

July 07, 2022

To
Listing Department,
BSE Limited,
PJ Towers, Dalai Street,
Fort, Mumbai - 400 001

Scrip Code: 539402

Dear Sir/Madam,

Sub: Notice of 19th Annual General Meeting (AGM) to be held on Monday, August 01, 2022.

Please find attached herewith the Notice of 19th Annual General Meeting of the Members of Vaksans Automobiles Limited will be held at registered office of the company situated at 105, Barodia Tower, Central Market, Plot No. 12, D Block, Prashant Vihar, New Delhi on Monday, August 1, 2022 at 01:00 P.M. to transact the businesses specified.

You are requested to kindly update above information on your record.

Thanking You,

FOR VAKSONS AUTOMOBILES LIMITED

MUSKAN
KACHHAWAHA

Digitally signed by MUSKAN KACHHAWAHA
DN: c=IN, o=Personal, ou=342224, st= Rajasthan,
serialNumber=AB8544820D887D7131E25CD58752B877C
35D041308239250BFACCD01517D85, cn=MUSKAN
KACHHAWAHA
Date: 2022.07.07 18:06:52 +05'30'

MUSKAN KACHHAWAHA
(Company Secretary & Compliance Officer)



VAKSONS FORCE
(Vaksans Automobiles Ltd.)
(Formerly known as Vaksans Automobiles Pvt. Ltd.)
(An ISO 9001:2008 certified Company)

Authorised Dealer : LCVs > MUVs > SCVs
Corp. Off.: A-Block, Shubham Gardens Complex, Murthal Road, Sonapat-131 001 (Haryana) INDIA
Telefax : 0130-2218572, 9354833999, 9315033555
Regd. Off.: 105, 1st Floor, Barodia Tower, D Block, Prashant Vihar, New Delhi-110085
E-mail : vakson.force@gmail.com, Website : www.vaksansautomobiles.in



NOTICE

NOTICE is hereby given that the **19th Annual General Meeting** of the Members of **Vaksons Automobiles Limited** will be held at registered office of the company situated at 105, Barodia Tower, Central Market, Plot No. 12, D Block, Prashant Vihar, New Delhi on **Monday, August 1, 2022 at 01:00 P.M.** to transact the following business:

Ordinary Business:

1. To consider and adopt the Standalone Financial Statements of the company for the year ending on 31st March 2022 and Director's report and Auditor's report thereon.
2. To consider and adopt the Consolidated Financial Statements of the company for the year ending on 31st March 2022.
3. To appoint a director in place of Mr. Atul Jain (holding DIN 00004339), who retire by rotation and being eligible offers himself for re- appointment.

Special Business:

4. **Appointment of Director – Mr. Ashok Kumar (DIN- 07042469) (Non-Executive Independent Director)**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , 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 Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, **Mr. Ashok Kumar (DIN: 07042469)** who was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. 30th June, 2022 subject to approval of shareholders at the 19th AGM and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the period upto 29th June, 2027.”

5. **To approve a resolution under Section 180 (1) (a) of the Companies Act, 2013 for Sale of Substantial Assets w.r.t Land of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include any committee thereof) to sell of Substantial Assets i.e. land measuring 1033 sq. Yadr. Located at Jiwan vihar, patti Musalman, Murthal Road, Dist. Sonpat- 131001, Haryana to Mrs. Shanta jain- Mother of Atul Jain(Executive Director & CFO and Mother-in-Law of Mrs. Vandana Jain (Executive Director of Company) for consideration of around Rs. 450 lakhs, as a going concern on lump sum basis on such terms and conditions as may be agreed to by the Board and Mrs. Shanta Jain”



“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and

to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

6. To consider and approve the transaction to be entered into with related party Mrs. Shanta Jain- Mother of Atul Jain, Executive Director & CFO of the Company.

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which expression shall also include any committee thereof) to enter into sale agreement of Substantial Assets i.e. land measuring 1033 sq. Yadr. Located at Jivan vihar, patti Musalman, Murthal Road, Dist. Sonpat- 131001, Haryana with Mrs. Shanta Jain- Mother of Atul Jain (Director and CFO) and Mother-in-Law of Mrs. Vandana Jain (Executive Director of Company) of Company for consideration of around Rs. 450 lakhs.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and

to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of assignment/ novation/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respect.”

