

MUNJAL AUTO INDUSTRIES LIMITED

Regd. Office: 187, GIDC Industrial Estate, Waghodia 391 760, Dist. Vadodara, Gujarat.
CIN: L34100GJ1985PLC007958
Phone : (02668) 262421-22, Fax : (02668) 262427
E-mail : cs@munjalauto.com, Website : www.munjalauto.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that the Board of Directors of the Company at its meeting held on November 10, 2014 has resolved to seek the shareholders' consent to the following Special Resolutions through voting by Postal Ballot (including e-voting) in accordance with the provisions of section 110 of the Companies Act, 2013 ("the Act") [including any statutory modification(s) or reenactment(s) thereof] read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") or other applicable Rules, if any. The proposed draft Special Resolutions, the Explanatory Statements stating all material facts and the reasons for the proposal and a Postal Ballot Form are enclosed for your kind consideration.

Members are requested to carefully read the instructions printed on the Postal Ballot and return the same duly completed in the attached pre-paid postage self addressed envelope so as to reach the scrutinizer on or before 5.30 P.M. on December 30, 2014. Your assent/dissent received at the address as mentioned on the envelope after 5.30 P.M. would be strictly treated as if no reply has been received from you. No other form or photocopy of the form is permitted.

Shareholders who do not receive the Postal Ballot form may apply to the Company and obtain a duplicate thereof.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case, a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case, a member votes through physical vote also, the vote cast through e-voting only shall be considered by the Scrutinizer. The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the proposed resolution for the process and manner in which e-voting is to be carried out.

The scrutinizer will submit his report to the Managing Director or Authorised Key Managerial Personnel after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Managing Director or Authorised Key Managerial Personnel of the Company by January 03, 2015 at 5:30 P.M. at the Registered Office of the Company. The said results will also be intimated to the Stock exchange(s), published in the newspapers and uploaded on Company's website viz. www.munjalauto.com.

The Special Resolutions as mentioned below shall be declared as passed if the number of votes cast in favour of the respective resolution is at least three times of the votes cast against the respective resolution.

The declaration by the Managing Director or Authorised Key Managerial Personnel (KMP) as stated above shall be treated as declaration of results at a meeting of the shareholders as per the Rules. Thereafter, the results of the postal ballot will be communicated to the Stock Exchange(s) where the Company's shares are listed and posted on the Company's website viz. www.munjalauto.com.

Consent of the Members is being sought for the resolutions proposed as follows:

ITEM NO.1:

To authorise Board of Directors to secure borrowings by lease or otherwise disposing of the undertaking(s) of the Company (other than sale)

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

"RESOLVED THAT in supersession of earlier resolution passed by Postal Ballot by the shareholders pursuant to Section 293(1)(a) of the Companies Act, 1956 on April 23, 2011 and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under [including any statutory modification(s) or re-enactment thereof for the time being in force], **consent** of the members of the Company, be and is, hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to create/modify such Charge, Mortgages and Hypothecations in addition to the existing charges, mortgages and hypothecations created/modified by the Company, on such movable and immovable properties of the Company, both present and future, and in such form and



manner and with such rankings as to priority and for such time and on such terms as the Board of Directors may determine in favour of any person/ entity including bank(s), financial Institution(s), investing agency(ies), firm(s), body(ies) corporate, multilateral agency(ies), foreign institutional investor(s), foreign financial institution(s), mutual fund(s) and/or from any other persons, entities or combination thereof (hereinafter referred as "lenders") to secure the borrowings of the Company availed/ to be availed by way of cash credit, advance, deposits, loan, term loan, overdraft, packing-credit, letter of credit, release / issuance of delivery order, pre-shipment credit, post-shipment credit, payment undertaking, guarantee facility, bills purchase, bills discount, buyer's credit facility, debentures, external commercial borrowing, issuing foreign currency convertible bonds, or otherwise by whatever name called, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, all other cost, charges and expenses and all other moneys payable in terms of loan agreement(s) or any other document(s) entered into / to be entered into between the Company and the lenders in respect of such loan(s)/ borrowing(s).

