



MAJESTIC

AUTO LIMITED

41st

Annual Report

2013 - 14

BOARD OF DIRECTORS

Mahesh Munjal
G. P. Sood
Dr. M.A. Zahir
Harjeet Singh Arora
Major Shavinder Singh Khosla
Ashima Munjal

Chairman & Managing Director
Non Executive & Independent Director
Non Executive & Independent Director
Non Executive & Independent Director
Non Executive & Independent Director
Non Executive Director

AGM - COMPANY SECRETARY

Rajesh Saini

CHIEF FINANCIAL OFFICER

Prakash Chandra Patro

STATUTORY AUDITORS

M/s. B. D. Bansal & Co.
Chartered Accountants,
Amritsar.

BANKERS

Canara Bank
Punjab National Bank
IDBI Bank Ltd.
The Catholic Syrian Bank Ltd.
Yes Bank Ltd.
HDFC Bank

REGISTERED OFFICE

C-48, Focal Point, Ludhiana - 141 010
Email: grievance@majesticauto.in,
Website: www.majesticauto.in
CIN: L35911PB1973PLC003264
Phone No. 0161-2670234 Fax No. 0161-2672790

WORKS

C-48, Focal Point,
Ludhiana - 141 010
C-59, Focal Point,
Ludhiana - 141 010
B-6, B-7 & B-9, Ecotech-1 Extn.,
Greater Noida.

REGISTRAR & TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House, 2E/21, Anar Kali Market,
Jhandewalan Extension, New Delhi-110055
Phones (011) 23541234, 42541234
Fax : (011) 23552001, E-mail : rta@alankit.com

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41st ANNUAL GENERAL MEETING

Day	:	Monday
Date	:	29 th September, 2014
Time	:	11.00 A.M.
Place	:	At the premises of Mohini Resorts, Near Sector-32, Chandigarh Road, Ludhiana-141010

MAJESTIC AUTO LIMITED

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of Majestic Auto Limited will be held on Monday, the 29th Day of September, 2014 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, 2014 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, (DIN No. 00050716) who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s B.D. Bansal & Co., Chartered Accountants (ICAI Firm Registration No. 000621N) the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 44th Annual General Meeting of the Company in the Calendar year 2017 and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sh. Harjeet Singh Arora (DIN 00063176), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 46th Annual General Meeting of the Company in the Calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Major Shavinder Singh Khosla (DIN 02942033), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 46th Annual General Meeting of the Company in the Calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sh. G.P. Sood (DIN 00005836), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 46th Annual General Meeting of the Company in the Calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

MAJESTIC AUTO LIMITED

(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. M.A. Zahir (DIN 00002973), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 46th Annual General Meeting of the Company in the Calendar year 2019."

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

"RESOLVED THAT in supersession of the ordinary resolution adopted at the thirty seventh annual general meeting held on September 29, 2010 and pursuant to section 180(1)(c) and 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), the consent of the Company be and is hereby accorded w.e.f. 12.09.2014 to the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from time to time, as it may think fit, any sum or sums of money not exceeding Rs.250 Crore (Rupees Two Hundred Fifty Crore) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs.250 Crore (Rupees Two Hundred Fifty Crore), in aggregate or equivalent thereto in any foreign currency (including the monies already borrowed by the Company), on such security and on such terms and conditions as the Board may deem fit, by way of loans from, or issue of Bonds, Debentures or other Securities whether convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

9. TO CONSIDER AND IF THOUGH 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 all other applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, by inserting following new Article 2A after Article 2:

2 (A). "Wherever in the Companies Act, 2013 ('CA 2013'), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the CA 2013 without there being any separate/specific article in that behalf herein provided."

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

Place : Ludhiana
Date : 14.08.2014

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

(Rajesh Saini)
AGM- Co. Secretary

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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.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
2. Pursuant to Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and the Shares Transfer Books of the Company will remain closed from Tuesday, 23.09.2014 to Monday, 29.09.2014 (both days inclusive).
3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special business in the notice is annexed.
4. The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 4 to 9 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. 4 to 7, as required by clause 49 IV (G) (i) of the listing agreement with the Stock Exchanges 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 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.
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.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to clause 35B of Listing Agreement 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 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, 22.08.2014.
3. 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.
4. 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.
5. 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.
6. The Results shall be declared at 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 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.
7. The scrutinizer's decision on the validity of e-voting will be final.