For, Vaksons Automobiles Limited

**Sd/-
Mr. Atul Kumar Jain
(Chairman & Managing Director)
DIN: 00004339**

**Date: 1st July, 2022
Place: New Delhi**



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and the transfer books of the Company will remain closed from **Tuesday, July 26, 2022 to Monday, August 1, 2022 (both days inclusive).**
4. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. In compliance with the aforementioned MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (“SEBI”), the Notice of the annual general meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories unless any member has requested for a hard copy of the same. Members may note that the Notice of annual general meeting and Annual Report for the financial year 2021-22 will also be available on the Company’s website <https://vaksonsautomobiles.com/> and the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
6. Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to info@vaksonsautomobiles.com.
7. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. Monday, August 1, 2022. Members seeking to inspect can send an e-mail to info@vaksonsautomobiles.com.
8. As per Regulations 39 and 40 of the Listing Regulations, as amended, listed companies can effect issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division/split, consolidation of securities certificate; transfer, transmission and transposition, as applicable in Dematerialized form only with effect from 24th January, 2022.

Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor’s service request by Registrar and Transfer



19th ANNUAL REPORT 2021-22

Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA for assistance in this regard. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. In view of this, members holding shares in physical form are requested to consider converting their holdings to demat form to avoid hassle in transfer of shares.

9. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
10. Non-resident Indian members are requested to inform the RTA, Cameo Corporate Services Limited situated at Subramaniam Building No. 1, Club House Road, Chennai, Tamil Nadu-600002 immediately about:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form.
13. The Board of Directors of the Company has appointed **Mr. Jigarkumar Gandhi Makarand, Practising Company Secretary (FCS 7569, CP 8108)**, as Scrutiniser for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
14. The route map showing directions to reach the venue of the 19th AGM is annexed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, July 28, 2022 at 9:00 A.M. and ends on Sunday, July 31, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, July 25, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, July 25, 2022.

How do I vote electronically using NSDL e-Voting system?

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



Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in. **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.**
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 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in



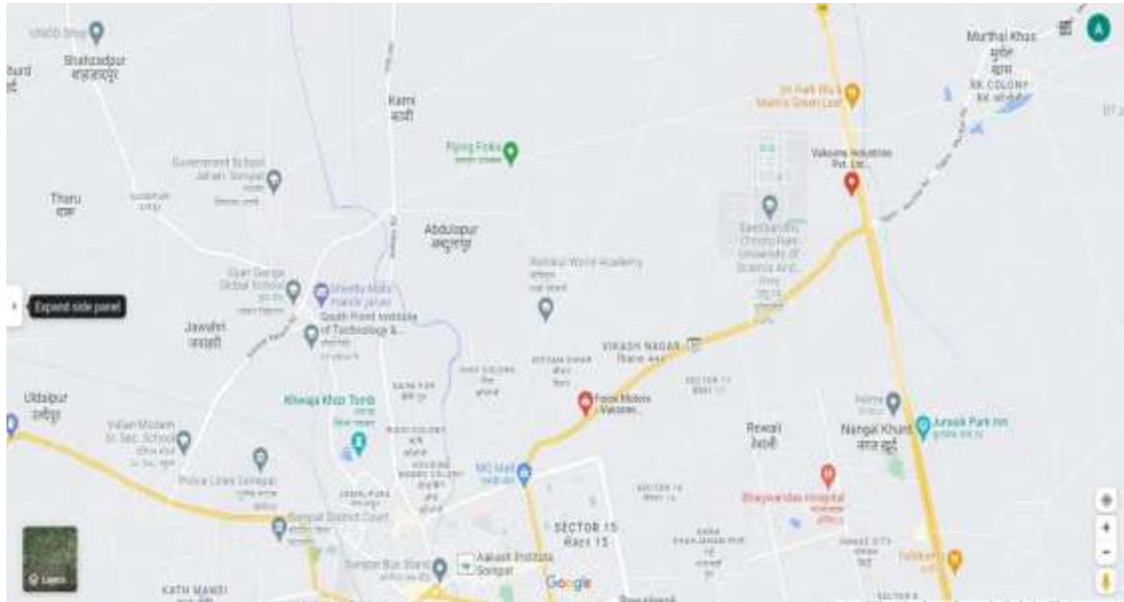
Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@vaksonsautomobiles.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@vaksonsautomobiles.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ROUTE MAP TO THE 19TH AGM VENUE