RESOLVED FURTHER THAT the Board of Directors, be and is, hereby authorised to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose including to sign and execute such document(s)/deed(s)/writing(s) or other papers as may be necessary and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

ITEM NO.2:

To Reappoint Mr. Anuj Munjal (DIN : 02714266) as a Whole Time Director of the Company for the period of 5 years w.e.f. 01st June, 2015 to 31st May, 2020.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and subject to the approval of the Central Government, if necessary, **approval**, be and is hereby accorded to the re-appointment of Mr. Anuj Munjal (DIN : 02714266) as a Whole Time Director of the Company for a period of five years from June 01,2015 to May 31,2020 on the major terms and conditions of re-appointment including remuneration payable as set out in the explanatory statement with liberty to Board of Directors to alter and/or to vary the terms and conditions of the re-appointment, including the terms of remuneration, as may be agreed to, between the Board of Directors and Mr. Anuj Munjal."

**By order of the Board
For Munjal Auto Industries Ltd.**

Date : November 10, 2014

Place : Gurgaon

**Rakesh Johari
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. The Board of Directors at its meeting held on November 10, 2014 has appointed CS Devesh A Pathak (CPNo. 2306) of M/s. Devesh Vimal & Co., Practising Company Secretaries, 204/5, Garden View, Near Kamati Baug Circle, Sayajigunj, Vadodara, 390005 email-id: maildeveshpathak@rediffmail.com as scrutinizer for conducting the postal Ballot process (Including E Voting) in accordance with the law and in a fair and transparent manner.
3. The notice is being sent to all the shareholders whose names appear in the Register of the Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on November 21,2014.
4. Shareholders, whose e-mail ID are available with the Company, are being sent Notice of Postal Ballot by e-mail and to others are being sent by courier along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form from the link www.munjalauto.com or www.evotingindia.com. If any shareholder seeks duplicate Postal Ballot Form, he may send the request through an email at cs@munjalauto.com. Please fill up the requisite details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.munjalauto.com or www.evotingindia.com.

The instructions for e-voting are as under:

PROCEDURE FOR E- VOTING

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and registered with DP/RTA in respect of physical shareholding as well as those holding shares in demat form and in case, whose PAN is not registered, enter your unique PAN/Default Value Number mentioned on the Postal Ballot Form received by you.
DOB# Dividend Bank Details#	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or enter the dividend bank details as recorded with your DP/RTA. In respect of demat/physical shareholding and whose DOB and Dividend Bank details are not registered with DP/RTA, those can enter number of shares held by you on the cut off date i.e. November 21, 2014.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that a company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **141124010** (EVSN) for the relevant <MUNJAL AUTO INDUSTRIES LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.



- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on December 01, 2014 on 9.00 am and ends on December 30, 2014 at 5.30 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 21, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

C. Other Instructions:

1. The e-voting period will commence on Monday, December 01, 2014 (9.00 a.m. IST) and ends on Tuesday, December 30, 2014 (5.30 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 21, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on November 21, 2014.
3. CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Vimal & Co., Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding seven working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director or Authorised Key Managerial Personnel of the Company.
5. Kindly note that the Shareholders can opt for only one mode of voting, i.e, either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their votes by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1730 Hours) on Tuesday, December 30, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after Tuesday, December 30, 2014 would be strictly treated as if reply from the shareholder has not been received.
7. The voting period ends on the close of working hours (i.e. 1730 hours) on Tuesday, December 30, 2014.
8. The voting rights of Shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on November 21, 2014.
9. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of notice and Postal Ballot Forms to the shareholders will be published in at-least one English language newspaper and in one vernacular language newspaper having wide circulation in the district where registered office of the Company is situated.

10. The Scrutinizer will submit his report to the Managing Director or Authorised Key Managerial Personnel (KMP) of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website www.munjalauto.com and also on the website of CDSL i.e. www.evotingindia.co.in and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
11. The Board of Directors has appointed Managing Director and Company Secretary as the persons responsible for the entire postal ballot process.
12. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Bank holidays) between 10:00 a.m. to 1:00 p.m. up to the date of declaration of the result of Postal Ballot.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Rakesh Johari, Company Secretary, Munjal Auto Industries Limited, 187 GIDC Industrial Estate, Waghodia, Vadodara – 391760, Telephone No. (02668)262421-22, Fax No. (02668)262427 or email to cs@munjalauto.com.

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

Item No. 1

Earlier authority to the Board of Directors of the Company to mortgage/hypothecate movable and Immovable properties of the Company to secure the borrowings of the Company pursuant to section 293(1)(a) of the Companies Act, 1956 was granted with the approval of members of the Company through Postal Ballot by way of an Ordinary Resolution on April 23, 2011.

