

POSTAL BALLOT NOTICE

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014}

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the Special Business set out below by the Members of Majestic Auto Limited, by passing the Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith. Mr. Nitin Bhatia, Practicing Company Secretary (COP No.: 12902), has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at the address mentioned in the Pre-paid envelopes of the Company, on or before 6:30 P.M. on Saturday, the 13th day of January, 2018, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by Central Depository Services (India) Limited ('CDSL'), in a fair and transparent manner and the result of the Postal Ballot will be announced on Tuesday, the 16th day of January, 2018 at 5:00 P.M. at the Registered Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz: www.majesticauto.in and CDSL website and also be displayed at the Registered Office and Corporate Office of the Company. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. Saturday, the 13th day of January, 2018.

E-Voting Option:

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility through E-Voting Platform of Central Depository Services (India) Limited ('CDSL'), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

SPECIAL BUSINESS:

ITEM NO. 1: Amendments to Objects Clause of the Memorandum of Association

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, NCT of Delhi and Haryana, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as "the Board", which includes any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:-

A. The words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.

B. Part A of the Objects Clause (Clause III) shall now be titled as 'The Objects to be pursued by the Company on its Incorporation'.

C. Clause 8 of Part A of the Object Clause (Clause III) shall be replaced by the following clause:

8. "To carry on the business of manufacturers, processors, producers, dealers, exporters, importers, traders, fabricators, growers, planters, cultivators, raisers, procurers, wholesalers, retailers, suppliers, agents, distributors, packers, logistics, concessionaires of all kinds of auto and auto parts/components, white goods, Engineering goods, agro/agri products, agro based food and non-food products, food products, fruit products, milk & dairy products, poultry products, Paper & paper products, paper board products, bakery products, malted foods, vegetables, natural fruits as well as products made from synthetic & chemicals, pickles, jams, jellies, murabas, syrups, juices, cakes, pastry, cornflakes, breads, biscuits, chocolates, chips, confectionery/ bakery items, sweets, fruit drops sugar, glucose, chewing gums, milk, cream, ice, ice-cream, aerated or mineral waters, fruit juice, canned fruits, protein foods, maize products, butter, ghee, oils, cheese, sausages, chatnis, cider, pulses, rice, sugar, sugarcane, hemp, flax, food grains, oilseeds, seednuts, spices, spice oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, seeds, cocoa seeds, processed seeds, concentrate for cattles of poultry feed, fruits, dry fruits, and all kinds of processed foods as well as materials required or used for preparation of or being food articles, squashes, pharma drugs, confectioners, soft drinks, cattle breeding, cattle rearing, horticulture, cereals, foreign produces of all description, and to prepare, preserve, manufacture, crush and render marketable any such produce/ products and to deal in same.

D. Following clauses 9 to 11 be inserted after Clause 8 under Part A of the Objects Clause (Clause III):

9. To carry on business of Property Manager and to collect rents. repair and maintenance, look after and manage immovable and movable properties of or for any persons, firms and companies. governments and States, to carry out, undertake or supervise any building, constructing, altering, improving, demolishing and repairing operations including plant and machinery lying in aforesaid building and all other works and operations in connection therewith.

10. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into the contracts and arrangements of all kind with builders, tenants and others.

11. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds to apply for purchase or otherwise acquire any contracts. decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out. dispose of or otherwise turn to account the same.

E. Part B of the Objects Clause (Clause III) shall now be titled as 'Matters which are necessary for furtherance of the Objects specified in Part A' and Clauses thereunder shall be re-numbered starting from 1 to 21 respectively.

F. Following clauses 22 to 25 be inserted after Clause 21 under Part B of the Objects Clause (Clause III):

22. To establish other businesses which in the opinion of the Company may be capable of being conveniently carried on in connection with the 'Objects pursued by the Company on its incorporation', or calculated to enhance the value or profitability of any of the Company's property or rights.

23. To act as a holding Company and to give guarantees and indemnities to invest monies in Companies and to acquire and either in the name of the Company or in that of any nominee, shares, debentures, debentures stocks, bonds, notes, obligations and securities issued by any Companies in the Group as per Core Investment Companies guideline/regulation issued by Reserve Bank of India from time to time.

24. To invest in, acquire and hold either in the name of the Company or in that of any nominees of the Company, shares, stocks, debentures, debenture stock, bonds, notes, obligations or other securities issued and guaranteed by any company, body corporate and debentures, debentures stock, bonds, notes, obligations or other securities issued and guaranteed by any Government, public body or authority or corporation whether central, state or municipal, local or otherwise whether in India or elsewhere in the Group as per Core Investment Companies guideline/regulation issued by Reserve Bank of India from time to time.

