registered address at Kuttukaran Centre, Mamangalam, Kochi-25, for a total consideration not exceeding Rs.2,23,00,000/- (Rupees Two Crores Twenty Three Lakhs only):

Sl.No.	Properties	Nature	Extent (in Ares/ Cents)	Description
1.	Thiruvananthapuram Service Centre, Pallichal.	Land	37.03 Ares	Re.Sy. No. 100/4-2 to 4/8 of Pallichal Village, Neyyattinkara Taluk, Balaramapuram Sub District, Thiruvananthapuram District, Kerala together with all rights, appurtenant and improvements made therein.
		Building	12542 sq.ft	Service Centre

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions,



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difficulties or doubts that may arise in regard to sale and transfer of the property or the Undertaking as they may in their absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Board, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, to give effect to the above Resolution.”

2. 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), Section 188(1)(b) 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) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, 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, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the land and building housing the Company’s Sales Showroom at Thiruvananthapuram as described below to M/s Kuttukaran Homes LLP (LLP Identification No AAF-4941) having registered address at Kuttukaran Centre, Mamangalam, Kochi-25 for a total consideration not exceeding Rs 1,91,00,000 (Rupees One Crore Ninety One Lakhs only)

Sl.No.	Property	Nature	Extent (in Ares)	Description
1.	Thiruvananthapuram Sales Showroom, Pallichal.	Land	21.39 Ares	Re.Sy. No. 111/1 of Pallichal Village, Neyyattinkara Taluk, Balaramapuram Sub District, Thiruvananthapuram District, Kerala together with all rights, appurtenant and improvements made therein.
		Building 1	4643 sq.ft	Showroom
		Building 2	2886 sq.ft	Old Building



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“RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the property as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for modifying the resolution passed in this behalf by the Extra Ordinary General Meeting held on 13th February, 2019.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Board, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, to give effect to the above Resolution.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed contract/arrangement/transaction between the Company and M/s. Kuttukaran Homes LLP (a related party) for taking the properties of M/s. Kuttukaran Homes LLP on lease or rent by the Company for its Showroom, Service Centers or any other purpose as the Company may think fit, in its absolute discretion, on the revised terms as briefly mentioned in the explanatory statement to this resolution.”

“RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorised to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

4. 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 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members be and is hereby accorded for entering into contracts or arrangements with related parties as per the details mentioned in the Explanatory



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Statement annexed to the notice, the copy of which is laid before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the property as they may in their absolute discretion deem fit.”

5. 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 Section 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 required, 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, an associate Company, (in which any director is deemed to be interested) upto an aggregate amount of sum not exceeding Rs.15,00,00,000/- (Rupees Fifteen crore only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing Company for its principal business activities.”

“**RESOLVED FURTHER THAT** 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.”

BY THE ORDER OF THE BOARD OF DIRECTORS
FOR POPULAR MEGA MOTORS (INDIA) PRIVATE LIMITED



Place: Kochi
Date: 20.05.2020

NAVEEN PHILIP
(MANAGING DIRECTOR)
(DIN:00018827)



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NOTES:

1. MCA VIDE ITS CIRCULARS NO. 14/2020 DATED 08.04.2020 AND CIRCULAR NO. 17/2020 DATED 13.04.2020 HAS DIRECTED THAT EXTRA-ORDINARY GENERAL MEETING(S) (EGM) WHEREVER UNAVOIDABLE MAY BE HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM).
2. THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS IS NOT ALLOWED FOR MEETING THROUGH VC OR OAVM. HOWEVER, REPRESENTATIVE AS PER SECTION 113 OF THE COMPANIES ACT, 2013 ARE ALLOWED.
3. 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.
4. 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.
5. AS PER ARTICLE 45(iii) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TWENTY-ONE (21) DAYS CLEAR NOTICE IS REQUIRED FOR HOLDING GENERAL MEETINGS.
6. VOTING SHALL COMMENCE ON 25th MAY 2020. VOTING SHALL BE DONE THROUGH EMAIL FROM THE REGISTERED E-MAIL ID OF THE SHAREHOLDER TO THE DESIGNATED E-MAIL ID PROVIDED HEREIN. THE DESIGNATED E-MAIL ID IS cs@pmmil.com.
7. MEMBERS ARE ALLOWED TO RAISE QUERIES IN ADVANCE AND AT THE MEETING. QUERIES IN ADVANCE SHALL BE MAILED TO surya@popularv.com ON OR BEFORE 5 PM ON 24TH MAY, 2020.
8. NOTICE OF THE EGM IS ALSO PLACED ON THE WEBSITE OF THE COMPANY AT <http://www.populartata.com/>.
9. SINCE CONVENING AN EXTRA ORDINARY GENERAL MEETING FOR THE ABOVE PURPOSE IS AN URGENT BUSINESS, REQUEST FOR CONSENTING TO THE SHORTER NOTICE IS ENCLOSED TO THIS NOTICE AS PER THE PROVISIO TO SECTION 101(1) OF THE COMPANIES ACT, 2013 TO CONVENE THE EXTRA ORDINARY GENERAL MEETING AT A SHORTER NOTICE ON 25TH MAY, 2020.



