

MAL/SEC/BSE/AGM/18-19

August 30, 2019

To,  
Bombay Stock Exchange Limited  
PJ Towers, Dalal Street, 5<sup>th</sup> floor,  
Mumbai-400001

**Subject: Intimation for**

1. **Annual General Meeting**
2. **Cut-off date for e-voting**
3. **E-Voting**
4. **Closure of Registers of members & Share transfer books of the company**

**Ref: Scrip Code 500267**

Sir's

We wish to inform you that

1. 46<sup>th</sup> Annual General Meeting (AGM) of Majestic Auto Limited will be held on Saturday, September 28, 2019 at 11.00 a.m. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce & Industry, PHD House, Opposite Asian Games Village, New Delhi-110016. Copy of notice convening meeting is attached for your reference.
2. The Cut-Off date for reckoning voting rights of shareholders/ beneficial owners for the purpose of e-voting at the AGM shall be Friday, September 20, 2019.
3. The Company is providing it shareholders a facility to exercise their right to vote at 46<sup>th</sup> annual general meeting by e-voting. The e-voting period will commence at 9:00AM. on Wednesday, September 25, 2019 and end at 05:00 P.M. on Friday, September 27, 2019.
4. Further, in pursuance to the requirement of Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and Share Transfer Book will remain closed from Saturday, 21<sup>st</sup> September 2019 to Saturday, 28<sup>th</sup> September, 2019 (inclusive of both the days) for the purpose of annual general meeting.

This is for your kind information and records please.

Thanking You.

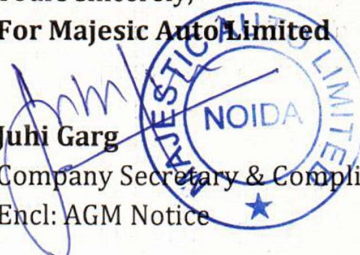
Yours sincerely,

**For Majestic Auto Limited**

**Juhi Garg**

Company Secretary & Compliance Officer

Encl: AGM Notice



## **NOTICE OF 46<sup>th</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 46<sup>th</sup> Annual General Meeting of the members of Majestic Auto Limited will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 11.00 A.M. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business:-

### **ORDINARY BUSINESS:**

**Item no. 1: To receive, consider, approve and adopt Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the Report of Board of Directors and Auditors' thereon:**

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

**"RESOLVED THAT** Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 along with Directors' Report, Independent Auditors' Report thereon be and are hereby received, considered, approved and adopted."

**Item no. 2: To appoint Ms. Aashima Munjal (DIN: 00050716), who retires by rotation and being eligible, offers herself for re-appointment as a Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Aashima Munjal (DIN: 00050716), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

### **SPECIAL BUSINESS:**

**Item No. 3: To appoint Mr. Sham Lal Mohan (DIN: 00028126) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof, for the time being in force), Mr. Sham Lal Mohan (DIN: 00028126), who was appointed as Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from April 18, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from April 18, 2019 and to continue his office as an Independent Director even after attainment of the age of 75 years during his term of appointment."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

**Item No. 4: To appoint Mr. Anil Kumar Sharma (DIN No. 01157106) as an Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof, for the time being in force), Mr. Anil Kumar Sharma (DIN No. 01157106), who was appointed as Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from August 12, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from August 12, 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**Item No. 5: To give consent for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to 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 officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 500 Crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Place :** Noida