25. To provide investment advisory services and Management Consultancy Services in the field of Financing, Corporate Planning, Legal & Human Resource Development Services, Merger & Acquisition matters and matters relating to Information technology or other matters incidental thereto.

G. Part C of the Objects Clause (Clause III) titled "Other Objects" comprising of the existing Clauses 1 to 10 of the Memorandum of Association of the Company be deleted.

RESOLVED FURTHER THAT, wherever required, the reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013, in the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

ITEM NO. 2: Amendment to Clause IV of the Memorandum of Association

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, NCT of Delhi and Haryana, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as "the Board", which includes any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the alteration of existing Clause IV of the Memorandum of Association of the Company by substituting the existing Clause IV with the following new Clause IV:

Clause IV. 'The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

By Order of the Board

For MAJESTIC AUTO LIMITED

Sd/-

JUHI GARG

Company Secretary

Membership No. A35389

Place: Ludhiana

Dated: November 14, 2017

Notes:

- 1) Explanatory Statement and reasons for the proposed Special Business mentioned above pursuant to Section 4 and Section 13 read with Section 102 of the Companies Act, 2013, setting out the material facts are appended herein below.
- 2) The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, the 8th day of December, 2017 viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
- 3) Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
- 4) Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website www.majesticauto.in or seek duplicate Postal Ballot Form from the Company.
- 5) Voting period will commence on and from December 14, 2017 at 9:00 A.M. and ends on January 13, 2018 at 6:30 P.M.
- 6) Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer at the address mentioned in the pre paid envelopes of the Company on or before the 6:30 P.M on Saturday, the 13th day of January, 2018. Please note that

any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot Form from the Company's website www.majesticauto.in or seek duplicate Postal Ballot Form from the Company.

7) All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. excluding Saturday up to Friday the 12th day of January, 2018 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

8) Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.

INSTRUCTIONS FOR E-VOTING

Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide E-Voting facility to its Members. E-Voting is optional.

The E-Voting period begins on December 14, 2017 at 9:00 A.M. and ends on January 13, 2018 at 6:30 P.M. The E-Voting module shall be disabled by CDSL for voting after 6:30 P.M on January 13, 2018. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. December 8, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

The instructions and process for voting electronically by the Members are as under:

A. In case of Members receiving E-mail from NSDL:

- i. Open E-mail and open PDF file attached in the mail with your Client ID or Folio No. as password. The PDF file contains your user ID and Password for E-Voting on the resolution mentioned in the Postal Ballot Notice. Please note that the password is an initial password, which the member may change.
- ii. If you are registered with CDSL for E-Voting then you can use your existing User ID and Password for casting your vote.
- iii. Launch internet browser by typing the following URL: <https://www.evotingindia.com/homepage.jsp>
- iv. Click on Shareholder - "Login".
- v. Put user ID and Password as noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- vii. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. The Home page of "E-Voting" opens. Click on "E-Voting - Active Voting Cycles".
- ix. Select "EVSU" (E-Voting Sequence Number) 171208002 of Majestic Auto Limited and click on "SUBMIT".
- x. Now you are ready for E-Voting as Cast Vote page opens.
- xi. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xii. Upon confirmation, the message "Vote cast successfully" will be displayed. Kindly note that vote once cast cannot be modified.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at mitinbhatia90@gmail.com and the Company at grievance@majesticauto.in with a copy marked to <https://www.evotingindia.com/homepage.jsp>

B. In case of Members' receiving Postal Ballot Notice by Post:

i. Initial password is provided at the bottom of Postal Ballot Form.

EVSN (E-voting Sequence Number)	USER ID	Password
171208002		

ii. If you are registered with CDSL for E-Voting then you can use your existing User ID and Password for casting your vote.

iii. Please follow all steps from Sl. No. (iii) to Sl. No. (xiii) as mentioned in (A) above, to cast vote except Sl. No. (v)

C. Member cannot exercise his / her vote by proxy on Postal Ballot.

D. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / E-Voting will be final.

E. Members may also note that the Postal Ballot Notice will also be available on the Company's Website viz. www.majesticauto.in for downloading.