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INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING

1. The meeting begins at 11.30 a.m. on Monday, May 25, 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 11.15 am to 11.45 am.
3. The meeting shall be conducted through Zoom platform. Shareholders are advised to download zoom App on their smartphone or visit <https://zoom.us/> website through their browser.
4. The Members are advised log on to the website or log on through the mobile app 15 minute before meeting.
5. The Members are advised to enter the following login credentials i.e., meeting ID 991 2612 7303, password: 5yLXTm
6. Any grievances relating to participation in the meeting shall be addressed to:
Ebin Varghese, Sr. Officer Compliance – Popular Mega Motors India Pvt Ltd
Ph: 8086395536. Email ID cs@pmmil.com .
This facility shall be available throughout the meeting.



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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 & 2.

Shareholders had in their Extra Ordinary General Meeting held on 13th February, 2019 granted approval by way of special resolution the transfer of the Pallichal Properties of the Company housing the Sales Showroom and Service Centre to M/s Kuttukaran Homes LLP (LLP Identification No AAF-4941) having registered address at Kuttukaran Centre, Mamangalam, Kochi-25 (hereinafter referred to as LLP).

As there was delay in the securing of financial facilities by the LLP towards this purchase, the execution of the transactions got delayed. Further the premises being operational for the intermittent period requiring minor improvements by the Company which marginally increased the book value. Also LLP agreed to purchase of the old building having an extent of 2886 square feet remaining in the premises having book value of Rs.15.02 lakhs for Rs.30 lakhs. The LLP has agreed to all the requirements of the Company and accordingly the changes are made. Considering the above inclusion of the value of old building and minor improvements to the existing building, the building consideration value is revised upward to Rs.34 lakhs making the total consideration to Rs.4,14,00,000/- from the previous approval of Rs.3,80,00,000/- in the Extra Ordinary General Meeting held on 13th February, 2019.

Further a variation in the extent area of sales showroom on the actual measurement is corrected at 4643 square feet instead of 4457 square feet mentioned in the earlier resolution.

The Special Resolutions had explicitly empowered to the Board to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the property as they may in their absolute discretion deem fit. However, for the sake of better corporate governance, your Board proposes to seek approval of the members. Hence the resolution.

The Board recommends the resolution set forth vide item no. (1) and (2) in the notice for approval of shareholders as a Special Resolution.

The operations at these premises shall not be affected as the Company shall enter into lease transactions with the related entity for the said properties and utilize the same. The consideration for sale of land is arrived at on arm's length basis based on valuation report of two registered valuers. The highest value arrived is accepted. The consideration for sale of building is based on the highest value arrived either of the book value of the building as on 30th April, 2020 (rounded off in lakhs) or the valuation by the Chartered Engineer under section 28 of the Kerala Stamp Act, 1959.



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All directors are deemed to be interested in the proposed transaction incapacitating the Board to take a decision. Further as per Rule 15(3) of Companies (Meeting of Board and its Powers) Rules, 2014, for the purpose of first proviso to subsection (1) of section 188, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contracts or arrangements with respect to selling or otherwise disposing of property of any kind amounting to ten percent or more of net worth of the company or rupees one hundred crore, whichever is lower.

