

MUNJAL AUTO INDUSTRIES LIMITED

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

Phone : (02668) 262421-26, Fax : (02668) 262427

E-mail : cs@munjalauto.com, Website : www.munjalauto.com

CIN: L34100GJ1985PLC007958

NOTICE

Notice is hereby given that the 29th Annual General Meeting (AGM) of the Members of MUNJAL AUTO INDUSTRIES LIMITED will be held on Friday, the 8th August, 2014, 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, 2014, 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.2.50/- per equity share on 5,00,00,000 equity shares of Rs.2/- each for the financial year 2013-14.
3. To appoint M/s. Vakil, Jain & Hindocha, Chartered Accountants (Registration No.112894W), 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

4. To appoint Mr. Vikram Shah (DIN:00007914) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Vikram Shah (DIN:00007914), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019."

5. To appoint Mr. Ramkisan Devidayal (DIN:00238853) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Ramkisan Devidayal (DIN:00238853), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019."

6. To appoint Mr. Jal Ratanshaw Patel (DIN:00065021) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Jal Ratanshaw Patel (DIN:00065021), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019."

7. To appoint Mr. Mahendra Sanghvi (DIN:00084162) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Mahendra Sanghvi(DIN:00084162), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019.”

8. To appoint Mr. Naresh Chawla (DIN:00007842) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Naresh Chawla (DIN:00007842), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019.”

9. To appoint Mr. Sudesh Kumar Duggal (DIN:00566943) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV 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 Clause 49 of the Listing Agreement, Mr. Sudesh Kumar Duggal (DIN:00566943), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019.”

10. 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.7 passed by members at their 28th General Meeting held on 10th August, 2013 in respect of revision in remuneration structure and resolution no. 10 passed for reappointment of Mr. Sudhir Munjal (DIN: 00084080) for the period of five years w.e.f. October 29,2013 and in accordance with the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V 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 as approved by Remuneration Committee (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, 2014 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.”

11. 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. 8 passed at the 28th Annual General Meeting held on 10th August,2013 in respect of revision of salary of Mrs. Anju Munjal (DIN:00007867) and in accordance with the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Company hereby approves the revision in remuneration structure as approved by Remuneration Committee 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, 2014 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.”

12. 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 28th Annual General Meeting held on 10th August, 2013 in respect of Mr. Anuj Munjal (DIN:02714266) and in accordance with the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act, the Company hereby approves the revision in the basic salary and allowances as approved by Remuneration Committee 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, 2014 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.”

13. 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 196 and 197 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 Central Government, if necessary, Mrs. Anju Munjal, be and is, hereby re-appointed as Whole Time Director of the Company for a period of five years w.e.f. September 29, 2014 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, in accordance with the Act.

14. To consider and, if thought fit, to pass with or without modification(s), a **Special Resolution**, the following:

“**RESOLVED THAT** in supersession of the resolution passed by the Company in the 28th Annual General Meeting held on August 10, 2013 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, 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)”

15. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper of expedient to give effect to this resolution.”

Place : Waghodia
Date : May 19, 2014

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 102 of the Companies Act, 2013 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' and Key Managerial Person, maintained under Section 170 of the Companies Act, 2013, 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 04, 2014 to August 08, 2014 (both days inclusive).
7. Subject to the provisions of Section 124, 126 and applicable provisions, if any, of the Companies Act, 2013, dividend as recommended by the Board of Directors, if approved, at the meeting, will be payable on or after August 08, 2014 to those members whose names appear on the register of members on August 01, 2014.
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 Share and Transfer Agent Limited, Neelam Apartments, 88, Sampatrao Colony, Vadodara 390 007, Gujarat, India, Tel: +91 (265) 2350490/ 2314757 Fax: +91 (265) 2341639. Email: mcsitdbaroda@yahoo.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 124 and other provisions applicable, if any, of the Companies Act, 2013, 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, 2007, 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 124 of the Companies Act, 2013. The Company is in process of transfer of Dividend declared for the financial year 2006-07 to IEPF.
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
31.03.2007	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
31.03.2013	10.08.2013	16.08.2020