F. In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions ["FAQs"] and E-Voting manual for shareholder available at downloads section of <https://www.evotingindia.com/homepage.jsp> or contact CDSL at their Toll free number 1800225533. For any further clarifications, you may also contact the following officials:

Contact Details	
Company	Majestic Auto Limited, Registered Office: C 48, Focal Point, Ludhiana, Communication address - A-110, Sector-4, Noida-201301
Registrar & Transfer Agent	M/s Alankit Assignments Limited Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055
Scrutinizer	Mr. Nitin Bhatia 201, 2 nd Floor, Pooja Complex, V.S. Block, Shakarpur, New Delhi-110092
E Voting Agency/ Contact details of the person responsible to addresses the grievances connected with the electronic voting	Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013

G. Members can also update their mobile number and E-mail Id in the user profile details of the folio, which may be used for sending future communications.

H. The E-Voting period commences on December 14, 2017 (9:00 A.M.) and ends on January 13, 2018 (6:30 P.M.). During this period, Shareholders' of the Company, holding shares either in Physical form or in Dematerialized form, as on the cut-off date i.e. December 8, 2017 may cast their votes 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.

I. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, December 8, 2017.

J. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of E-Voting or voting by Postal Ballot.

K. The Company has appointed Mr. Nitin Bhatia (COP No. 12902) as Scrutiniser for providing facility to the members of the Company to scrutinize the voting and E-Voting process in a fair and transparent manner.

L. The Scrutinizer shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers' report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Postal Ballot Notice and submit the same forthwith to the Chairman and Managing Director of the Company.

M. The result of the Postal Ballot will be declared / announced on Tuesday, the 16th day of January, 2018 at 5:00 P.M. at the Registered Office of the Company. The results along with the Scrutinisers Report shall be placed on the website of the Company viz. www.majesticauto.in and on the notice board of the Company at its Registered Office and Corporate Office

after the declaration of result. The results shall also be communicated to the Stock Exchange viz. BSE Limited and also displayed on website of CDSL viz. www.cdslindia.com.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1 AND 2) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED DECEMBER 12, 2017 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO

The existing Memorandum of Association ("MOA") of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. The provisions of the new Companies Act, 2013, require for stating of the Objects Clause of MOA in a manner prescribed in the new Act.

In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the "Main Objects", "Incidental or Ancillary Objects" and "Other Objects" under the erstwhile Companies Act has changed. Accordingly and in view of the requirements, the Objects Clause is proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz. Part A - 'The Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'.
2. The existing Part A of the Objects clause of MOA has been inserted with new clauses numbered from 9 to 11.
3. The existing Part B of the Objects Clause of MOA has been retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. In addition all the existing clauses are re-numbered from 1 to 21. New Clauses 22 to 25 has been inserted which clauses are ancillary to the objects of the Company which shall facilitate the furtherance of the main business of the Company.
4. The existing clauses from 1 to 10 of Part C of the Objects Clause (Clause III) viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.

Further, In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association i.e. Clause IV. The proposed modification is carried out to comply with the provisions of the Companies Act, 2013.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. excluding Saturday up to Friday the 12th day of January, 2018 (i.e. Second last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on November 14, 2017 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the Shareholders to be passed as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution(s).

You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

By Order of the Board
For MAJESTIC AUTO LIMITED
Sd/-
JUHI GARG
Company Secretary
Membership No. A35389

Place: Ludhiana
Date: November 14, 2017

- Encl:- 1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope



MAJESTIC AUTO LIMITED

CIN: L35911PB1973PLC003264

Registered Office: C-48, Focal Point, Ludhiana – 141010, India

Ph: +91 (161) 2670233

Website: www.majesticauto.in, E mail: grievance@majesticauto.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held as on December 8, 2017:

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated November 14, 2017, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolution by placing a tick (P) mark at the appropriate box below:

Sl. No.	Description of Special Resolution	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1.	Amendments to Objects Clause of the Memorandum of Association		
2.	Amendment to Clause IV of the Memorandum of Association		

Place :

Date :

Signature of the Member

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is January 13, 2018.

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ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.karvy.com> to cast your vote online)

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
171208002		

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 9:00 AM on December 14, 2017 (start date) and ends at 06:30 PM on January 13, 2018 (end date).
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Friday, December 8, 2017. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 06:30 pm on January 13, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent, **Unit: Majestic Auto Limited M/s Alankit Assignments Limited**, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055 or from the Company at its Registered Office or download the same from the Company's website (www.majesticauto.in).
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to grievance@majesticauto.in
16. The result of voting on the Resolution will be declared on or before Tuesday, January 16, 2017 at the registered office and will also be displayed on the website of the Company (www.majesticauto.in), besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents