



Competent Automobiles Co. Limited

CIN: L34102DL1985PLC020668

Regd. Office: Competent House, F-14, Connaught Place, New Delhi - 110001

Phone: 011-45700000

E-mail: cs@competent-maruti.com; Website: www.competent-maruti.com

NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, the resolution as set out in the Notice at item No. 1 is proposed to be passed by way of ordinary resolution by the shareholders if assented to by them with requisite majority under postal ballot process including remote e-Voting.

Accordingly, a draft of the proposed resolution together with the explanatory statement setting out the material facts and reasons for the resolution is being sent herewith to the eligible shareholders along with the Postal Ballot form for their consideration and approval. The members are requested to send their assent or dissent in writing to the scrutinizer by means of postal ballot or remote e-voting in the matter so as to reach to the scrutinizer latest by Wednesday, April 17, 2019. The Board has appointed Mr. Pramod Prasad Agarwal, Proprietor of M/s. P. P. Agarwal & Co., Practicing Company Secretaries, New Delhi as the scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

Shareholders are requested to read carefully the instructions printed in the postal ballot form and return the attached said form duly completed (no other form or photocopy of the form is permitted), in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizer on or before 5.00 p.m. on Wednesday, April 17, 2019.

Facility of e-voting option:

The Company is pleased to offer remote e-voting facility to its shareholders as an alternate to exercise their right to vote on the resolution proposed to be passed by way of postal ballot. The remote e-voting will enable the shareholders to cast their votes electronically instead of through physical ballot. Voting using remote e-voting is optional. To cast the vote by remote e-voting please read the instructions carefully printed hereinafter.

The scrutinizer shall after completion of scrutiny of the votes received through physical ballot forms and electronic mode submit his report to the Chairman of the Company. The results of the said voting will be declared in accordance with the provisions contained in Section 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on Thursday, April 18, 2019 at the registered office of the Company. The results of Postal Ballot will also be displayed on the Company's website www.competent-maruti.com and will be communicated to BSE Limited (BSE), where the equity shares of the Company are listed.

Draft Resolution to be passed by the way Postal ballot:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 20 & 22 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to purchase Land and Building situated at property bearing no. 25, Block A, at Industrial Colony known as Infocity, Sector 33 & 34, Gurugram, Haryana -122001 (hereinafter referred as “the said property”), admeasuring 6456 sq. mts. and having built-up area of 11,194.33 sq. mts., with all assets and rights associated with the said property from founder promoter, Mr. Raj Chopra at value of Rs. 52,00,00,000/- (Rupees Fifty Two Crores only)

Details as required under Companies Act, 2013 and rules made thereunder are as follows:

1. Nature of Relationship: Mr. Raj Chopra is founder Promoter of the Company. Presently, he is Chairman & Managing Director of the Company.
2. Name of Interested Director(s) / KMP(s):
 - a. Mrs. Kavita Ahuja : Whole-Time Director
 - b. Mr. Kanwal Krishan Mehta : Whole-Time Director

Terms & Conditions:

All Part & Parcel of the Land and Building situated at property bearing no. 25, Block A, at Industrial Colony known as Infocity, Sector 33 & 34, Gurugram, Haryana -122001, with all the assets & rights associated with the said property, on as is where is basis.

Other relevant Information: The Company is currently operating its workshop at the said property since 2007. The present monthly lease rental paid by the company is Rs. 13,50,000/- (Rupees Thirteen Lakhs and fifty Thousand only). Upon purchase of the said property, the company will save rental charges whereas the benefits of depreciation shall also be available. Further, the company will have access to the additional space which can be utilized to its benefit.

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Registered Office:

Competent House,
F-14, Connaught Place, New Delhi – 110001

Place: New Delhi
Date: March 12, 2019

By order of the Board
For Competent Automobiles Co. Ltd.