Accordingly the Board of Directors at its meeting held on 18th May 2020 decided to submit the matter for consideration of the members of the Company.

The following disclosure(s) for acquisition of properties from the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

(i)	Name of the Related Party	Kuttukaran Homes LLP
(ii)	Nature of Relationship	Mr.Naveen Philip is interested as Designated partner Kuttukaran Homes LLP. Mrs. Malini Eapen, Mrs.Susan Francis and Mrs. Shalet John, directors of the company are interested since their -respective spouse are designated partners of Kuttukaran Homes LLP.
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement and Material terms, monetary value and particulars of the contract or arrangement	The transaction being in the nature of sale of immovable property.
(iv)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	NIL
(v)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	Price of land is arrived on the basis valuation report obtained from two valuers. Company accepted the highest valuation arrived. Price of Building is arrived on the basis of book value as on 30 th April, 2020 or the valuation



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		certificate given by Chartered Engineer under section 28 of the Kerala Stamp Act, 1959. The highest value is accepted.
(vi)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
(vii)	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

The valuation reports and other relevant records are available for inspection at the Registered Office of the Company on all working days except on Saturdays, during business hours and also will be available at the website of the Company.

Item No.3

Shareholders of the Company have accorded approval by way of ordinary resolution in their Extra Ordinary General Meeting held on 13th February, 2019 and subsequently at the Annual General Meeting held on 24th September 2019 for availing on lease the properties housing Thiruvananthapuram, Pallichal Showroom and Thiruvananthapuram Pallichal Service Centre from M/s. Kuttukaran Homes LLP (KHL) (LLP Identification No AAF-4941) having registered address at Kuttukaran Centre, Mamangalam, Kochi-25, an entity in which directors/promoters are interested.

The approved sale of properties to M/s. Kuttukaran Homes LLP and thereafter entering into agreement for availing the said properties on lease by our Company are under process and is expected to be completed towards the First half of the Financial Year 2020-21.

Further a variation in the extent area of sales showroom on the actual measurement is corrected at 4643 square feet instead of 4457 square feet mentioned in the earlier resolution.

As the Board has decided to again seek approval of members as mentioned in the Item 1 & Item 2 above, the approval of the members are sought for availing on lease the said properties.



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These modifications necessitate changes to the approval for leasing already granted in the EGM dated 13th February, 2019 and at the AGM dated 24th September 2019. The details of the revised terms of the lease is provided infra.

All directors are deemed to be interested in the proposed transaction incapacitating the Board to take a decision.

Further as per Rule 15 (3) of Companies (Meeting of Board and its Powers) Rules, 2014, for the purpose of first proviso to subsection (1) of section 188, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contracts or arrangements with respect to selling or otherwise disposing of property of any kind amounting to ten percent or more of net worth of the company or rupees one hundred crore, whichever is lower.

Accordingly the Board of Directors at its meeting held on 18th May, 2020 decided to submit the matter for consideration of the members of the Company.

The following disclosure(s) for entering into lease transactions with related parties is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

(i)	Name of the Related Party	Kuttukaran Homes LLP
(ii)	Nature of Relationship	Mr. Naveen Philip, Managing Director is the designated partner of Related Party. Relatives of Directors Ms.Susan Francis, Ms.Shalet John and Ms.Malini Eapen are designated partners
(iii)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement and Material terms, monetary value and particulars of the contract or arrangement	Nature of Contract: Lease Material terms, monetary value and particulars: As per below enclosed Annexure.
(iv)	Any Advance Paid Or Received For The Contract Or Arrangement, If Any	The interest free refundable security deposit shall be payable in advance on entering into a Memorandum of Understanding with Kuttukaran Homes LLP.
(v)	The Manner of determining the pricing and other commercial terms, both included as part of contract and	Total Consideration be fixed on arm's length basis and on such terms and conditions as may be deemed fit by



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	not considered as part of the contract.	the Board in the best interest of the Company.
(vi)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
(vii)	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

ANNEXURE

Commercial Terms & Conditions forming integral part of the Commercial Rent Agreement between M/s. Kuttukaran Homes LLP and Popular Mega Motors (India) Private Limited as approved in the Extra Ordinary General Meeting held on 13th February, 2019 is as follows: :

