



MAL/SEC/SEBI  
Date: 07/09/2017

Bombay Stock Exchange Limited  
P J Towers, Dalal Street, 5<sup>th</sup> Floor,  
Mumbai - 400001.

**Subject: Notice of Annual General Meeting.**

Dear Sir/ Madam

We wish to inform you that the 44<sup>th</sup> Annual General Meeting (AGM) of shareholders of the Company will be held on Friday, September 29, 2017 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 2016-17 are attached for your reference. The Company is providing it shareholders a facility to exercise their right to vote at 44<sup>th</sup> annual general meeting by remote e-voting. The e-voting period will commence at 9:00A.M. on Tuesday, September 26, 2017 and end at 05:00 P.M. on Thursday, September 28, 2017. The **Cut-Off date** for reckoning voting rights of shareholders/ beneficial owners for the purpose of e-voting at the AGM shall be Thursday, September 21, 2017.

Thanking You,

**Yours Faithfully,  
For Majestic Auto Limited**

A handwritten signature in black ink, appearing to be 'Rabul', written over a horizontal line.

**(Company Secretary)**

**CIN-L35911PB1973PLC003264**

Regd. Office : C-48, Focal Point,  
Ludhiana:141 010, Punjab, India,

Tel: +91 161 2670233-37, [REDACTED]

E-mail: info@majesticauto.in, **www.majesticauto.in**

An ISO/TS 16949: 2009, ISO 9001/2000 & ISO 14001: 2004 Company

## **MAJESTIC AUTO LIMITED-2017**

### **NOTICE OF 44<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of the members of Majestic Auto Limited will be held on Friday, the 29<sup>th</sup> Day of September, 2017 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, 2017 and Statement of Profit and Loss for the year ended on that date and the report of the Board of Directors and Auditor thereon.
2. To re-appoint a director in place of Mr. Aayush Munjal, who retires by rotation and being eligible, offers himself 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 read with the Companies (Audit and Auditors) Rules, 2014, the members be and hereby appoint M/s SAR & Associates, Chartered Accountants (Registration No. 122400W), as the Auditors of the Company to hold such office for a period of 1 year from the conclusion of this Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting, to conduct audit the financial year 2017-18, at a 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. **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. VIKAS NANDA**

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

**"RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Vikas Nanda, who was appointed as an Additional Director on February 14, 2017 be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013";

**"RESOLVED FURTHER THAT** Sh; Mahesh Munjal, Managing Director of the Company be and is hereby authorized to file relevant forms to Registrar of Companies, Chandigarh and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment";

5. **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 reenactment(s) thereof, for the time being in force), the remuneration payable during the year 2018 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 2017-18, amounting to Rs. 40000/- and also the payment of taxes as applicable be and is hereby ratified and confirmed."

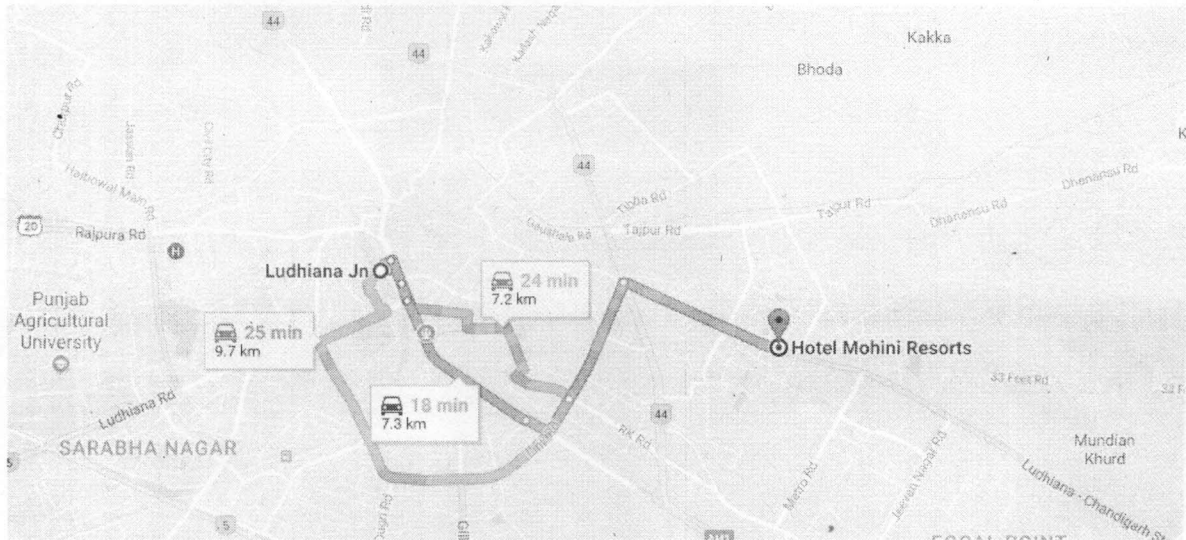
**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Ludhiana  
Date: 30.08.2017