14. E-Voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act, The Company is pleased to provide E-voting facility through Central Depository Services Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 29th Annual General Meeting of the Company dated May 19, 2014 (the AGM Notice). The Company has appointed Mr. Devesh A. Pathak, Practicing Company Secretary or failing him Mr. Vimal Betail, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 04th July, 2014. The e-voting will commence at 9.00

AM on Saturday, 02nd August, 2014 and will end at 6.00 PM on Monday, 04th August, 2014. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E- VOTING

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “MUNJAL AUTO INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (V) Next enter the Image Verification as displayed and Click on Login.
- (VI) 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.
- (VII) If you are a first time user follow the steps given below:

	For members holding shares in Demat Form
PAN Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.
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 detail as recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter Folio No. of shares held by you as on the cut off date i.e. 04.07.2014.

*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

- (VIII) After entering these details appropriately, click on “SUBMIT” tab.
- (IX) Members holding shares in physical form will then reach directly 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 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.
- (X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XI) Click on the 140714003 (EVSN) for the relevant <MUNJAL AUTO INDUSTRIES LIMITED> on which you choose to vote.
- (XII) 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.
- (XIII) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (XIV) 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.
- (XV) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (XVI) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



(XVII) 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.co.in> 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.

B. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 2nd August 2014, 9.00 a.m. and ends on 4th August, 2014, 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- i. The e-voting period commences on Saturday, August 2, 2014 (9.00 a.m. IST) and ends on Monday, August 4, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4th July 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.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 4th July 2014.
- iii. Mr. Devesh A Pathak, Practicing Company Secretary (Membership No. FCS 4559), 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.
- iv. The Scrutinizer shall, within a period not exceeding three 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 Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Devesh A Pathak, Practicing Company Secretary, (Membership No. FCS 4559), at the Registered Office of the Company not later than Monday, August 4, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to cs@munjalauto.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, August 4, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.munjalauto.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the twenty ninth AGM of the Company on August 08, 2014 and communicated to the BSE Limited and NSE Limited, where the shares of the Company are listed.

Explanatory statement under Section 102 of the Companies Act, 2013.

Brief resume of Directors proposed to be appointed/reappointed in the Annual general Meeting in terms of Clause 49 of the Listing Agreement.

(1) Mr. Vikram Shah

Mr. Vikram Shah is a Chartered Accountant by profession. He joined the Board of Munjal Auto in the year 1996 as an Independent Director. He has a rich experience of more than 23 years in areas relating to finance, accounts and corporate market etc. He is making very valuable contribution in the Board Meeting / Committee Meeting especially in the matters of finance and accounts. Presently, he is on the Board of the following Companies and Committees thereof;

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1.	Vikram Portfolio Management Pvt. Ltd.	Director	—
2.	Vikram Venture Capital Pvt. Ltd.	Director	—
3.	Munjal Auto Industries Limited	Director	Chairman : Audit Committee Member : - Investor Grievance Committee - Share Transfer Committee - Remuneration Committee

(2) Mr. Ramkisan Devidayal

Mr. Ramkisan Devidayal has a Master's Degree in commerce from Maharaja Sayajirao University of Baroda. He is an eminent industrialist having experience over 35 years in the agrochemical industry. He is past President of Forum of Industries, chamber of commerce and association, Vice Chairman of Gujarat Pesticide Formulators Association, Ahmedabad. Mr. Ramkisan Devidayal was also the President of Federation of Gujarat Industries from 2004 to 2006. Besides, Industrial activities, Mr. Ramkisan Devidayal is also associated with various social organizations i.e. as Vice Chairman of Baroda Citizen Council, Chairman of Navrachna Credit Co-operative Society and syndicate member of Maharaja Sayajirao University of Baroda.

Mr. Ramkisan Devidayal is proficient in managing all critical aspects of finance, marketing, administration and all key areas of operations. His continuation on the Board will enable the Company to gain from his considerable experience and expertise in relation to the company's business.

