

# MOTISONS SHARES PRIVATE LIMITED

Regd. Off: 2nd Floor, Chandwani Smariti Bhawan, Jwalapur-Kankhal Main Road, Near Ram  
Nagar, Haridwar-249403, Uttarakhand

CIN No.: U67120UR2005PTC000351 E-Mail: motisonssharespl@gmail.com Phone No.: 0141-4160000

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NOTICE IS HEREBY GIVEN THAT 01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2019-2020 OF MEMBERS OF THE MOTISONS SHARES PVT. LTD. WILL BE HELD ON MONDAY, 01<sup>ST</sup> JULY 2019 AT 10:00 AM AT 5<sup>TH</sup> FLOOR MOTISONS TOWER, SB-110, LAL KOTHI, TONK ROAD, JAIPUR TO TRANSACT THE FOLLOWING BUSINESS:

## Special Business:

### 1. To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196 and any 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 the members be and is hereby accorded for the re-appointment **Mr. Ajay Saxena as Whole Time Director of the Company for a period of 5 Years with effect from 01<sup>ST</sup> July 2019** on the following terms and conditions of the appointment including as to remuneration as are set out hereunder with liberty to the Board to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Ajay Saxena in the best interests of the Company and as may be permissible at law:

### Gross Salary:

Salary may be decided by Board of Directors from time to time at their discretion and subject to approval of shareholders subject to maximum upto Rs. 2,00,000/- (Rupees Two Lakh only) per month as may be decided from time to time between the Board and Mr. Ajay Saxena.

### Remuneration for a part of the year:

Remuneration for a part of the year shall be computed on pro-rata basis.

### Termination:

The appointment of Mr. Ajay Saxena as Whole Time Director may be terminated by either party giving to the other one calendar month notice in writing.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. Ajay Saxena.”

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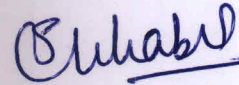
**"RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to do all such acts, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide breakup of the remuneration within the above said maximum permissible limit."

By Order of the Board

For Motisons Shares Pvt. Ltd.

Date: 30.05.2019

Place: Jaipur



(Sanjay Chhabra)  
Director

DIN - 00120792

## Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 4) A relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.

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## EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The shareholders of the company had, in their meeting held on 03rd July 2014 reappointed Mr. Ajay Saxena as the Whole Time Director of the Company for a period of 5 Years with effect from 01st July 2014 upto 30th June 2019.

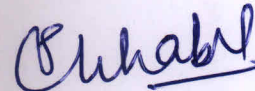
In view of the above, the board of directors had, subject to the approval of members, re-appointed Mr. Ajay Saxena as Whole Time Director of the Company for 5 years w.e.f 01<sup>st</sup> July 2019 upto 30<sup>th</sup> June 2024. The re-appointment of Mr. Ajay Saxena is appropriate and in the best interest of the Company. The terms of remuneration, as set out in the resolution are considered to be just, fair and reasonable and are in accordance with the prevailing market conditions being paid to persons similarly placed in industry.

To comply with the provisions of Sections 196 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution of the accompanying Notice for the approval of the Members.

Mr. Ajay Saxena being an appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

By Order of the Board

For Motisons Shares Pvt. Ltd.



(Sanjay Chhabra)  
Director

DIN - 00120792

Date: 30.05.2019

Place: Jaipur