**Date :** 12.08.2019

**Regd. Office :** Majestic Auto Limited,  
10 Southern Avenue, First Floor, Maharani Bagh,  
New Delhi-110065

**Email:** grievance@majesticauto.in,

**Website:** www.majesticauto.in

**CIN:** L35911DL1973PLC353132

**Phone No.**0120-4348907, **Fax No.** 0161-2672790

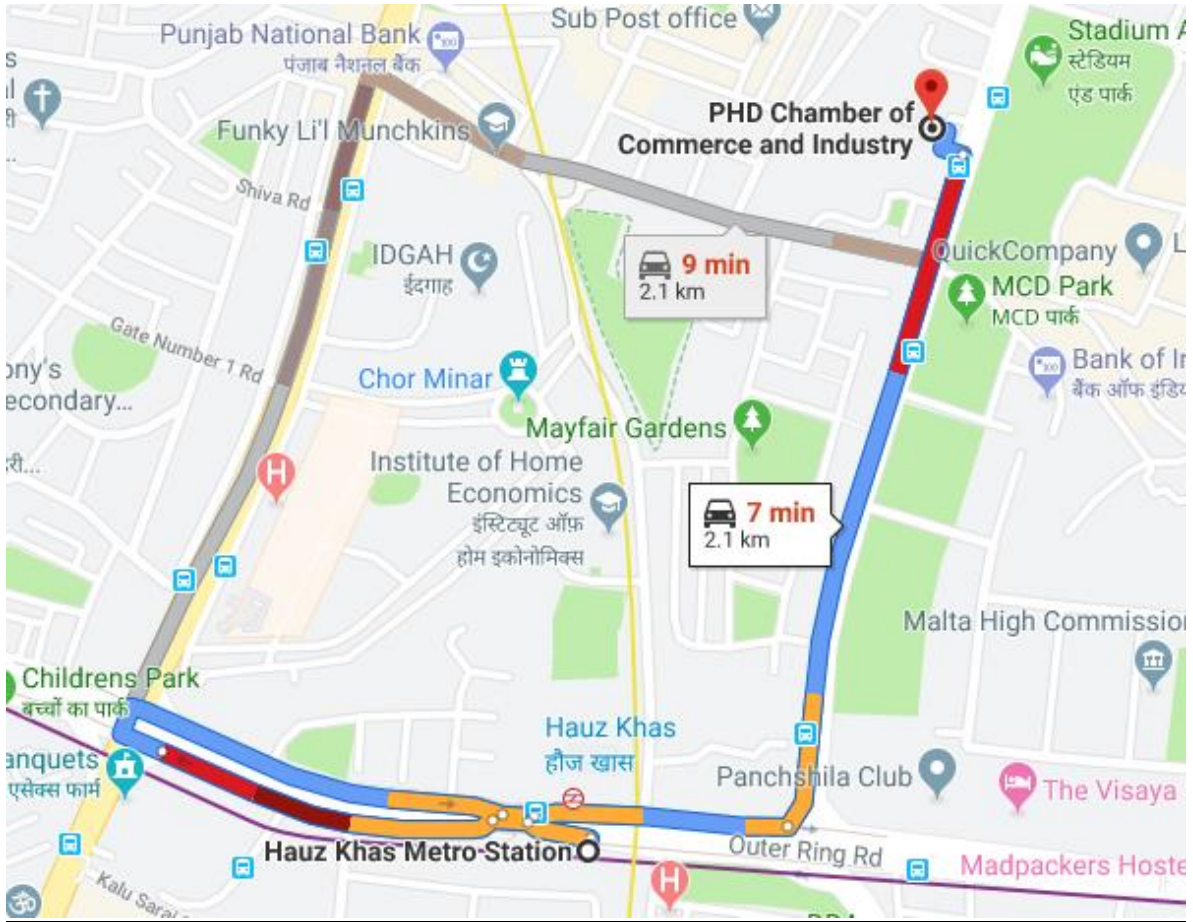
**By Order of the Board of Directors  
For Majestic Auto Limited**

Sd/-

**Juhi Garg**

Company Secretary

**ROUTE MAP**



**NOTES**

**1. A 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.**

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution or power of attorney authorizing their representative to attend and vote on their behalf at the meeting.

3. Pursuant to Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Shares Transfer Books of the Company will remain closed from 21.09.2019 to 28.09.2019 (both days inclusive).

4. The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 3, 4 & 5 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed hereto.

5. Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios, if any.

6. Members are requested to bring their copy of the Annual Report along with them in the Annual General Meeting.

7. Members attending the meeting are requested to complete the enclosed Attendance slip and deliver the same at the entrance of the meeting hall. Members are also advised to carry latest valid photo ID proof in original for verification, if required.

8. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

10. The Company has designated an exclusive e-mail ID namely: [grievance@majesticauto.in](mailto:grievance@majesticauto.in) for receiving and addressing investors' grievances.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

12. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all documents referred to in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company during the business hours between 2.00 PM and 4.00 PM on all working days of the Company up to the date of the Annual General Meeting and will also be available for inspection at the venue of the Meeting.

13. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any members has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by permitted mode.

14. Members are requested to register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email. The Annual Report along with Notice of AGM for financial year 2018-19 will also be available on the Company's website [www.majesticauto.in](http://www.majesticauto.in).