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Instructions for Voting through electronic mode

- (i) The voting period begins on 9.00 a.m. on 25.09.2014, and ends on 5.30 p.m. on 25.09.2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.08.2014, may cast their vote electronically. The 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.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ol style="list-style-type: none"> 1. 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 de-mat account no. / folio no. in the PAN field. 2. In case the de-mat account no. / folio 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 de-mat account no. / folio no. is 115 then enter RA00000115 in the PAN field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the no. of shares hold by client as on cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Majestic Auto Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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(xvii) 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.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 under help section or write an email to helpdesk.evoting@cdslindia.com

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence No.)	USER ID	PASSWORD
140901096	16 Digit Demat Account No./Folio No. of Member holding shares in physical form	As per e-voting instructions

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE OF ANNUAL GENERAL MEETING

Item No.4-7

In terms of section 149(10), (11), (13) and Section 152(6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not be applicable to independent Directors. So to comply the provisions of Companies Act, 2013, Independent Director needs to be re-appointed on non-rotational basis and upto five year at a time. In the opinion of the Board, Independent Directors of the Company fulfills the conditions for their appointment as an independent Director as specified in the Act and the Listing Agreement. The Board also opined that they possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director.

The Board has also received declaration from all four (4) Independent Directors that they meet the criteria of Independence as prescribed under Section 149(6) of the read with Schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement. The Board recommends the re-appointment of all four (4) Independent Directors for 5 (five) consecutive years from the date of the 41st Annual General Meeting for a term upto the conclusion of 46th Annual General Meeting of the Company in the Calendar year 2019.

Notice of Interest: None of the executive Director/Key Managerial personnel of the Company/ their relatives are in any way concerned or interested in the said resolution. The independent directors themselves are interested in their respective resolution(s).

Item No.:8

The shareholders of the Company at their thirty seventh AGM held on September 29, 2010 approved by way of an ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings which shall not be in excess of Rs.250 crores.

Section 180(1)(c) of the Companies Act, 2013 which is effective from September 12, 2013 requires that the board of directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers/financial institutions in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

Ministry of Corporate Affairs through the Circular no. 04/2014 dated March 25, 2014 clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings and/or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year (i.e., 11.9.2014) from the date of notification of section 180 of the Companies Act, 2013.

Therefore, it is proposed to seek retrospective approval of members w.e.f.12.09.2014 by way of special resolution under section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to enable the board of directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of shareholders is being sought to borrow upto Rs. 250 crores over and above the aggregate of the paid up share capital and

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free reserves of the Company.

None of the directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

Your directors commend the resolutions for adoption.

Item No.:9

The members may please note that the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12th September, 2013 and 26th March, 2014 has notified many substantive provisions of the Companies Act, 2013 ('the Act'), which governs general working of companies. With the notifications of various Sections of the Act, existing Articles of Association of the Company require alterations and empowerment to the Company to carry out certain transactions in accordance with the provisions of the Act. It is proposed to amend the existing article by including an Article No. 2A to authorize and empower the Company to carry out certain transactions, as permitted under the Act without there being any separate/specific article in existing Articles of Association. A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company. No Director, Key Managerial Personnel or their relatives, is concerned or interested, financial or otherwise, in the resolution. The Board commends the resolution at item no. 9 for approval of the Members as a Special Resolution.

RELEVANT INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING DIRECTORS BEING APPOINTED/ REAPPOINTED:

Ms. Ashima Munjal

Ms. Ashima Munjal joined the Company on August 14, 2010 as Director of the Company. She is also Managing Director of Majestic IT Services Limited, a wholly owned subsidiary of the Company. Ms. Ashima Munjal is 33 years old and has a Master of Science in Engineering Degree and Bachelors in computer Science from the Johns Hopkins university, USA. 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 is also having good experience of the business process outsourcing industry. At present she is on the Board of following Companies and Committees there of:

Majestic Auto Limited

Director

Member - Share Holder/Investors' Grievance Committee

Member - Audit Committee

Majestic IT Services Limited

Managing Director

Antier Infotech Limited

Director

Balance Investment Corporation Ltd.

