

NOTICE

Notice is hereby given that the 28th Annual General Meeting (AGM) of the Members of MUNJAL AUTO INDUSTRIES LIMITED will be held on Saturday, the 10th August, 2013, at 3.30 p.m. at the Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia – 391 760, Dist: Vadodara, to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the profit & loss account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs.2/- per equity share on 5,00,00,000 equity shares of Rs.2/- each for the financial year 2012-13.
3. To appoint Director in place of Mr. Satyanand Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Mahendra Sanghvi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Director in place of Mr. Naresh Chawla, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Vakil, Jain & Hindocha, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**, the following:
“RESOLVED THAT in modification of the Resolution No.2 passed by members at the General Meeting held on 31st December,2008 by Postal Ballot for the reappointment of Mr. Sudhir Munjal as Managing Director of the Company and in accordance with the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 ('Act') read with Schedule XIII of the Act, the Company hereby approves the revision in the basic salary and allowances payable to Mr. Sudhir Munjal, Managing Director of the Company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with effect from April 1, 2013 for residual tenure of his contract as set out in the Explanatory Statement annexed to the Notice convening this meeting;
RESOLVED FURTHER THAT the Board, be and is, hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”
8. To consider and, if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**, the following:
“RESOLVED THAT in modification of Resolution No. 10 passed at the Annual General Meeting held on 29th August,2009 reappointment of Mrs. Anju Munjal as Whole Time Director of the Company and in accordance with the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 ('Act') read with Schedule XIII of the Act, the Company hereby approves the revision in remuneration structure payable to Mrs. Anju Munjal, Whole Time Director of the Company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with effect from April 1, 2013 for the residual tenure of her contract as set out in the Explanatory Statement annexed to the Notice convening this meeting;
RESOLVED FURTHER THAT the Board, be and is, hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”
9. To consider and, if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**, the following:
“RESOLVED THAT in modification of Resolution No. 9 passed at the Annual General Meeting held on 25th September,2010 for the appointment of Mr. Anuj Munjal as Whole Time Director of the Company and in accordance with the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 ('Act') read with Schedule XIII of the Act, the Company hereby approves the revision in the basic salary and allowances payable to Mr. Anuj Munjal, Whole Time Director of the Company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with effect from April 1, 2013 for the residual of the tenure of his contracts as set out in the Explanatory Statement annexed to the Notice convening this meeting;
RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”
10. To consider and, if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**, the following:
“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, Shri Sudhir Munjal, be and is, hereby re-appointed as Managing Director of the Company for a period of



five years w.e.f. October 29,2013 on the terms and conditions as set out in the Draft Agreement including remuneration as approved by the Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby authorized to do all such acts, deeds and things necessary and expedient for the purpose including to grant increments and also alter, vary and modify the terms and conditions from time to time, within statutory limits under the Companies Act, 1956".

11. To consider and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION**, the following:

"RESOLVED THAT in supersession of the Resolution passed by the Company in the 20th Annual General Meeting held on September 28, 2005 in relation to exercise of borrowing power, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, to borrow such sum or sums of money in any manner from time to time as the Board may think fit, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's banker in the ordinary course of business) may exceed the aggregate of the paid up capital and its free reserve, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors for the Company and outstanding at any time shall not exceed the sum of Rs.2,00,00,00,000/- (Rupees Two Hundred Crore only)"

Place : Waghodia
Date : May 14,2013

Registered Office:
187, GIDC Industrial Estate,
Waghodia – 391 760
Dist.: Vadodara (Gujarat)

By Order of the Board of Directors
For Munjal Auto Industries Ltd.