Sl. No	Item	Thiruvananthapuram	
		Sales Showroom	Service Centre
1.	Address of the premises	Pallichal	Pallichal
2.	Aggregate Plinth area	Building No.1 4643 sq.ft.,	12542 sq.ft.
3.	Duration of the agreement	10 Years	10 Years
4.	Rent Commencement date	From the date as may be agreed to by Kuttukaran Homes LLP.	From the date as may be agreed to by Kuttukaran Homes LLP.
5.	Initial Monthly Rent upto 31 st March, 2020	Rs. 1,00,000	Rs. 1,50,000
6.	Monthly Rent from 01 st	Rs.1,15,000	Rs.172,500



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	April, 2020		
7.	Escalation	i) 15% hike in rental in every 3 years from 01 st April, 2020 ii) Quantum increase of 15% on rent after 6 years over and above regular increase in every 3 years	i) 15% hike in rental in every 3 years from 01 st April, 2020 ii) Quantum increase of 15% on rent after 6 years over and above regular increase in every 3 years
8.	Interest free refundable security deposit	6,00,000/-	Rs.9,00,000/-

There is no changes proposed to the commercial terms and conditions, except that, since the first tranche period of initial monthly rent as provided in the “point 5” above has expired; the rent shall be as provided in the “point 6” above from the date agreed to between the parties.

The Board of Directors Recommend the Resolution as set out vide item (3) in the Notice for approval by the members.

Except the promoters/ Directors, none of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item no.(3) of the Notice.

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 (3) to be transacted at the meeting of the Company does not relate to and affect any other Company/entity than those mentioned herein.

Copies of relevant records 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 available on company’s website.

Item No.4

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members is required by way of Ordinary Resolution for entering into any contract or arrangement with related party if such transactions are not entered in the ordinary course of business and/or are not at arm's length basis.



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Sl No	Name of the related party	Nature of relationship	Name of the director or key managerial personnel who is related, if any and nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed Resolution.
1	Popular Vehicles and Services Limited	Holding Company	Naveen Philip – Share Holder/Director	Purchase of goods: Transactions up to Rs. 75.00 Lacs	----
				Sale of goods: Transactions up to Rs. 100.00 Lacs	
				Purchase of fixed assets: Transactions up to Rs. 125.00 Lacs	
			Susan Francis- Share Holder	Sale of fixed assets: Transactions up to Rs. 100.00 Lacs	
				Payment of Rent: Transactions up to Rs. 15.00 Lacs	
				Availing/rendering of services: Transactions up to Rs. 125.00 Lacs	
2	Vision Motors Private Limited	Subsidiary	Naveen Philip - Managing Director	Purchase of goods: Transactions up to Rs. 75.00 Lacs	----
				Sale of goods: Transactions up to Rs. 75.00 Lacs	
				Purchase of fixed assets: Transactions up to Rs. 250.00 Lacs	



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			Malini Eapen - Director	Sale of fixed assets: Transactions up to Rs. 200.00 Lacs	
				Receipt of Rent: Transactions up to Rs. 12.50 Lacs	
				Availing/rendering of services: Transactions up to Rs. 50.00 Lacs	
3	Kuttukaran Trading Ventures	Entities in which KMP has significant influence	Susan Francis- Partner	Purchase of goods: Transactions up to Rs. 200.00 Lacs	
				Sale of goods: Transactions up to Rs. 175.00 Lacs	
			Shalet John - Partner	Purchase of fixed assets: Transactions up to Rs. 75.00 Lacs	
				Sale of fixed assets: Transactions up to Rs. 50.00 Lacs	----
				Availing/rendering of services: Transactions up to Rs. 50.00 Lacs	
4	Popular Auto Dealers Private Limited	Associate	Naveen Philip - Managing Director	Purchase of goods: Transactions up to Rs. 120.00 Lacs	
				Sale of goods: Transactions up to Rs. 100.00 Lacs	----
				Purchase of fixed assets: Transactions up to Rs. 75.00 Lacs	
				Sale of fixed assets: Transactions up to Rs. 100.00 Lacs	



