

MAL/SECTT/BSE/
Date: 03.09.2016



Mr. Bhushan Mokashi
CRD - DCS
Bombay Stock Exchange Limited
Phiroze Jee Jee Bhoy Tower,
5th Floor, Dalal Street,
Mumbai-400 001



SUB: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

We wish to inform you that the 43rd Annual General Meeting (AGM) of shareholders of the Company will be held on Friday, September 30, 2016 at 11.00 a.m. at the premises of Mohini Resorts, Near Sector-32, Chandigarh Road, Ludhiana-141010. Copy of notice convening meeting and annual report for the financial year 2015-16 are attached for your reference. The Company is providing it shareholders a facility to exercise their right to vote at 43rd annual general meeting by remote e-voting. The e-voting period will commence at 9:00A.M. on September 27, 2016 and end at 05:00 P.M. on September 29, 2016. The **Cut-Off date** for reckoning voting rights of shareholders/ beneficial owners for the purpose of e-voting at the AGM shall be September 22, 2016.

Thanking you,

Yours Faithfully,
For Majestic Auto Limited



(Rahul Tiwari)
Company Secretary

CIN-L35911PB1973PLC003264

Regd. Office : C-48, Focal Point,
Ludhiana:141 010, Punjab, India,
Tel: +91 161 2670233-37, Fax: +91 161 2672790,
E-mail: info@majesticauto.in, www.majesticauto.in
An ISO/TS 16949: 2009, ISO 9001/2000 & ISO 14001: 2004. Company

MAJESTIC AUTO LIMITED

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the members of Majestic Auto Limited will be held on Friday, the 30th Day of September, 2016 at 11.00 a.m. at the premises of Mohini Resorts, Near Sector-32, Chandigarh Road, Ludhiana-141010 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To re-appoint a director in place of Ms. Ashima Munjal, who retires by rotation and being eligible, offers herself for re-appointment.
3. **TO CONSIDER AND IF THOUGHT FIT, TO PASS , THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**
"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. B.D. Bansal & Co., Chartered Accountants (ICAI Firm Registration No. 000621N), as Auditors of the Company for a term of three years i.e. till the conclusion of the 44th Annual General Meeting to be held in the year 2017, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company to be held in the year 2017, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 196, 203 and any other applicable provisions 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) and Articles of Association of the Company and subject to the such approval as may be necessary under the provisions of Act, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Aashima Munjal as Whole Time Director and designated as Joint Managing Director of the Company without any remuneration for a period of five years with effect from October 01, 2016."

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

FURTHER RESOLVED THAT the terms and conditions of this appointment may be altered or varied from time to time by the Board as it may in its discretion deem fit.

FURTHER RESOLVED 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 necessary, proper or expedient to give effect to this resolution."

5. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) consent of the shareholders be and is hereby accorded subject to approval of Registrar of Companies, Punjab & Chandigarh at Chandigarh, to amend the Articles of Association of the Company by insertion of the following Article after the existing Article 136:

MAJESTIC AUTO LIMITED

136A. "All the directors including Managing Director, Whole Time Director of the Company are liable to retire by rotation except Independent Directors irrespective of holding of office of Whole Time Director and Managing Director."

FURTHER RESOLVED 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 necessary, proper or expedient to give effect to this resolution."

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2017 to M/S. Manoj and Associates, Practicing Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs. 40000/- and also the payment of service tax as applicable be and is hereby ratified and confirmed."