Venue Address: 105, 1st Floor, Barodia Tower, Plot No.12, D Block, Central Market, Prashant Vihar, New Delhi-110085





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013
In conformity with the provisions of Section 102 (2) of the Companies Act, 2013,**

The following explanatory statement forms a part of the Notice calling Annual General Meeting or the FY 2021-22

Item No. 4: Appointment of Director – Mr. Ashok Kumar (DIN- 07042469) (Non-Executive Independent Director)

Mr. Ashok Kumar (DIN: 07042469), was appointed as an Additional – (Non Executive Independent) Director by Board of Directors in their Meeting held on Thursday, 30th June, 2022. The Board of Director of the Company at its meeting subject to approval of members, proposed to appoint Mr. **Ashok Kumar**, as an Non-Executive Independent Director, for the period upto 29th June, 2027.”

Further, as per the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder, no independent director shall hold office for more than two consecutive terms, Since, **Mr. Ashok Kumar** is appointed as Additional director, therefore, is eligible for appointment as Independent Director of the Company and considering the knowledge, experience and contribution given by him to the Board, his continued association would benefit the Company. Therefore, it is desirable to consider him to appoint as Non-Executive Independent Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Mr. Ashok Kumar (DIN: 07042469)**, from Additional Independent Director to Independent Director of the Company for a term of five (5) consecutive years with effect from 30th June 2022, and whose office shall not be liable to retire by rotation.

The Company has also received a declaration from **Mr. Ashok Kumar (DIN: 07042469)**, declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. **Ashok Kumar (DIN: 07042469)**, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item no.4 of the Notice for approval by the members.

Item No. 5 & 6

In this Covid pandemic, not only in India but globally has witnessed turbulent times during past few years with very high

Volatility in market. These have put the financials of almost all the trading companies in India under tremendous stress with debts reaching very high level. With an objective to improve the financial health and long term viability of the Company’s business by reduction of debt, pursuant to the recommendation of the audit committee, the board of directors at its meeting held on June 30, 2022 approved the sale and transfer of Substantial asset of the company i.e. Land measuring 1033 sq. yards located at Jiwan vihar, patti Musalman, Murthal Road, Dist. Sonpat-131001, Haryana to Mrs. Shanta Jain- Mother of Atul Jain(Executive Director & CFO) and Mother-in-Law of Vandana Jain (Executive Director of Company) of the Company for consideration of around Rs. 450 Lakhs , as a going concern on lump sum basis on such terms and conditions as may be agreed to by the Board.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the asset of the Company, only with the consent of the Company by as Special Resolution. As per explanation to section 180(1)(a) of the



Companies Act, 2013 (“Act”), since the land is substantial assets of the company, consent of the members would be required by way of a Special Resolution to sale and transfer the said land.

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI (LODR)’], transaction entered into between related parties for selling or otherwise disposing of property of any kind exceeding the threshold limit mentioned in the ‘Rule’ and ‘SEBI (LODR)’ to be approved by the members of the Company by way of a special Resolution. As per Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, since the amount for agreement for selling or disposing of the land exceeds 450 lakhs, consent of the members would be required by way of a Special Resolution to enter into the agreement for sale and transfer of the said land to Mrs. Shanta Jain- Related party being Mother of Atul Jain (Executive Director & CFO) and Mother-in-Law of Vandana Jain (Executive Director of Company)of the Company.