He is on the Board of the following companies and committees thereof:

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1	Banco Products (India) Ltd	Director	Chairman - Audit Committee Member - Shareholders Grievance Committee - Remuneration Committee
2	20 Microns Limited	Director	Chairman - Audit Committee Member: - Shareholders Grievance Committee - Remuneration Committee - Nomination and Compensation Committee
3	20 Microns Nano Minerals Limited	Director	Chairman - Audit Committee
4	Munjal Auto Industries Ltd.	Director	Member – Audit Committee Member- Shareholder's Grievance Committee
5	Gujarat Metal Cast Limited	Additional Director	

(3) Mr. Jal Ratanshaw Patel

Mr. Jal Ratanshaw Patel, a Senior Chartered Accountant and Company Secretary, who has worked as Chairman (Non Executive) of FAG Bearing Limited. He also held various positions in FAG Bearing Limited viz. Vice-Chairman & Managing Director from 1998 to 2000, Managing Director from 1977 to 1998, Vice President (Admin.) from 1972 to 1977 and Admin. Manager from 1969 to 1972.



Mr. Jal Ratanshaw Patel has all kinds of experience in Administration, Marketing, Commercial, Finance etc.

He is on the Board of the following companies and committees thereof:

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1	Gujarat Gas Company Ltd.	Director	Chairman Audit Committee Member : Shareholders Grievance Committee
2	Shri Dinesh Mills Ltd.	Director	Member: Audit Committee, - Shareholders Grievance Committee
3	ABC Bearings Ltd.	Director	Chairman : Audit Committee
4	Styrolution ABS(India) Ltd.	Director	Chairman : Shareholders Grievance Committee Member: Audit Committee
5	Elecon Engineering Company Limited	Director	Chairman: Audit Committee
6	Jewel Consumer Care Pvt. Ltd.	Director	None
7	Munjal Auto Industries Limited	Director	None

Aforesaid Independent Directors retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

The Board of Directors of the Company at its meeting held on 19th May, 2014 has formed opinion that Mr. Vikram Shah Mr. Ramkisan Devidayal and Mr. Jal Ratanshaw Patel proposed to be appointed as Independent Directors pursuant to section 149 to 152 and other applicable Provisions, if any, of the Companies Act, 2013 ('the Act') and schedule IV of the Act fulfil the conditions specified in the Act and rules made there under and that they are independent of the Management.

Accordingly, they are proposed to be appointed to hold office as Independent Directors for five consecutive years pursuant to section 149 and other applicable provisions, if any, of the Act.

Your approval is solicited by way of ordinary resolution to the resolutions as appearing in item 4,5 and 6 of the accompanying notice. This may be treated as requisite information pursuant to clause IV (G) (i) of the Listing Agreement.

Mr. Vikram Shah, Mr. Ramkisan Devidayal and Mr. Jal Ratanshaw in their respective resolution, no other Director, Key managerial personnel and their relatives shall be deemed to be interested or concerned in the resolution shall be deemed to be interested or concerned in the resolution.

(4) 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 done diploma in plastics engineering and business management from University of Toronto, Canada .

Mr. Sanghvi has a rich experience 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, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1.	Integra Engineering India Limited	Director	Member:1. Audit Committee 2. Shareholder's Grievance Committee
2.	Shaily Medical Plastics Private Limited	Director	None
3.	Shaily Engineering Plastics Ltd.	Managing Director	None
4.	Munjal Auto Industries Limited	Director	Chairman: Remuneration Committee Member: Audit Committee Shareholder's Grievance Committee
5.	Panax Appliances Private Limited	Director	Chairman
6.	Shaily – IDC (India) Private Limited	Director	None

(5) Mr. Naresh Kumar Chawla

Mr. Naresh Chawla is an Independent Director. Mr. Chawla is a gold medallist from Delhi University. Mr. Chawla has done his graduation 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 46 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 was 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.

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, 2014.

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1	Munjel Auto Industries Limited	Director	Chairman : Shareholder's Grievance Committee Member : Audit Committee Remuneration Committee
2	Century Bikes Private Limited	Director	None

(6) Mr. Sudesh Kumar Duggal

Mr. Sudesh Kumar Duggal, An IAS who has worked as Chief Executive Officer and Managing Director in Torrent Powers /Surat Electrical Co. Ltd, as Managing Director of GSFC, as Managing Director of Gujarat Communications & Electronics Ltd, besides holding various positions with Central Govt. and State Govt. of Gujarat including secretary to CM and Governor.

Mr. S. K. Duggal has all kind of experience in Administration, Marketing, Commercial and Finance etc.