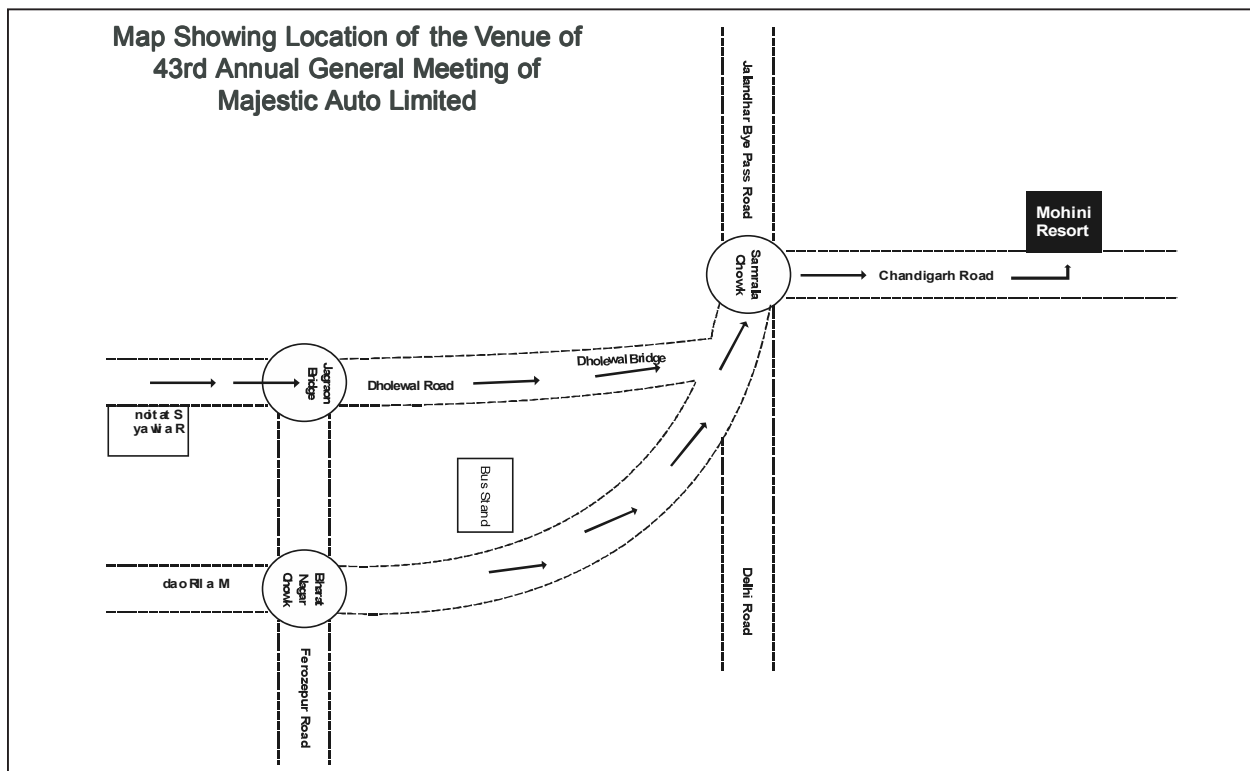
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place : Ludhiana
Date : 08.08.2016

By Order of the Board of Directors
For Majestic Auto Limited

Regd. Office : Majestic Auto Limited, C-48, Focal Point, Ludhiana.
Email: grievance@majesticauto.in,
Website: www.majesticauto.in
CIN: L35911PB1973PLC003264
Phone No. 0161-2670234 Fax No. 0161-2672790

(Rahul Tiwari)
Co. Secretary



MAJESTIC AUTO LIMITED

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE VALID MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**
- Pursuant to Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015, the Register of Members and the Shares Transfer Books of the Company will remain closed from Friday, 23.09.2016 to Friday, 30.09.2016 (both days inclusive).
- The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 4 to 5 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed hereto.
- The relevant details of persons seeking re-appointment/appointment under Item No. 2 & 4 as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
- Members are requested to bring their copy of the Annual Report alongwith them to the Annual General Meeting.
- Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Annual General Meeting.
- 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.
- 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.
- The Company has designated an exclusive e-mail ID namely: grievance@majesticauto.in for receiving and addressing investors' grievances.
- 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
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays and Public Holidays, up to and including the date of the Annual General Meeting of the Company. During the period beginning 24 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, provided that not less than three days of notice in writing is given to the Company.
- The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 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 2016 are being sent by the permitted mode. 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.
- 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 the Company's investor email id: grievance@majesticauto.in.
- Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non-members and children.
- Route map and details of prominent land mark of the venue of meeting is enclosed.

VOTING THROUGH ELECTRONIC MEANS

- Pursuant to Regulation 44 SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015, read with Section 108 and corresponding Rules of Companies Act, 2013, 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).