Sd/-
Rakesh Johari
Company Secretary

NOTES:

1. **An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.**
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company, at 187, GIDC Industrial Estate, Waghodia-391 760, Dist: Vadodara not less than 48 hours before the commencement of the meeting.
4. Members / proxies should bring duly filled attendance slips sent herewith to attend the meeting.
5. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from August 05,2013 to August 10, 2013 (both days inclusive).
7. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if approved, at the meeting, will be payable on or after August 10, 2013 to those members whose names appear on the register of members on August 02, 2013.
8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participants.
9. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agent, M/s. MCS Limited, 1st Floor, Neelam Apartments, 88, Sampatrao Colony, Vadodara 390 007, Gujarat, India, Tel: +91 (265) 2350490/2314757 Fax: +91 (265) 2341639. Email: mcsltdbaroda@yahoo.com, mcsvadodara@rediffmail.com.
10. Members, who desire to seek any information pertaining to Annual accounts and operations of the Company, are requested to address their questions / queries to the Secretary of the Company so as to reach at least seven days before the date of the Annual General Meeting to enable the Company to make the information sought available to the best extent possible.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205 A of the Companies Act, 1956, be transferred to the 'Investor Education and Protection Fund'. Members are encouraged to utilize the electronic clearing system (ECS) for receiving dividends.

12. Dividend for the financial year ended 31st March, 2006, which remains unpaid or unclaimed, will be due for transfer to the 'Investor Education and Protection Fund' of the Central Government ('IEPF') this year, pursuant to Section 205A of the Companies Act, 1956. Dividend declared for the financial year 2005-06 is in the process of transfer to IEPF.

Members may please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund of the Central Government, no claim shall lie in respect thereof.

13. Information in respect of unclaimed dividend pertaining to the subsequent financial years when due for transfer to the said Fund is given below:

Financial Year ended	Date of Declaration of Dividend	Last Date upto which claim can be lodged for unpaid Dividend
31.03.2006	23.09.2006	29.09.2013
31.03.2007	22.09.2007	28.09.2014
31.03.2008	26.09.2008	02.10.2015
31.03.2009	29.08.2009	04.09.2016
31.03.2010	25.09.2010	01.10.2017
31.03.2011	24.09.2011	30.09.2018
31.03.2012	22.09.2012	28.09.2019

Explanatory statement under Section 173 (2) of the Companies Act, 1956.

Item 7,8 and 9

Mr. Sudhir Munjal was reappointed as a Managing Director w.e.f October 30 2008 and Mrs. Anju Munjal as a Whole time Director w.e.f. September 29, 2009 for the period of five years. Mr. Anuj Munjal was appointed as a Whole Time Director w.e.f. June 01, 2010 for five years. Considering their continuing valuable contributions and overall trend of remuneration of full time working directors in the large corporate in India, the Board of Directors at its meeting held on May 14, 2013, have, pursuant to the recommendation of the Remuneration Committee, approved an upward revision/variation in the terms and conditions of remuneration to Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal, Executive Directors of the company w.e.f. April 1, 2013 as under:

- Mr. Sudhir Munjal: Increase in basic salary from Rs. 5,00,000 p.m. to Rs.6,00,000 p.m. and consequent increase in allowances from Rs. 5,00,000 p.m. to Rs.6,00,000 p.m.
- Mrs. Anju Munjal:
 - Increase in basic salary from Rs. 4,00,000 p.m. to Rs. 5,00,000 p.m. and consequent increase in allowances from Rs. 4,00,000 p.m. to Rs.5,00,000 p.m.
 - Rent free accommodation instead of HRA w.e.f. 01.04.2013 for her residual tenure ending on 29th September, 2014.
- Mr. Anuj Munjal: Increase in basic salary from Rs. 3,00,000 p.m. to Rs. 4,00,000 p.m. and consequent increase in allowances from Rs. 3,00,000 p.m. to Rs. 4,00,000 p.m.

All other terms and conditions of their appointments shall remain the same.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites and allowances as specified above.

The above statement may be treated as an abstract of the terms of variation in contracts for appointment of Managing Director and Whole Time Directors and Memorandum of Interest as required under Section 302 of the Companies Act, 1956.

Your Directors recommend and seek your approval to the resolution as appearing in item nos. 7, 8 & 9 of the accompanying notice by way of Special Resolution.