Director

Ms. Ashima Munjal does not hold any share (in her own name or on behalf of other person on a beneficial basis) in the Company.

Ms. Ashima Munjal is daughter of Mr. Mahesh Munjal the Managing Director of the Company.

Mr. Harjeet Singh Arora

Mr. Harjeet Singh Arora joined the Company on 27.01.2009. His qualification is FCA & FCS. He is having very rich experience in the field of corporate finance & financial services. After holding key positions in the corporate world, he ventured as freelance consultant for financial services in 1985. At present he is holding the membership of the Board/Committee(s) of the following Companies:

Prime Industries Limited

Director

Chairman - Shareholders'/Investors'

Grievance Committee

Member - Audit Committee

Master Insurance Brokers Limited

Director

Master Share & Stock Brokers Limited

Director

Master Infra.&Real Estate Developments Ltd

Director

Mansfield Estate Developers Pvt. Limited

Director

Gold Touch Agri (Pvt.) Limited

Director

Master Commodity Services Limited

Director

H.K. Arora Real Estate Services Limited

Director

Arora Financial Services Limited

Director

Master Projects (Pvt.) Limited

Director

Eminent Buildwell (Pvt.) Limited

Director

Prime Agro Farms (Pvt.) Limited

Director

Matria Estate Developers (Pvt.) Limited

Director

Master Portfolio Services Ltd.

Director

Majestic Auto Limited

Director

MM Auto Industries Limited

Director

Master Capital Services Limited

Managing Director

Master Trust Limited

Director

Bigbuild Real Estate (Pvt.) Ltd.

Director

Megabuild Agri (Pvt.) Limited

Director

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

Mr. Harjeet Singh Arora does not have any relationship with any Director of the Company.

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Maj. Shavinder Singh Khosla

Maj. Shavinder Singh Khosla joined the Company on 28th January, 2010. He was born on September 12, 1934. He is Post Graduation in Business Administration. He is having very rich experience of more than 16 years in the field of financial services. After retiring from Army he has been involved in Financial Business career as an independent agent & financial adviser. He is Government of India qualified Financial Advisor. At present he is holding the membership of the Board/Committee(s) of the following Companies:

Majestic Auto Limited

Director

Chairman - Share Holder/Investors' Grievance Committee

Member - Audit Committee

Member - Remuneration Committee

Member - CSR Committee

Maj. Shavinder Singh Khosla does not hold any share of the Company (in his own name or on behalf of other person on a beneficial basis).

Maj. Shavinder Singh Khosla does not have any relationship with any Director of the Company

Mr. G. P. Sood

Mr. G P Sood joined the Company on 28th May, 1994 as a director of the Company. He was born on September 2, 1925. He is M.A., LL.B., CAIIB. He possesses specialization in the field of banking, finance & laws. He is Ex-Deputy General Manager of Bank of India. He is regular in making valuable contributions in Board Meetings. At present he is on the Board of following Companies and Committees there of:

Hero Motors Limited

Director

Chairman - Remuneration and Compensation Committee

Member - Audit Committee

Chairman - Shareholders Grievance Committee

Member - Investment Committee

Majestic Auto Limited

Director

Chairman - Audit Committee

Chairman-Remuneration Committee

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

Mr. G. P. Sood does not have any relationship with any Director of the Company.

Dr. M. A. Zahir

Dr. Mohamad Abdul Zahir joined the Company on 27.01.2009. His qualification is M.Com, Ph.D.. He is a Chairman of Synthetic Business School, Ludhiana. He is having over forty years of experience in management education, is a well known academician with practical wisdom and societal concerns. He was nominated by Government of India as Director, on the Board of Allahabad Bank after nationalization of major banks (1970-77). He was President, Ludhiana Management Association (LMA) -Affiliated to All India Management Association (1995-97). At present he is holding the membership of the Board/Committee(s) of the following Companies:

IOL Chemicals & Pharmaceuticals Limited

Director

Chairman - Audit Committee

Majestic Auto Limited

Director

Member - Remuneration Committee

Member - Audit Committee

Member - CSR Committee

Member - Share Holder's Grievance Committee

Sohrab Spinning Mills Limited

Director

Lotus Integrated Texpark Limited

Director

Member - Audit Committee

Trident Limited

Director

Member - Audit Committee

Hero Cycles Limited

Director

Chairman- Audit Committee

Ralson (India) Limited

Director

Rockman Industries Limited

Director

Dr. M. A. Zahir does not hold any share (in his own name or on behalf of other person on a beneficial basis) in the Company.