15. Members of the Company who have registered their email address are also entitled to receive such communication in physical form upon making a request for the same by any, permissible mode, free of cost. For any communication, the members may also send requests to company's investor email id: [grievance@majesticauto.in](mailto:grievance@majesticauto.in)

16. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non-members and children.

17. Members are requested to send their queries, if any, at least seven (7) days in advance of the meeting so that the information can be made available at the meeting.

18. Route map and details of prominent land mark of the venue of meeting is enclosed.

#### **VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company will provide e-voting facility to the members. All business to be transacted at the forthcoming Annual General Meeting can be transacted through the electronic voting system provided by Central Depository Services (India) Limited (CDSL).

2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

3. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, 23.08.2019.

4. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

5. The Company has appointed Mr. Nitin Bhatia, Practicing Company Secretary, as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

6. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least

two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.majesticauto.in](http://www.majesticauto.in) and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

8. The voting period begins on 9.00 a.m. (IST) on 25.09.2019, and ends on 5.00 p.m. (IST) on 27.09.2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 20.09.2019, may obtain the login ID and password by sending a request at [grievance@majesticauto.in](mailto:grievance@majesticauto.in).

#### Instructions for Voting through electronic mode

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter folio number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Client ID/Folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy

	format.
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using **CDSL’s mobile app m-Voting** available for all mobile users. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same



(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or you may also contact CDSL on Toll Free 1800-200-5533 (10.00 am to 6.15 pm Monday – Friday and 10.00 am to 2.00 pm on Saturday).

#### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence No.)	USER ID	PASSWORD
190824015	16 Digit Demat Account No./ Folio No. of Member holding shares in physical form	As per e-voting Instructions

Details of persons seeking appointment/re-appointment as required to be given as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and applicable Secretarial Standards are given herein below:

Particulars	Ms. Aashima Munjal	Mr. Sham Lal Mohan	Mr. Anil Kumar Sharma
Age and date of birth	38 Years, June 02, 1981	74 Years, February 10, 1945	65 Years, June 29, 1954
Qualifications	Master of Science in Engineering Degree and Bachelors in Computer Science from John Hopkins University, USA	-B.Sc Engineering (Mechanical) Punjab Engineering College, Chandigarh. -AIII (General), Insurance Institute of India, Mumbai	-B. Tech from Punjab Agriculture University, Ludhiana -MBA from department of Business, Punjab Agriculture University, Ludhiana
Experience (including expertise in specific functional area)/Brief Resume	Ms. Ashima Munjal joined the Company on August 14, 2010 as Director of the Company. Previously she has worked with the centre for networking and Distributed Systems at John Hopkins University, Unisys Corporation and the Veteran Health Administration in the United States of America. She carries vast experience in Real Estate, Office Space Leasing and Facility business.	Mr. S.L. Mohan is presently Director on the Board of Many Companies and has acted as Sole Arbitrator, Presiding Arbitrator and Co-Arbitrator in a number of Arbitration cases related to Insurance/Reinsurance. During the period from November, 2008 to October, 2011 he acted as Secretary General of General Insurance Council. He has also acted as member of various committees setup by FICCI and CII in respect to various insurance reforms.	Mr. Anil Kumar Sharma is presently President & CEO of Winsome Textile Industries Limited, he joined Vardhman Group as management trainee in year 1979 and after serving vardhman group for 6 years in various positions and rising upto the level of sales head he joined winsome textile as Marketing Manager in year 1985. He was awarded best alumni award for year 1995 and LMA- Dayanand Munjal Manager of the Year Award

			for the year 1996
Date of first appointment on the Board	August 14, 2010	April 18, 2019	August 12, 2019
Shareholding in the Company as on March 31, 2019	NIL	NIL	Nil
Relationship with other Directors/Key Managerial Personnel	She is daughter of Mr. Mahesh Munjal, Managing Director of the Company and sister of Mr. Aayush Munjal, Whole time Director of the Company.	None	None
Number of meetings of the Board attended during the year	Details are given in Corporate Governance Report	N.A.	N.A.
Directorships of other Boards as on March 31, 2019	Details given in Corporate Governance Report	<ul style="list-style-type: none"> <li>- Arcotech Limited</li> <li>- Jaiprakash Power Ventures Limited</li> <li>- Jaypee Fertilizers &amp; Industries Limited</li> <li>- Himalyan Expressway Limited</li> <li>-Religare Health Insurance Company limited</li> <li>- Jaypee Healthcare Limited</li> </ul>	<ul style="list-style-type: none"> <li>-Kailashpati Vinimay Private Limited</li> <li>-Winsome Textile Industries Limited (CEO)</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Details are given in Corporate Governance Report	<u>Chairman of Audit Committee</u> <ul style="list-style-type: none"> <li>- Jaypee Fertilizers &amp; Industries Limited</li> <li>- Himalyan Expressway Limited</li> <li>- Jaypee Healthcare Limited</li> </ul> <u>Member of Audit Committee</u> <ul style="list-style-type: none"> <li>Religare Health Insurance Company limited</li> </ul>	Nil