Except, Mr. Sudhir Munjal, Mrs. Anju Munjal, Mr. Anuj Munjal and their relative Mr. Satyanand Munjal, no other Director shall be deemed to be concerned or interested in the resolution at Item No. 7,8 & 9 of the Notice. Additional information as required under Schedule XIII to the Companies Act, 1956 is set out herein below:



Additional information required as per Schedule XIII to the Companies Act, 1956, relating to Item no. 7,8 & 9 of the Notice of Annual General Meeting.

I. General information:

- (i) The Company is engaged in the manufacturing of Auto Component parts for two wheelers and four wheelers.
- (ii) The Company's plants for manufacturing the Auto Component parts for two wheelers and four wheelers are fully operational.
- (iii) Financial performance based on given indicators:

Particulars	Financial year (Rs.in Crores)	
	2012-13	2011-12
Effective Capital	138.04	125.11
Total Income	779.97	732.18
Profit after Tax	39.49	44.32

- (iv) Export performance and net foreign exchange earnings: Rs.2.06 Lacs.
- (v) Foreign investments or collaborators, if any: Nil

II. Information about the Appointee Directors:

- (i) Background details of the Managerial Personnel:
 - (a) Mr. Sudhir Munjal is an Arts Graduate and having more than 43 years of rich experience in bicycle/ automobile/engineering industry. Mr. Sudhir Munjal has served as Director of Munjal Auto Industries Limited during the period 1991 to 1993 & he assumed charge as Managing Director of the Company in 1993. During his tenure as Managing Director, Mr. Munjal has successfully steered the change in focus of the business of the Company from Bicycle to Auto Components manufacturing, which resulted into turnaround of the Company in 1999-2000.
 - (b) Mrs. Anju Munjal is an Arts Graduate. She is having more than 27 years of rich experience in bicycle / automobile / engineering industry. In 1999, Mrs. Anju Munjal assumed charge as Whole Time Director of your Company. Under her stewardship, your Company is now one of the fastest growing auto component companies in India.
 - (c) Mr. Anuj Munjal is MBA in Finance and Marketing from North Eastern University, Boston (USA). He has more than 16 years of experience in the field of Marketing, Finance, Administration, IT, Purchase, Operations etc. Prior to joining Munjal Auto Industries Limited, Mr. Anuj Munjal was Chief executive of Hero Cycles Limited (CR division).

Mr. Anuj Munjal has also attended many programmes related to strategic management, six sigma, kaizens etc. Under his young entrepreneurship and supervision approach, Munjal Auto has set up two plants at Bawal and Haridwar where he has contributed his planning skills into timely and systematic completion.
- (ii) Past remuneration: Details of the remuneration of Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal (2012-13) is set out in the Report of Corporate Governance of this Annual Report.
- (iii) Recognition or awards: The Company has no information to offer.
- (iv) Job Profile and suitability: Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal are steering operations and Management of the Company with all attendant responsibilities subject to the overall supervision, direction and control of the Board of Directors of the Company. Having regard to their rich and very vast experience and contributions made so far for the Company in parity with their job profile, your Directors are of the opinion that all three Directors are suitable to hold their respective position and proposed remuneration is reasonable.
- (v) Remuneration proposed:
 - (a) Mr. Sudhir Munjal: Increase in basic salary from Rs. 5,00,000 p.m. to Rs.6,00,000 p.m. and consequent increase in allowances from Rs.5,00,000 p.m. to Rs.6,00,000 p.m.
 - (b) Mrs. Anju Munjal: Increase in basic salary from Rs. 4,00,000 p.m. to Rs. 5,00,000 p.m. and consequent increase in allowances from Rs. 4,00,000 p.m. to Rs.5,00,000 p.m. Rent free accommodation instead of HRA w.e.f. 01.04.2013 for her residual tenure ending on 29th September, 2014.
 - (c) Mr. Anuj Munjal: Increase in basic salary from Rs. 3,00,000 p.m. to Rs. 4,00,000 p.m. and consequent increase in allowances from Rs. 3,00,000 p.m. to Rs.4,00,000 p.m.
- (vi) Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal are related to Mr. Satyanand Munjal, Chairman of the Company.