Dr. M. A. Zahir does not have any relationship with any Director of the Company.

MAJESTIC AUTO LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting to you the 41st Annual Report and the Audited Accounts for the Financial Year ended 31st March, 2014.

FINANCIAL RESULTS:

(Rupees in Lacs)

	Year ended 31.03.2014	Year ended 31.03.2013
Operational Income (Gross)	10462	15343
Profit before Depreciation and Financial cost	7719	1643
Less : Financial Cost	1481	1261
Depreciation	1503	1472
Net Profit Before Tax	4735	(1090)
Less : Tax Expenses	(1246)	(505)
Profit After Tax	5981	(585)
Add : Balance Brought Forward	5695	6280
Profit Available for Appropriations	11676	5695
Basic and Diluted Earnings Per Share (Rs.)	57.52	(5.63)

OPERATIONS

During the year under report, your Company has registered turnover of Rs.10,462 lacs as compared to Rs.15,343 lacs in the previous financial year. The Company earned a net profit of Rs.5981 lacs as compared to a net loss of Rs.585 lacs in the previous financial year.

The depreciation has increased from Rs.1,472 lacs to Rs.1,503 lacs and Employee Benefit Expenses also increased from Rs.2,141 Lacs to Rs.2,307 Lacs due to skilled and unskilled labour cost for starts of commercial production at Greater Noida. During the current financial year, the sale of Mufflers of the Company decreased by 85% due to lesser demand from the Customers. The company is hopeful of receiving rich dividends from the present capital outlay in the forthcoming years.

The management is confident that with its visionary approach and meticulous planning, the company will be moving the way ahead in this competitive market.

DIVIDEND

To sustain internal accruals for the future growth of the Company, your directors are not recommending any dividend for the Accounting Year.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company that have occurred between the end of the financial year of the Company and the date of signing of this report.

BOARD OF DIRECTORS

At the ensuing Annual General Meeting (AGM), Ms. Aashima Munjal retires by rotation and being eligible, offers herself for re-election. The notice convening the ensuing AGM includes the proposal for her re-appointment as director.

Sh. Harjeet Singh Arora, Sh. G.P. Sood, Dr. M.A. Zahir & Major S.S. Khosla, independent directors on the Board, hold the office of director liable to retire by rotation, as per the resolution passed by the shareholders under the provisions of Companies Act, 1956. In terms of section 149 of the Companies Act, 2013, the independent directors are not liable to retire by rotation and can hold office for a consecutive tenure of five years. The Board has decided to re-appoint all the independent directors at the ensuing AGM as independent directors for a period of five years. All the independent directors have affirmed that they satisfy the criteria laid down under section 149 of the Companies Act, 2013 and clause 49 of the listing agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- That in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards have been followed;
- That appropriate accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs as at March 31, 2014 and of the net profit earned by the Company for financial year ended March 31, 2014 ;
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the annual accounts for the year ended March 31, 2014 has been prepared on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A report in the form of Management Discussion and Analysis pursuant to Clause 49 of the Listing Agreement, as a part of this report is annexed hereto as Annexure I.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with The Stock Exchange, adequate steps have been taken to ensure that all the provisions relating to Corporate Governance are duly complied with. A report on Corporate Governance alongwith the Auditors' Certificate on its compliance as a part of this report is annexed hereto as Annexure II.

HOLDING COMPANY

The Holding Company, M/s Anadi Investments Private Limited is holding 7,757,687 equity shares in the company of Rs.10/- each equivalent to 74.61% of the paid up capital of the company as on 31st March 2014.