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Based on the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company at their meeting held on April 18, 2019 appointed Mr. Sham Lal Mohan as Additional Director (Independent) with immediate effect pursuant to Section 161 of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and Articles of Association of the Company. Hence, they will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Further, the Company has received declaration from Mr. Sham Lal Mohan that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. Mr. Sham Lal Mohan is independent of the management and possesses appropriate skills, experience and knowledge and he does not hold any shares of the Company in his name. He is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that their association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the approval of the members is sought for appointment of Mr. Sham Lal Mohan as an Independent Director of the Company for 5 (five) consecutive years w.e.f. April 18, 2019.

Further, pursuant to Regulation 17(1A) of SEBI Listing Regulations, a company can appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years only with the approval of the shareholders through a special resolution. Mr. Sham Lal Mohan would attain the age of 75 years during his term of appointment. Hence, the approval of the shareholders is sought for appointment of Mr. Sham Lal Mohan as an Independent Director for a term of five years and for continuation of office of a Director after the attainment of 75 years as well by way of Special Resolution.

Save and except Mr. Sham Lal Mohan, none of the other Director/Key Managerial Personnel is concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

**ITEM NO. 4**

Based on the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company at their meeting held on August 12, 2019 appointed Mr. Anil Kumar Sharma as Additional Director (Independent) with immediate effect pursuant to Section 161 of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and Articles of Association of the Company. Hence, they will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Further, the Company has received declaration from Mr. Anil Kumar Sharma that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. Mr. Anil Kumar Sharma is independent of the management and possesses appropriate skills, experience and knowledge and he does not hold any shares of the Company in his name. He is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that their association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the approval of the members is sought for appointment of Mr. Anil Kumar Sharma as an Independent Director of the Company for 5 (five) consecutive years w.e.f. August 12, 2019.

Save and except Mr. Anil Kumar Sharma, none of the other Director/Key Managerial Personnel is concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

#### **ITEM NO. 5**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. As per the latest audited Balance Sheet of the Company as on 31st March 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to 124.06 Crores while one hundred per cent of its free reserves and securities premium account amounts to 196.37 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is approximately 196.37 Crores. As on 31st March 2019, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to 129.88 Cr. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.5 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**MAJESTIC AUTO LIMITED**

Registered Office: 10 Southern Avenue, First Floor, Maharani Bagh, New Delhi-110065

**ATTENDANCE SLIP**

(Please complete this Attendance Slip and hand it over at entrance of the Meeting Hall)

I/We hereby record my/our presence at the Annual General Meeting being held on Saturday the 28th day of September, 2019 at 11.00 A.M. at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016

Name of the Shareholder/Proxy \_\_\_\_\_ Folio No. \_\_\_\_\_

Address \_\_\_\_\_

No. of Shares Held \_\_\_\_\_

Signature of Shareholder / Proxy\*

\*Strike out whichever is not applicable

**MAJESTIC AUTO LIMITED**

Registered Office: 10 Southern Avenue, First Floor, Maharani Bagh, New Delhi-110065

**Form No. MGT-11**

**Proxy form**

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

Name of the member(s):

Registered Address:

Email Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of..... Shares of Majestic Auto Limited, hereby appoint:

- 1. Name : .....
- 2. Address : .....
- 3. E-mail Id : .....
- 4. Signature :..... or failing him
- 1. Name : .....
- 2. Address : .....
- 3. E-mail Id : .....
- 4. Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46<sup>th</sup> Annual general meeting of the company, to be held on the 28<sup>th</sup> day of September, 2019 at 11.00 a.m. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1 ..... 3.....
- 2 ..... 4.....
- 5.....



Signed this..... day of ..... 2019

Signature of shareholder

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 48 hours before the commencement of the Meeting.**