III. Other Information: Not applicable, since the Company has adequate profits.

IV. Disclosures:

Remuneration package of Mr. Sudhir Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal has been set out in the Corporate Governance Report for the information of shareholders. Additional information as set out above shall be treated as requisite statement in respect of aforesaid Executive Directors in compliance with item No. (iv) of sub paragraph 'B' of paragraph (1) of Section II of Schedule XIII to the Companies Act, 1956.

Item 10

The Board of Directors of your Company in its meeting held on May 14, 2013 reappointed Shri Sudhir Munjal as Managing Director of the Company w.e.f. October 29, 2013 to October 28, 2018 for a further period of five years pursuant to the Provisions of section 198, 269, 309, 310 read with Schedule XIII on the terms and conditions as set out in the Draft Agreement including the remuneration as approved by the Remuneration Committee.

The important terms and conditions of his reappointment are as follows:

1. Period of Appointment: From October 29, 2013 to October 28, 2018.
2. Details of Remuneration:
 - a) Salary : Rs. 6,00,000/- with an authority to the Board to grant such further increases from time to time as it may deem fit;
 - b) Commission: He shall also be entitled to remuneration by way of commission which shall not exceed 5% of the yearly net profit of the Company, as calculated in the manner set out in Section 349 and 350 of the Companies Act, 1956;
 - c) Allowances :

Particulars	% of Basic Salary
I. House Rent Allowance	60%
II. Medical Allowance	10%
III. Electricity Allowance	10%
IV. Professional Development Allowance	10%
V. Education Allowance	5%
VI. Furnishing Allowance	5%
 - d) Perquisites:
 - I. Car Facility : Car facility with Driver to be used for the business of the Company;
 - II. Telephone : Free telephone facility at his residence to be used for the business of the Company;
 - III. Leave Travel Concession : For the appointee and his family once in a year incurred in accordance with any rules specified by the Company;
 - IV. Personal Accident Insurance : Actual premium to be paid by the Company;
 - V. Insurance of Household goods : Actual premium to be paid by the Company;
 - VI. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent not taxable;
 - VII. Gratuity : Payable at the rate not exceeding half a month's salary of each completed year of service;
 - VIII. Leave Encashment at the end of the tenure of services of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be calculated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be calculated at actual cost.
 - e) Minimum Remuneration: Where in any financial year during the currency of tenure of the Managing Director, the Company has no profit or if profits are inadequate, minimum remuneration payable to the managing Director shall be same salary and perquisites as above mentioned, subject to the statutory limits of the Companies Act, 1956.
3. Termination: The agreement may be terminated by either party by giving 180 days' notice in writing of such termination.
4. Duties: Shri Sudhir Munjal shall perform the duties as mentioned in the Draft Agreement and also such duties, which from time to time may be entrusted to him by the Board of Directors of the Company.



The above may be treated as an abstract of the Agreement proposed to be entered into by the Company with Shri Sudhir Munjal as required under section 302 of the Companies Act, 1956.

Your Directors recommend and seek your approval to the resolution as appearing in item No. 10 of the accompanying notice by way of Special Resolution.

None of the Directors, except Shri Sudhir Munjal himself and his relatives viz Shri Satyanand Munjal, Smt. Anju Munjal and Shri Anuj Munjal, shall be deemed to be concerned / interested in the said resolution.

Item No. 11

Earlier, the Members of the company at their Annual General meeting held on 28th September, 2005 authorised the Board of Directors of the Company to borrow upto Rs.100 Crores within the meaning of Section 293(1)(d) of the Companies Act, 1956. Thereafter Manufacturing Units at Bawal in Haryana and Haridwar in Uttarakhand have already become operational. The Company proposes to expand its manufacturing activities at Dharuhera in Haryana also. Hence it is proposed to authorise the Board of Directors of the Company, to borrow up to enhanced limit of Rs.200 Crores, which amount exceeds its paid up capital and free reserves as prescribed under section 293(1)(d) of the Companies Act, 1956. This enabling Resolution shall enable the company to be compliant of requirement stipulated in the said section's provision.