Ravi Arora
Company Secretary
Membership no. A-21187

NOTES

1. Voting Period shall commence on and from 9.00 A.M. on Monday, March 18, 2019 and ends at 5.00 P.M. on Wednesday, April 17, 2019. Voting shall not be allowed beyond the said date and time.
2. An explanatory Statement for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 read with relevant Rules setting out material facts is annexed hereto.
3. Relevant documents / agreements / contracts specifying the nature of contract, and indicative value of contract in respect of the proposed related party transaction referred to in the accompanying Notice and the Explanatory Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the last day of the Postal Ballot i.e. Wednesday, April 17, 2019.
4. The Notice is being sent to all the shareholders by speed post/registered post/courier service (and also electronically by e-mail to those shareholders who have registered their email-id with the Company/ Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, March 08, 2019
5. Shareholders, whose names appear in the Register of Members/Record of Depositories as on Friday, March 08, 2019 are only eligible for voting. A Person who is not a member as on the said cut-off date should treat this notice for information purpose only.
6. Resolution passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the shareholders.
7. The Board of Directors, at their meeting held on March 08, 2019, has appointed Mr. Pramod Prasad Agarwal, Proprietor of M/s. P. P. Agarwal & Co., Practicing Company Secretaries, New Delhi as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed with this notice for use by the shareholders.
8. Shareholders have option either to vote through remote e-voting process or through the Postal Ballot Form. Shareholders who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download Postal Ballot Notice and Postal Ballot Form from the Company's website www.competent-maruti.com or seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company, fill the requisite details and send the same to the Scrutinizer Mr. Pramod Prasad Agarwal, Unit – Competent Automobiles Company Limited, C - 154, East of Kailash, New Delhi - 110065.
9. Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and send duly completed Form with the Assent (For) and/or Dissent (Against) in the enclosed postage prepaid envelope so as to reach theScrutinizer on or before 5.00 P.M. on Wednesday, April 17, 2019, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
10. The result of the Postal Ballot will be announced on Thrusday, April 18, 2019 at the Registered Officeof the Company, will also be informed to the BSE Limited (BSE) and will be posted on the Company's website www.competent-maruti.com.
11. Shareholders who are holding shares in electronic form are requested to notify any correction/change in their name/address including Pincode immediately to the Depository Participant. In the event of non – availability of Shareholders' latest address either in Company's record or in Depository Participant's records, shareholders are likely to miss the notices and other valuable

correspondences sent by the Company.

12. Shareholders who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Company's Registrars & Transfer Agent (herein after referred as 'the RTA') viz., Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020.
13. Shareholders are requested to mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondences with the RTA in order to obtain reply to their queries.
14. A Member can opt for only one mode of voting i.e. either by remote e-voting or through ballot. In case they use their option to vote by remote e-voting, then they need not cast your vote by postal ballot and vice-versa. In case a member cast his/her/their vote both by remote e-voting and the ballot, the vote(s) cast through remote e-voting shall prevail and the vote(s) cast through postal ballot form shall be considered invalid.

INSTRUCTIONS FOR VOTING:

Voting in Physical Form:

1. Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 P.M. on Wednesday, April 17, 2019. All Postal Ballot Forms received thereafter will be treated as if the reply from the member has not been received.
3. Assent and/or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column or by writing number of Shares accorded for in the appropriate column(s).
4. This form is to be completed and signed by the member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one postal ballot form for every folio irrespective of the number of joint-holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the member, it must be accompanied by a certified copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder must quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
6. Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.

Voting through Remote E-Voting:

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to offer remote e-voting facility for the shareholders to enable them to cast their votes electronically. Shareholders have option to vote either through remote e-voting or through the Postal Ballot. If a member has opted for remote e-voting, then he/she should not vote by Postal Ballot also and vice-versa. For the purpose of remote e-voting, the Company has entered into an arrangement with the National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.

Shareholders are requested to follow the instructions below to cast their vote through remote e-voting. The instructions are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.ppa@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Registered Office:

Competent House,
F-14, Connaught Place, New Delhi – 110001

By order of the Board

For **Competent Automobiles Co. Ltd.**

Ravi Arora

Company Secretary

Membership no. A-21187

Place: New Delhi

Date: March 12, 2019

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1:

Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain prior approval of the Board of Directors and in case the value of the Related Party Transactions exceeds the stipulated threshold prescribed in Rule 15(3) of the said Rules subsequent approval of the shareholders of the Company by way of an Ordinary Resolution. Further, as required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Regulation 23 (5) of the said Regulations) shall require approval of the shareholders through an Ordinary Resolution.

The Company is currently operating its workshop at the said property since 2007. The present monthly lease rental is Rs. 13,50,000/- (Rupees Thirteen Lakhs and fifty Thousand only). Upon purchase of the said property, the company will save rental charges whereas the benefits of depreciation shall be available. Further, the company will have access to the additional space which can be utilized to its benefit. The Company hereby proposes to seek shareholders' approval for the said transaction by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the Company to enter into Related Party Transactions.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

1. Nature of Relationship: Mr. Raj Chopra is founder Promoter of the Company. Presently, he is Chairman & Managing Director of the Company.
2. Name of Interested Director(s) / KMP(s):
 - a. Mrs. Kavita Ahuja : Whole-Time Director
 - b. Mr. Kanwal Krishan Mehta : Whole-Time Director

Terms & Conditions:

All part & Parcel of the Land and Building situated at property bearing no. 25, Block A, at Industrial Colony known as Infocity, Sector 33 & 34, Gurugram, Haryana -122001, with all the assets & rights associated with the said property, on as is where is basis.

Manner of Determining of pricing and other commercial terms:

Based upon the fair market valuation done by the external agency M/s 17, Architectural Studio and through negotiations.

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not. The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Shareholders as an Ordinary Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relative(s) is concerned or interested, financially or otherwise, in this resolution.

Registered Office:

Competent House,
F-14, Connaught Place, New Delhi – 110001

Place: New Delhi

Date: March 12, 2019

By order of the Board

For **Competent Automobiles Co. Ltd.**

Ravi Arora

Company Secretary

Membership no. A-21187

- Encl.: 1. Postal Ballot Form**
2. Postage Pre-paid self-address Envelope