Now, in line with the provisions of section 180(1)(a) of the Companies Act, 2013 ('the Act') effective, authority to the Board of Directors of the Company for the aforesaid purpose can be granted with the approval of members of the Company by way of special resolution.

In line with the authority granted to the Board of Directors of the Company to borrow upto Rs.200 Crores, by the members of the Company at their 29th Annual General Meeting held on 08th August 2014, your Directors recommend and seek your approval to authorise the Board of Directors to mortgage/hypothecate movable/ Immovable properties of the Company to secure borrowings of the Company as contemplated in the resolution as appearing in item no.1 of the accompanying notice by way of special resolution through Postal Ballot (including e-voting).

None of the Directors/Key Managerial Personnel of the Company or their respective relatives shall be deemed to be concerned or interested financially or otherwise in the aforesaid Resolutions.

Item No. 2

Mr. Anuj Munjal is MBA with Finance and Marketing from North Eastern University, Boston (USA). He has over 17 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).

Under his young entrepreneurship and supervision, the Company has set up three plants at Bawal, Haridwar and Dharuhera where he has exhibited his planning skills into timely and systematic completion.

Your Directors at their meeting held on November 10, 2014 have re-appointed Mr. Anuj Munjal as Whole Time Director of the Company w.e.f. June 01, 2015 to May 31, 2020 for further period of five years pursuant to the Provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ('the Act') on such terms and conditions as set out in the Draft Agreement including the remuneration as approved by the Nomination and Remuneration Committee.

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

1. Period of Appointment: From June 01, 2015 to May 31, 2020.
2. Details of Remuneration:
 - a) Salary : Rs. 6,00,000/- p.m. 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 198 of the Companies Act, 2013;

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 Whole Time Director.
- IX. Mediclaim Insurance : Actual premium to be paid by the Company;

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 Whole Time Director, the Company has no profit or if profits are inadequate, minimum remuneration payable to the Whole Time Director shall be same salary and perquisites as above mentioned, subject to the statutory limits of the Companies Act, 2013.

3. Termination: The agreement may be terminated by either party by giving 180 days' notice in writing of such termination.

4. Duties: Mr. Anuj 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.

Memorandum of terms and conditions of appointment of Mr. Anuj Munjal as Whole Time Director is available for inspection pursuant to Section 190(2) of the Companies Act, 2013 to any member of the Company at the registered office of the Company between 11:00 a.m. to 1:00 p.m. on any working day up to the date of completion of Postal Ballot except Saturday, Sunday and Bank holidays.

Your Directors seek your approval by way of Special Resolution as set out in item No.2 of the accompanying Notice. Additional information as required under Schedule V to the Companies Act, 2013 is also annexed hereto.

None of the Directors/KMPs or their relatives, except Mr. Anuj Munjal and his relatives viz Shri Satyanand Munjal, Shri Sudhir Munjal and Smt. Anju Munjal, shall be deemed to be concerned / interested financially or otherwise in aforesaid resolutions.

Additional information required as per Schedule V to the Companies Act, 2013, relating to Item no. 2 of the Notice of Postal Ballot

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)	
	2013-14	2012-13
Effective Capital	198.63	138.04
Total Income	820.67	725.58
Profit after Tax	47.66	39.49

(iv) Export performance and net foreign exchange earnings: Rs.833.10 Lacs

(v) Foreign investments or collaborators, if any: Nil

II. Information about the Appointee Director:

(i) Background details of the Managerial Personnel:

Mr. Anuj Munjal is MBA with Finance and Marketing from North Eastern University, Boston (USA). He has over 17 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).

Under his young entrepreneurship and supervision, the Company has set up three plants at Bawal, Haridwar and Dharuhera where he has exhibited his planning skills into timely and systematic completion.

(ii) Past remuneration: Rs. 1,38,29,433 during the Financial Year 2013-14.

(iii) Recognition or awards: The Company has no information to offer.

(iv) Job Profile and suitability: Mr. Anuj Munjal is vested with substantial powers of the Management of the Company subject to the overall supervision, direction and control of the Board of Directors of the Company. Having regard to his rich and very vast experience and contribution made so far to the Company in parity with his job profile, your Directors are of the opinion that Mr. Anuj Munjal is suitable to hold position as Whole Time Director and proposed remuneration is reasonable.

(v) Remuneration proposed:

Basic Salary of Rs. 6,00,000 p.m. and allowance of Rs.6,00,000 p.m. and perquisites as mentioned in this explanatory statement.