Your Directors recommend and seek your approval to the resolution as appearing in item No.11 of the accompanying Notice by way of ordinary resolution.

No Director shall be deemed to be interested or concerned in the resolution.

INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(1) Mr. Satyanand Munjal

Mr. Satyanand Munjal, the Chairman of the Company is one of the founder members of Hero Empire. He joined the Board of Munjal Auto Industries Limited as Chairman & Director in the year 1996. This is his leadership ability and visionary approach that has helped the company to turnaround in the year 1999-2000. At present, he is on the Board of following companies and committees thereof.

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2013	Position held	Committee Membership / Chairmanship in other Public Ltd. Companies
1	Satyam Auto Components Ltd.	Director	None
2	Shivam Autotech Limited	Director	None
3	Munjal Auto Industries Ltd.	Chairman	Member :Share Transfer Committee Remuneration Committee

(2) Mr. Mahendra Sanghvi

Mr. Mahendra Sanghvi is an independent Director. Mr. Sanghvi is a chemical engineer from Wayne University, USA and Bachelor of Science from Gujarat University. Mr. Sanghvi has also diploma in plastics engineering and business management from University of Toronto, Canada to his credit.

Mr. Sanghvi has a rich experience of around 39 years in plastic industry. He is Managing Director of Shaily Group of Companies. Shaily Group is leader in precision injection moulding of engineering plastics and enjoys premier position in Indian Plastics Industry as quality Injection Moulding House.

Mr. Sanghvi does not hold any shares or beneficial interest in any shares of your Company.

Mr. Sanghvi is currently on the Board of the following Companies:

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2013	Position held	Committee Membership / Chairmanship in other Public Ltd. Companies
1	Shaily Engineering Plastics Ltd.	Managing Director	None
2	Munjal Auto Industries Limited	Director	Chairman:Remuneration Committee Member : Investor's Grievance Committee Audit Committee
3	Panax Appliances Private Limited	Chairman	None
4	Shaily – IDC (India) Private Limited	Director	None
5	Integra Engineering India Limited	Director	Chairman :Shareholder's Grievance Committee Member :Audit Committee

(3) Mr. Naresh Chawla

Mr. Naresh Chawla is an independent Director. Mr. Chawla is a gold medallist from Delhi University. Mr. Chawla is a Graduate in Dairying from National Dairy Research Institute from Punjab University, PGDIM & MBA from Delhi University and Post graduation in Economic Decision Analysis from Boston University, Belgium.

Mr. Chawla has over 43 years of experience in various fields of corporate sector. Mr. Chawla has worked for 30 years in one of the largest agro-based body corporate i.e. National Dairy Development Board and superannuated as its Executive Director. He has versatile knowledge in various fields of corporate sector viz finance, administration etc. by virtue of his experience. He is the past Chairman of Indian Dairy Association, expert group for research on contaminants in foods, Bureau of Indian Standards and Regional expert committee of the Indian Management Association. He was leader of the Indian Delegation to the Codex Committee on Food Hygiene, Washington DC and Indian Delegation to International Dairy Federation, Iceland.

Apart from Munjal Auto Industries Limited, Mr. Chawla is not on the Board of any other public limited company. Mr. Chawla holds 250 shares in the Company as on March 31, 2013.

Place : Waghodia
Date : May 14, 2013

Registered Office:
187, GIDC Industrial Estate,
Waghodia – 391 760
Dist.: Vadodara (Gujarat)

By Order of the Board of Directors
For Munjal Auto Industries Ltd.

