

# Motor Sales Limited

Regd. Off. 11, Mahatma Gandhi Marg, Lucknow – 226 001

Corporate Identity Number: L65921UP1972PLC003642

E mail: ajaygupta0045@gmail.com Ph No. : 0522-2630830 to 38

## NOTICE

Notice is hereby given that the 1/2020-21 an **EXTRA ORDINARY GENERAL MEETING** of the Members of Motor Sales Limited will be held on Monday, the 29<sup>th</sup> day of June, 2020 at 3:00 P.M. at the Registered Office of the Company at 11, Mahatma Gandhi Marg, Lucknow-226001 to transact the following business :-

### Special Business:

#### **1. Re-Appointment of Mr. Vivek Agarwal (DIN:01476315) as an Independent Director of the Company**

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 Sections 142, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) and the Companies (Appointment and Qualification of Director) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vivek Agarwal (DIN:01476315) who holds office of Independent Director up to 31<sup>st</sup> March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member signifying his intention to propose Mr. Vivek Agarwal's candidature for the office of the Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2020 upto 31<sup>st</sup> March, 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### **2.. Re-Appointment of Mr. Sudarshan Kumar Jain (DIN:02011574) as an Independent Director of the Company**

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 Sections 142, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) and the Companies (Appointment and Qualification of Director) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sudarshan Kumar Jain (DIN:02011574) who holds office of Independent Director up to 31<sup>st</sup> March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of

  
MANAGING DIRECTOR  
DIN : 00759022

India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member signifying his intention to propose Mr. Sudarshan Kumar Jain's candidature for the office of the Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2020 upto 31<sup>st</sup> March, 2025."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By order of the Board of Directors  
For MOTOR SALES LIMITED**

  
MANAGING DIRECTOR  
DIN : 00759028

**Ajay Gupta  
Managing Director  
(DIN- 00759028)**

**23 Ashok Marg, Lucknow  
Uttar Pradesh, 226001**

Date: 06.06.2020  
Place: LUCKNOW

Notes-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE GENERAL MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
4. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company (i.e. Skyline Financial Services Pvt. Ltd). Members are requested to keep the same updated.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly Certified Copy of the Board resolution under Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
6. Members are requested to bring the admission slip.
7. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Skyline Financial Services Pvt. Ltd, D-153 A, 1<sup>st</sup> Floor, Okla Industrial Area, Phase-1, New Delhi 110020.
9. Members are requested to notify the change in their addresses at the Company's Registered Office or at the office of the Registrar and Share Transfer Agent with their Ledger Folio No. (s).
10. Shareholders are requested to notify multiple folios standing in their names for consolidation.
11. Members are requested to avoid being accompanied by non-members and/or children.
12. The Register of Members and the Share Transfer Book will remain closed from **19<sup>th</sup> June 2020 to 29<sup>th</sup> June 2020** (both days inclusive).
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the detailed information ready.
14. Voting through electronic means:
  - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
  - ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide e-voting facilities.
  - iii) The Board of Directors has appointed Miss. Gunjan Goel, Practicing Company Secretary, as a scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
  - v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

For MOTOR SALES LIMITED

  
MANAGING DIRECTOR  
DIN : 00759028

<b>Commencement of e-voting</b>	<b>From 10:00 A.M. (IST) on June 25, 2020</b>
<b>End of e-voting</b>	<b>Upto 05:00 P.M. (IST) on June 28, 2020</b>

vi) **The cut-off date (i.e. the record date) for the purpose of e-voting is June 18, 2020.**

**The procedure and instructions for e-voting are as under:**

- a) During the voting period, the shareholders can visit the e-Voting website [www.evotingindia.com](http://www.evotingindia.com) and select the relevant EVSN / Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the [www.evotingindia.com](http://www.evotingindia.com).
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800-200-5533 or can email on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- k) **The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Thursday, June 18, 2020.**
- l) The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- n) The Results on resolutions shall be declared on or after the EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the resolutions.

For MOTOR SALES LIMITED



MANAGING DIRECTOR  
DIN : 00759028

o) The result declared along with the Scrutinizer's report shall be placed on the website of the Company <http://www.motorsales.in/> and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the EGM and communicated to the Stock Exchanges where the Company shares are listed.

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Item No. 1 and 2 of the accompanying notice.

As per SEBI Regulation 25(2) read with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term upto 5 consecutive years on the Board of the Company and shall be eligible for re-appointment for a further period of 5 consecutive years on passing of a Special Resolution.