Since the transaction of sale of land to related Party is outside the ordinary course of business, the approval of the members of the Company under section 188 of the Act is being sought by way of an Ordinary Resolution as set out at item no. 5 & 6 for the business transfer transaction.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:-

1. Name(s) of parties with whom the agreement is entered; **Mrs. Shanta Jain (agreement to be entered subject to shareholders’ approval)**
2. Purpose of entering into the agreement; **Sale of Land**
3. Size of agreement; **Rs. 4.60 crores**
4. Shareholding, if any, in the entity with whom the agreement is executed; **Mrs. Shanta Jain holds 14,75,200 equity shares of Vaksons Automobiles Limited i.e. 14.02% of the Issued Capital**
5. Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.; **Not Applicable**
6. Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship; **Yes, Mrs. Shanta Jain (Mother of Atul Kumar Jain; Director & Promoter and Mother-in-Law of Vandana Jain (Executive Director of Company) of Vaksons Automobiles Limited.**
7. Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”; **The transaction falls within related party transaction and the transaction is at arm’s length.**
8. In case of issuance of shares to the parties, details of issue price, class of shares issued; **Not Applicable**
9. In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan; **Not Applicable**
10. Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc; **Mrs. Shanta Jain being in Promoter Group as mother of Mr. Atul Jain who is Director & Promoter of the company and Mother-in-Law of Vandana Jain (Executive Director of Company)**



19th ANNUAL REPORT 2021-22

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition “Related Party” shall abstain from voting in respect of the resolution proposed at item no. 5 and 6 of the notice, irrespective of whether the entity is a party to the particular transaction or not.

As on the date of proposing these resolutions, Mr. Atul Jain hold 27,28,000 equity shares amounting to 25.93% Company. Also He is a Director and Key managerial personnel of the Company. Mrs. Vandana Jain holds 15,24,000 equity shares amounting to 14.49%. She is also Executive Director of the Company.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Atul Kumar Jain (DIN: 00004339) (Director & CFO) & Mrs. Vandana Jain (DIN: 00004347) (Director) are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the Special Resolution and Ordinary Resolution as set out at Item No.5 and 6 respectively of the notice.



Annexure - A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT	
PARTICULARS	Mr. Atul Kumar Jain - 00004339
Current Position	Executive Director and chairman (Liable to retire by rotation)
Age	54 Years
Qualification:	He has completed his degree in Bachelors of Commerce in the year 1988 from Maharshi Dayanand University and started his career with a family business of Brick Kilns, Trading of Coal and Mining of Silica Sand. He has also run various other businesses like real estate, event management, hospitality, pharmaceuticals etc. he acquired the dealership of Force Motor and incorporated our Company. He has proved himself as an entrepreneur and also runs business in pharmaceutical sector under our Group Companies.
Expertise in specific functional areas	He is responsible of the overall growth and development of our Company and for taking all key decisions in consultation with the Board.
Date of first Appointment:	20 th February, 2003.
Number of Board Meetings attended during the year:	During the Year, 6 meetings held, he Attended all the meetings held in F.Y. 2021-22.
Shareholding in the Company:	27,28,000 Equity Shares i.e. 25.93%
Relationship with Other Directors:	Mrs. Vandana Jain (Wife)
Other Directorships:	1) AROMA BUILDWELL PRIVATE LIMITED; 2) AROMA HOMEBUILD PRIVATE LIMITED; 3) NBL BUILDCON PRIVATE LIMITED; 4) KESHAV HEALTHFOODS PRIVATE LIMITED 5) FABINO LIFE SCIENCES LIMITED 6) VAKSONS METAPLAST PRIVATE LIMITED
Memberships / Chairmanship of Committees:	Member of Audit committee, Stakeholder Relationship committee and Nomination and remuneration Committee of Vaksons Industries Private Limited.



Annexure – B

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT	
PARTICULARS	Mr. Ashok Kumar – DIN 07042469
Current Position	Non-Executive Independent Director (Liable to retire by rotation)
Age	46 Years
Qualification:	Mr. Ashok Kumar aged 46 years is appointed as Additional Director (Non-Executive Independent Director). He was a Director in Auriga Secure Private Limited and has completed his higher secondary education.
Expertise in specific functional areas	His functional responsibility handling the business development of the Company.
Date of first Appointment:	30/06/2022
Number of Board Meetings attended during the year:	Not applicable as he is appointed on 30.6.2022.
Shareholding in the Company:	NIL
Relationship with Other Directors:	Not Related to any Directors
Other Directorships:	NIL
Memberships / Chairmanship of Committees:	W.e.f. 30 th June, 2022 he is Member of Audit committee, Stakeholder Relationship committee and Nomination and Remuneration Committee of Vaksons Industries Private Limited. Further he is chairman of Stakeholder Relationship committee.