Sd/-
Rakesh Johari
Company Secretary

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MUNJAL AUTO INDUSTRIES LIMITED

Registered Office: 187, GIDC Industrial Estate, Waghodia 391 760, Dist. Vadodara, Gujarat

28th Annual General Meeting

ATTENDANCE SLIP

Folio No. _____

No. of Share(s) held: _____

DP ID*	_____
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Client ID*	_____
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Name(s) in full

Father/Husband's Name

Address as registered
with the Company

- | | | |
|----------|-------|-------|
| 1. _____ | _____ | _____ |
| 2. _____ | _____ | _____ |
| 3. _____ | _____ | _____ |

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company being held at Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia – 391 760 Dist. Vadodara (Gujarat) on Saturday, the 10th August, 2013 at 3.30 p.m.

Signature of the Member(s)/Proxy

1. _____ 2. _____ 3. _____

* Applicable for members holding share(s) in electronic form.

Notes:

1. A Member/Proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance of meeting hall.
2. A Member intending to appoint a proxy should complete the Proxy Form printed below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

MUNJAL AUTO INDUSTRIES LIMITED

Registered Office: 187, GIDC Industrial Estate, Waghodia 391 760, Dist. Vadodara, Gujarat

28th Annual General Meeting

PROXY FORM

Folio No. _____

No. of Share(s) held: _____

DP ID*	_____
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Client ID*	_____
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Name(s) in full

Father/Husband's Name

Address as registered
with the Company

- | | | |
|----------|-------|-------|
| 1. _____ | _____ | _____ |
| 2. _____ | _____ | _____ |
| 3. _____ | _____ | _____ |

being a member(s) of Munjal Auto Industries Limited hereby appoint _____ of _____ or failing him / her _____ of _____ as my/our proxy to vote for me / us on my / our behalf at the 28th Annual General Meeting of the Company to be held on Saturday, the 10th August, 2013 at 3.30 p.m. and any adjournment thereof.

Signature of the Member(s)

Signature of proxy

1. _____ 2. _____ 3. _____

* Applicable for members holding share(s) in electronic form

Note: The Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of meeting.

MUNJAL AUTO INDUSTRIES LIMITED

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

MANDATE FORM

Shareholder's authorization to receive dividends through Electronic Credit Clearing Mechanism

1.	Name of the first / sole Shareholder											
2.	Registered Folio No. / DP ID / Client ID											
3.	No. of Shares held											
4.	Name of the Bank											
5.	Account Number (as appearing on cheque book)											
6.	Account type (Please tick)	Savings <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/>										
7.	Ledger No. / Ledger Folio No. (As appearing on the cheque book / pass book)											
8.	9-digit code number of the Bank and branch appearing on the MICR cheque issued by the Bank	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>										

(in lieu of Bank certificate to be obtained as under, you may attach a blank cancelled cheque, or photocopy of a cheque or the front page of the pass-book of your savings account issued to you by your Bank, for verification of all the above particulars.)

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I will not hold Munjal Auto Industries Limited responsible. I have read the option invitation letter and agree to discharge the responsibility expected from me as a participant under the scheme.

Date:

Place:

Signature of the Shareholder

Certified that the particulars furnished above are correct as per our records

Bank's Stamp

Date:

Signature of the Authorised Official from the Bank

Note:

1. Please fill the above Mandate Form and send it to :

- the Company at its Registered Office at 187, GIDC Industrial Estate, Waghodia – 391 760, Dist. Vadodara (Gujarat) in case you are holding shares in physical form;
 - the Depository Participant (DP) with whom you are maintaining your Demat account, in case you are holding the shares in electronic form.
- Kindly note that the information provided by you should be accurate and complete in all respect and duly certified by your Bank. In lieu of the Bank certificate, you may attach a blank cancelled cheque or photocopy of a cheque or the front page of the pass-book of your account issued to you by your Bank, for verification of the above particulars.
 - In case of more than one folio, please complete the details on separate sheets.
 - The information provided by you will be treated confidential and would be utilized only for the purpose of effecting the payments meant for you. You also have the right to withdraw from this mode of payment by providing the Company an advance notice of 6 weeks.