Presently, he is on the Board of the following companies and committees thereof;

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1	Munjel Auto Industries Limited	Director	None
2	Banco Products (India) Limited	Director	None

The Board of Directors of the Company at its meeting held on 19th May, 2014 has formed opinion that Mr. Mahendra Sanghvi, Mr. Naresh Chawla, and Mr. Sudesh Kumar Duggal proposed to be appointed as Independent Directors pursuant to section 149 to 152 and other applicable Provisions, if any, of the Companies Act, 2013 ('the Act') and schedule IV of the Act fulfil the conditions specified in the Act and rules made there under and that they are independent of the Management.

Accordingly, they are proposed to be appointed to hold office as Independent Directors for five consecutive years pursuant to section 149, 152 and other applicable provisions, if any, of the Act.

Your approval is solicited by way of ordinary resolution to the resolutions as appearing in item 7, 8 and 9 of the accompanying notice. This may be treated as requisite information pursuant to clause IV (G) (i) of the Listing Agreement.

Mr. Mahendra Sanghvi, Mr. Naresh Chawla, and Mr. Sudesh Kumar Duggal in their respective resolution, no other Director, Key managerial personnel and their relatives shall be deemed to be interested or concerned in the resolution shall be deemed to be interested or concerned in the resolution.

(7) Mrs. Anju Munjal

Mrs. Anju Munjal is an Arts Graduate. Mrs. Anju Munjal is having more than 28 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 company in India.

Presently, she is on the Board of the following companies and committees thereof;

Sr. No.	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2014	Position held	Committee Membership / Chairmanship in Public Ltd. Companies
1	Munjel Auto Industries Limited	Whole Time Director	None
2	Thakur Devi Investments Private Limited	Director	None
3	Sara Investment Services Private Limited	Director	None



Item 10, 11 and 12

Mr. Sudhir Munjal and Mrs. Anju Munjal were reappointed as a Managing Director w.e.f. October 29 2014 and as a Whole time Director w.e.f. September 29, 2009 respectively for the period of five years. Mr. Anuj Munjal was appointed as Whole Time Director w.e.f. June 01, 2010 for five years. Considering their valuable contributions and the increased job responsibilities, the Board of Directors at its meeting held on May 19, 2014, 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, 2014 as under:

1. Mr. Sudhir Munjal: Increase in basic salary from Rs. 6,00,000 p.m. to Rs.8,00,000 p.m. and consequent increase in allowances from Rs. 6,00,000 p.m. to Rs.8,00,000 p.m.
2. Mrs. Anju Munjal: Increase in basic salary from Rs. 5,00,000 p.m. to Rs. 7,00,000 p.m. and consequent increase in allowances from Rs. 2,00,000 p.m. to Rs.2,80,000 p.m.
3. Mr. Anuj Munjal: Increase in basic salary from Rs. 4,00,000 p.m. to Rs. 6,00,000 p.m. and consequent increase in allowances from Rs. 4,00,000 p.m. to Rs. 6,00,000 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 above mentioned, subject to the statutory limits of the Companies Act, 2013.

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 190 of the Companies Act, 2013.

Your Directors recommend and seek your approval to the resolution as appearing in item nos. 10, 11 & 12 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/KMP or their relatives shall be deemed to be concerned or interested in the resolution at Item No. 10, 11 & 12 of the Notice. Additional information as required under Schedule V to the Companies Act, 2013 is set out herein below:

Additional information required as per Schedule V to the Companies Act, 2013, relating to Item no. 10, 11 & 12 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)	
	2013-14	2012-13
Effective Capital	200.96	153.31
Total Income	881.33	775.14
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 Directors:

- (i) Background details of the Managerial Personnel:
 - (a) Mr. Sudhir Munjal is an Arts Graduate and having more than 44 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. He was also on the Board of Directors of Banco Products (India) Limited till May 2009.

(b) Mrs. Anju Munjal is an Arts Graduate. Mrs. Anju Munjal is having more than 28 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 company in India.

(c) Mr. Anuj Munjal is MBA in Finance and Marketing from North Eastern University, Boston (USA). He has more than 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 approach, Munjal Auto has set up three plants at Bawal, Haridwar and Dharuhera 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 (2013-14) 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 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 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. 6,00,000 p.m. to Rs. 8,00,000 p.m. and consequent increase in allowances from Rs. 6,00,000 p.m. to Rs. 8,00,000 p.m.