(vi) Mr. Sudhir Munjal, Managing Director, Mrs. Anju Munjal, Whole Time Director and Mr. Anuj Munjal, Whole Time Director are related to Mr. Satyanand Munjal, Chairman of the Company.

III. Other Information:

Not applicable, since the Company has adequate profits.

This shall be treated as requisite statement in respect of Mr. Anuj Munjal, in compliance with item No. (iv) of sub paragraph 'B' of paragraph (1) of Section II of Schedule V to the Companies Act, 2013.

By order of the Board
For Munjal Auto Industries Ltd.

Date : November 10, 2014

Place : Gurgaon

Rakesh Johari
Company Secretary

 **MUNJAL AUTO INDUSTRIES LIMITED**

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

CIN: L34100GJ1985PLC007958

Phone : (02668) 262421-22, Fax : (02668) 262427

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E-VOTING / POSTAL BALLOT FORM

(Please read the Instructions printed overleaf carefully before completing this form)

SERIAL NO.

- (1) Name and Registered Address :
of the Sole/First named Member
(in block letters)
- (2) Name(s) of the Joint Member(s) :
- (3) Registered Folio No./ :
DPID No./Client ID No
(Applicable for Members holding Shares
in dematerialisation form) :
- (4) Unique PAN/Default Value Number :
- (5) No. of Shares held :

I/We hereby exercise my / our vote in respect of Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated November 10, 2014 of the Company by conveying / sending my / our assent or dissent to the said Special Resolution(s) by placing the tick mark (✓) at the appropriate column below :

Sr. No.	Description	Nature of Resolution	No. of Shares	I/We assent to the resolution voted	I/We dissent to the resolution
1.	Authorisation to Board of Directors to secure Borrowings by lease or otherwise disposing of the undertaking(s) of the Company (other than sale) as specified in Item No. 1 of the accompanying notice.	Special Resolution			
2.	Reappointment of Mr. Anuj Munjal (DIN : 02714266), as a Whole Time Director of the Company for the period of 5 years w.e.f. 01 st June, 2015 to 31 st May, 2020 as specified in Item No. 2 of the accompanying notice.	Special Resolution			

Place:

Date:

(Signature of the Shareholder)
(For instructions please see overleaf)

Please provide your E Mail ID: _____, Tel. /Mobile No. _____

Instructions:

- (1) A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
- (2) The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
- (3) This Form should be completed and signed by the Member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.
- (4) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy can not sign the Postal Ballot Form on behalf of the shareholder.
- (5) Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (✓) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- (6) A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the Resolution(s) as the case may be before mailing the Postal Ballot Form.
- (7) Duly completed and signed Postal Ballot Form should reach to the Scrutinizer not later than the close of working hours at 5.30 p.m. on **Tuesday, December 30, 2014**. Postal Ballot Form received after the said date will be treated as if a reply from such Member(s) has not been received and shall not be counted for the purposes of passing of Resolutions.
- (8) The voting rights shall be reckoned in proportion to a Member's share of the paid up Equity Share Capital of the Company as on **November 21, 2014**.
- (9) Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
- (10) There will be only one Postal Ballot Form for every folio / client ID irrespective of the no. of joint holders.
- (11) The Scrutinizer will submit his report on **January 03, 2015** to the Managing Director or Authorised Key Managerial Personnel (KMP) after completion of scrutiny. The results of the Postal Ballot will be announced by the Managing Director or Authorised Key Managerial Personnel (KMP) on **January 03, 2015** at the Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia – 391760, Dist.-Vadodara, Gujarat.
- (12) A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at item 7 above.
- (13) The Board of Directors at its meeting held on November 10, 2014 has appointed CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Vimal & Co., Practising Company Secretaries, 204/5, Garden View, Near Kamati Baug Circle, Sayajigunj, Vadodara, 390005 email-id: maildeveshpathak@rediffmail.com as scrutinizer for conducting the postal Ballot process in accordance with the law and in a fair and transparent manner.
- (14) In Compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.munjalauto.com or www.evotingindia.com.
- (15) Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Rakesh Johari, Company Secretary, Munjal Auto Industries Limited, 187 GIDC Industrial Estate, Waghodia, Vadodara – 391760, Telephone No. (02668)262421-22, Fax No. (02668)262427 or email to cs@munjalauto.com.
- (16) Share Holders are requested to fill up their E Mail ID as well as Telephone No. /Mobile No. below the Postal Ballot in order to enable the Company to update data base as also to send the e-communication to you.