Accordingly, the justification and explanations of resolution no. 1 & 2 are given herein below:

Mr. Vivek Agarwal and Mr. Sudarshan Kumar Jain were appointed as Independent Directors of the company pursuant to Section 149 of the Companies Act, 2013(the act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 for the period upto 31<sup>st</sup> March, 2020. The Nomination and Remuneration Committee and the Board of Directors has recommended the re-appointment of these directors as Independent Directors on the Board of the Company to hold office for the second term of five consecutive years commencing from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Vivek Agarwal and Mr. Sudarshan Kumar Jain for their re-appointment to the office of Independent Directors. None of them have been debarred from holding the office of Director pursuant to any SEBI order. They possess appropriate skills, experience and knowledge in the opinion of the Board. They fulfil the conditions for their re-appointment as an Independent Director as specified in the Act and the Listing Regulations as amended.

Brief profile of the above Independent Directors are as under :

NAME OF DIRECTOR	VIVEK AGARWAL	SUDARSHAN KUMAR JAIN
AGE	59	71
NO.SHARES HELD	650	290
OTHER COMPANIES DIRECTORSHIP	NIL	NIL

For MOTOR SALES LIMITED

  
MANAGING DIRECTOR  
DIN : 00759023

**By order of the Board of Directors  
For MOTOR SALES LIMITED**

For MOTOR SALES LIMITED

  
MANAGING DIRECTOR  
DIN : 00759028

**Ajay Gupta  
Managing Director  
(DIN-00759028)  
23 Ashok Marg, Lucknow  
Uttar Pradesh, 226001**

Date: 06.06.2020  
Place: LUCKNOW

**Form No. MGT-11**

**Proxy Form**

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

CIN: **L65921UP1972PLC003642**

Name of the Company: **Motor Sales Limited**

Registered Office: **11, Mahatma Gandhi Marg, Lucknow – 226 001**

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**Extra Ordinary General Meeting – June 29, 2020**

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

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I/We, being the Member(s) of .....shares of the above named Company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, **29th June, 2020** at 03.00 P.M at 11, Mahatma Gandhi Marg, Lucknow-226001 and at any adjournment thereof in respect of such resolutions as are indicated below:

# Motor Sales Limited

Regd. Off. 11, Mahatma Gandhi Marg, Lucknow – 226 001

Corporate Identity Number: L65921UP1972PLC003642

E mail: ajaygupta0045@gmail.com Ph No. : 0522-2630830 to 38

## ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of MOTOR SALES LIMITED held on Monday, the 29<sup>th</sup> day of June, 2020 at 3:00 P.M. at the Registered Office of the Company at 11, Mahatma Gandhi Marg, Lucknow-226001.

Folio No. \_\_\_\_\_

DP ID No.\* \_\_\_\_\_

Client ID No.\* \_\_\_\_\_

(\*Applicable for members holding Shares in electronic form)

Name \_\_\_\_\_

(IN BLOCK CAPITAL)

Address \_\_\_\_\_

Signature of Shareholder/Proxy: \_\_\_\_\_

Name of Shareholder: \_\_\_\_\_

NOTE: Please fill this attendance slip and hand over at the entrance of the hall / meeting venue.



**Proxy form**

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

Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the .....Extra- Ordinary General Meeting of the Company, to be held on the ..... day of..... At..... a.m./p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS	FOR	AGAINST

Affix  
Revenue  
Stamp

Signed this \_\_\_ day of \_\_\_ 20 \_\_\_\_

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Form No. SH-13 Nomination Form**

**[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

To  
Motor Sales Limited  
11, Mahatma Gandhi Marg,  
Lucknow – 226 001.

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name of the Security Holder(s)

Signature

1.

2.

3.

Name of witness  
date

Signature of Witness with

Address of witness: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Place:

Date: \_\_\_/\_\_\_/\_\_\_\_\_

Instructions:

1. The Nomination can be made by individuals only, applying / holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, Holder of power of attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the nomination form. If there are more than one joint holders, more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or Power of Attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stands rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a Nominee shall be a valid discharge by a Company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.

**Route Map of the venue of the Extra Ordinary General Meeting of the Company to be held on  
Monday, June 29, 2020 at 03:00 P.M at Registered Office of the Company**

**11 MAHATMA GANDHI MARG, LUCKNOW, UTTAR PRADESH-INDIA**