(b) Mrs. Anju Munjal: Increase in basic salary from Rs. 5,00,000 p.m. to Rs. 7,00,000 p.m. and consequent increase in allowances from Rs. 2,00,000 p.m. to Rs. 2,80,000 p.m.

(c) Mr. Anuj Munjal: Increase in basic salary from Rs. 4,00,000 p.m. to Rs. 6,00,000 p.m. and consequent increase in allowances from Rs. 4,00,000 p.m. to Rs. 6,00,000 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 V to the Companies Act, 2013.

Item 13

The Board of Directors of your Company in its meeting held on May 19, 2014 reappointed Smt. Anju Munjal as Whole Time Director of the Company w.e.f. September 29, 2014 to September 28, 2019 for a further period of five years pursuant to the Provisions of section 196, 197 read with Schedule V 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 September 29, 2014 to September 28, 2019.

2. Details of Remuneration:

a) Salary : Rs. 7,00,000/- with an authority to the Board to grant such further increases from time to time as it may deem fit:

b) Commission: She 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. Medical Allowance	10%
II. Electricity Allowance	10%
III. Professional Development Allowance	10%
IV. Education Allowance	5%
V. Furnishing Allowance	5%



d) Perquisites:

- I. Rent Free Furnished Accommodation;
- II. Car Facility : Car facility with Driver to be used for the business of the Company;
- III. Telephone : Free telephone facility at her residence to be used for the business of the Company;
- IV. Leave Travel Concession : For the appointee and her family once in a year incurred in accordance with any rules specified by the Company;
- V. Personal Accident Insurance : Actual premium to be paid by the Company;
- VI. Insurance of Household goods : Actual premium to be paid by the Company;
- VII. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent not taxable;
- VIII. Gratuity : Payable at the rate not exceeding half a month's salary of each completed year of service;
- IX. Leave Encashment at the end of the tenure of services of the Whole Time Director.
- X. 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: Smt. Anju Munjal shall perform the duties as mentioned in the Draft Agreement and also such duties, which from time to time may be entrusted to her 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 Smt. Anju Munjal as required under section 190 of the Companies Act, 2013.

Your Directors recommend and seek your approval to the resolution as appearing in item No. 13 of the accompanying notice by way of Special Resolution.

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

Item No. 14

Earlier, the Members of the Company at their 28th Annual General meeting held on 10th August, 2013 authorised the Board of Directors of the Company to borrow upto Rs.200 Crores within the meaning of Section 293(1)(d) of the Companies Act, 1956. Now as per requirement of section 180(5) of Companies Act, 2013, the above resolution must be passed by Members as Special Resolution. Hence it is proposed to authorise the Board of Directors of the Company to borrow upto enhanced limit of Rs.200 Crores within the meaning of Section 180(5) of the Companies Act, 2013.

Your Directors recommend and seek your approval to the resolution as appearing in item No. 14 of the accompanying Notice by way of Special Resolution.

No Director/KMPs or their relatives shall be deemed to be interested or concerned financially or otherwise in the resolution.

Item No. 15

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors M/S Gurdeep Singh and Associates, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at remuneration of Rs.1,25,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has been ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 15 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 15 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

Place : Waghodia
Date : May 19, 2014

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

 **MUNJAL AUTO INDUSTRIES LIMITED**

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

Phone - (02668) 262421-26, **Fax** - (02668)262427

E-mail : cs@munjalauto.com Website : www.munjalauto.com

CIN: L34100GJ1985PLC007958

ATTENDANCE SLIP

Folio No./DP Id - Client Id : _____

No. of Shares held : _____

I/We hereby record my/our presence at the 29th Annual General Meeting of Members of the Company being held at Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia, Vadodara - 391760, on Friday, 08th August, 2014 at 03.30 P.M.

Member's / Proxy's Name (in Block Letters) _____

Member's / Proxy's Signature _____

Notes :A Member/Proxy attending the meeting must complete this Attendance Slip and hand it over at entrance of meeting hall.