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				Availing of services: Transactions up to Rs. 100.00 Lacs	
5	Popular Autoworks Private Limited	Entities in which KMP has significant influence	Naveen Philip - Director	<div>Purchase of goods: Transactions up to Rs. 100.00 Lacs</div> <div>Sale of goods: Transactions up to Rs. 75.00 Lacs</div> <div>Purchase of fixed assets: Transactions up to Rs. 250.00 Lacs</div> <div>Sale of fixed assets: Transactions up to Rs. 100.00 Lacs</div> <div>Availing/rendering of services: Transactions up to Rs. 75.00 Lacs</div>	----
6	Popular Infotech Private Limited	Entities in which KMP has significant influence	Naveen Philip - Director	<div>Receipt of Rent: Transactions up to Rs. 10.00 Lacs</div> <div>Purchase of Intangible Asset: Transactions up to Rs. 50.00 Lacs</div>	----
7	Keracon Equipments Private Limited	Entities in which KMP has significant influence	Naveen Philip - Managing Director	<div>Purchase of fixed assets: Transactions up to Rs. 30.00 Lacs</div> <div>Sale of fixed assets: Transactions up to Rs. 50.00 Lacs</div> <div>Availing/rendering of services: Transactions up to Rs. 10.00 Lacs</div>	----
8	Naveen Philip (Managing Director)	Key Managerial Personnel		Payment of Rent: Transactions up to Rs.30.00 Lacs	----



Trinity Towers, Chathangattu Road, Palarivattom - 682 025 Kerala
 Tel: 0484 - 4077555 E-mail: ho@pmmil.com URL: www.populartata.com
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 Corporate Office: Trinity Towers, Chattangattu Road, Palarivattom, Kochi - 682 025 Tel: 0484 4077555

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9	Leela Philip	Relative of Key Managerial Personnel		Payment of Rent: Transactions up to Rs. 10.00 Lacs	----
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The Company requires shareholders' approval through ordinary resolution for all material related party transactions pertaining to sale, purchase or supply of any goods or materials, appointment of any agent for the said purposes and leasing of properties of any kind. Transactions to be considered as material if such transactions entered/to be entered during the year taken together exceed 10% of annual turnover or Net worth of the Company, as the case may be. The materiality nature of related party transactions being entered by the Company mandates it to seek members' approval for such transactions.

The Board recommends the Ordinary Resolution set out at Item No. (4) for approval by the shareholders.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

Note: All Directors and Members of the Company are interested in the above Ordinary Resolution

Copies of the Memorandum and Articles of Association of the company and other relevant records 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 available on company's website.

Item No. 5

Popular Auto Dealers Private Limited is a company wherein your Company holds 24.5% equity share capital. The balance 75.5% equity share capital is held by our holding Company Popular Vehicles and Services Limited.

The Company is currently in the phase of growth by itself and through its subsidiaries and associates for which there is an ongoing requirement for funds, loans by the subsidiaries and associates. In order to meet these funding requirements and ensure necessary compliances of the provisions of the Act, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to associate viz, Popular Auto Dealers Private Limited upto an aggregate amount of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

As per Section 185 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 by way of special resolution is required to advance any loan



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including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken.

The Directors recommend the Item No.5 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 3 of the accompanying notice to the extent of their respective shareholding in the Company.

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 (5) to be transacted at the meeting of the Company does not relate to and affect any other Company/entity than those mentioned herein.

Copies of relevant records 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 available on company's website.

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR POPULAR MEGA MOTORS (INDIA) PRIVATE LIMITED**



Place: Kochi
Date: 20.05.2020

NAVEEN PHILIP
(MANAGING DIRECTOR)
(DIN:00018827)



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Format of Short Notice Consent
THE COMPANIES ACT, 2013
Consent by the Shareholder for shorter notice
[Pursuant to Section 101 (1)]

To,

POPULAR MEGA MOTORS (INDIA) PRIVATE LIMITED

Regd. Office: Kuttukaran Centre, Mamangalam,

Cochin, Ernakulam,

KL- 682 025.

I,hereby give consent, pursuant to
Section 101 (1) of the Companies Act, 2013 and Article 45(iii) of the Articles of Association of
the Company f to hold an Extra Ordinary General Meeting on 25th May, 2020 at a shorter notice.

Thanking You.

Yours faithfully,

Name of the shareholder

Place:

Date