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

By Order of the Board of Directors  
For Majestic Auto Limited

(Rahul Tiwari)  
Company Secretary



### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO A POINT 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.
2. 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 22.09.2017 to 29.09.2017 (both days inclusive).
3. The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 4 to 5 of the accompanying notices as required by Section 102 of the Companies Act, 2013, is annexed hereto.
4. The relevant details of persons seeking re-appointment/appointment under Item No. 2 as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
5. Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting.
6. Members/Proxies should bring the Attendance slip sent herewith duly filled in for attending the Annual General Meeting.
7. 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.
8. 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.
9. The Company has designated an exclusive e-mail ID namely: [grievance@majesticauto.in](mailto:grievance@majesticauto.in) for receiving and addressing investors' grievances.
10. 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.
11. 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.

## **MAJESTIC AUTO LIMITED-2017**

12. 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.
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-2017 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.
14. 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)
15. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non-members and children.
16. Route map and details of prominent land mark of the venue of meeting is enclosed.

### **VOTING THROUGH ELECTRONIC MEANS**

1. Pursuant to Regulation 44 of Listing Regulation 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).
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, 25.08.2017.
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. Madan Gopal Jindal, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
6. The scrutinizer shall, within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a final report to Chairman of the Company.
7. The Results shall be declared within 2 days from the date of the Annual General Meeting of the Company. 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 scrutinizer's decision on the validity of e-voting will be final.

### **Instructions for Voting through electronic mode**

- (i) The voting period begins on 9.00 a.m. on 26.09.2017, and ends on 5.30 p.m. on 28.09.2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2017, 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. 21.09.2017, may obtain the login ID and password by sending a request at [grievance@majesticauto.in](mailto:grievance@majesticauto.in).
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your UserID
  - 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and have 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.

(vii) if you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	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 8 digits of the sequence no. in the PAN Field. Sequence no. is printed on back side page of Annual Report or send to Share Holders separately. In case the sequence no; 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 and sequence no. is 1 then enter RA00000001 in the PANfield.
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.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach 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 Majestic Auto Limited 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 same 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) Note for Non - Individual Shareholders and Custodians**

- o Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- o After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- o 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.
- o A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- o Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21.09.2017 may follow the same instructions as mentioned above for e-Voting.
- o 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b> (E-Voting Sequence No.)	<b>USER ID</b>	<b>PASSWORD</b>
170829071	16 Digit Demat Account No./Folio No. of Member holding shares in physical form	As per e-voting instructions

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4**

The Board at its meeting held on February 14, 2017, appointed Mr. Vikas Nanda as Additional Director with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013. 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 they are not disqualified under sub-section.(2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Director. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Mr. Vikas Nanda as Director, respectively, for the approval by the shareholders of the Company.

**ITEM NO.5**

As per notification issued by Ministry of Corporate Affairs for amendment in Companies (Cost Records and Audit) Rules, 2014 dated December 31, 2014, Cost Audit will be applicable to the Company for the financial year 2017-18. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Manoj and Associates, Practicing Cost Accountants to conduct the audit of the cost records of the Company across various segments for the financial year ended March 31, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 5 for approval of the members

**RELEVANT INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTORS BEING APPOINTED/REAPPOINTED:**

Brief Profile of Mr. Aayush Munjal

Mr. Aayush Munjal joined the Company on June 1, 2011 as Chief Technology Officer. Thereafter, he has been appointed as Whole time Director in Majestic Auto Limited on 14/08/2015. Mr. Aayush Munjal is 29 years old and is a Bachelor in Computer Science from Washington University in St. Louis, USA. Previously he has worked with Microsoft Corporation in Redmond, Washington, USA. At present he is looking after the overall business of Noida unit of the Company and he is on the Board of following Companies and Committees there of:

MajesticAutoLimited  
Director

Emirates Technologies PrivateLimited  
Director

Mr. Aayush Munjal does not hold any share (in his own name or on behalf of other person on a beneficial basis) in the Company.

Mr. Aayush Munjal is the son of Mr. Mahesh Munjal, the Managing Director of the Company and brother of Ms. Aashima Munjal, Joint Managing Director of the Company.