------(TEAR FROM HERE)-----

 **MUNJAL AUTO INDUSTRIES LIMITED**

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

Phone - (02668) 262421-26, **Fax** - (02668)262427

E-mail : cs@munjalauto.com Website : www.munjalauto.com

CIN: L34100GJ1985PLC007958

PROXY FORM

Name of the Member(s):

Registered Address:

.....

.....E-mail Id:

Folio No./ DP Id & Client Id:

I/We, being the member (s) of shares of the Munjal Auto Industries Limited, hereby appoint:

1. Name :

Address :

.....

Email Id : Signature :

2. Name :

Address :

.....

Email Id : Signature :

3. Name :

Address :

.....

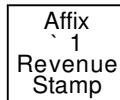
Email Id : Signature :

P.T.O.

as my/our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Friday, 08th August, 2014 at 3.30 P.M. and at any adjournment thereof in respect of resolutions as are indicated below:

Reso. No.	Description	For	Against
Ordinary Business:			
1.	Adoption of the Audited Statement of Profit and Loss for the Financial Year ended 31 st March, 2014, the Balance Sheet as on that date, the Directors' and the Auditors' Reports thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Appointment of Vakil, Jain & Hindocha as Statutory Auditors of the Company and fixing their remuneration.		
Special Business:			
4.	Appointment of Mr. Vikram Shah as an Independent Director.		
5.	Appointment of Mr. Ramkisan Devidayal as an Independent Director.		
6.	Appointment of Mr. Jal Ratanshaw Patel as an Independent Director.		
7.	Appointment of Mr. Mahendra Sanghvi as an Independent Director.		
8.	Appointment of Mr. Naresh Chawla as an Independent Director.		
9.	Appointment of Mr. Sudesh Kumar Duggal as an Independent Director.		
10.	Modification in terms of remuneration of Shri Sudhir Munjal, MD of the Company.		
11.	Modification in terms of remuneration of Smt. Anju Munjal, WTD of the Company.		
12.	Modification in terms of remuneration of Shri Anuj Munjal, WTD of the Company.		
13.	Reappointment of Smt. Anju Munjal, WTD of the Company for 5 years.		
14.	Authority to Board of Directors for borrowing under section 180(1)(C) of the Act.		
15.	Approval of Remuneration of Cost Auditors for the FY ending March 31, 2015.		

Signed this on _____ day of _____, 2014



Signature of Shareholder:Signature of Proxyholder(s):

Note: This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

Form No: MGT-12**POLLING PAPER**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rules 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **CIN: L34100GJ1985PLC007958**

NAME OF THE COMPANY: **MUNJAL AUTO INDUSTRIES LIMITED**

REGISTERED OFFICE: 187, GIDC Industrial Estate, Waghodia 391 760, Dist. Vadodara, Gujarat.

BALLOT PAPER

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. /*Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business:				
1.	Adoption of the Audited Statement of Profit and Loss for the Financial Year ended 31 st March, 2014, the Balance Sheet as on that date, the Directors' and the Auditors' Reports thereon.			
2.	Declaration of Dividend on Equity Shares.			
3.	Appointment of Vakil, Jain & Hindocha as Statutory Auditors of the Company and fixing their remuneration.			
Special Business:				
4.	Appointment of Mr. Vikram Shah as an Independent Director.			
5.	Appointment of Mr. Ramkisan Devidayal as an Independent Director.			
6.	Appointment of Mr. Jal Ratanshaw Patel as an Independent Director.			
7.	Appointment of Mr. Mahendra Sanghvi as an Independent Director.			
8.	Appointment of Mr. Naresh Chawla as an Independent Director.			
9.	Appointment of Mr. Sudesh Kumar Duggal as an Independent Director.			
10.	Modification in terms of remuneration of Shri Sudhir Munjal, MD of the Company.			
11.	Modification in terms of remuneration of Smt. Anju Munjal, WTD of the Company.			
12.	Modification in terms of remuneration of Shri Anuj Munjal, WTD of the Company.			
13.	Reappointment of Smt. Anju Munjal, WTD of the Company for 5 years.			
14.	Authority to Board of Directors for borrowing under section 180(1)(C) of the Act.			
15.	Approval of Remuneration of Cost Auditors for the FY ending March 31, 2015.			

Place:

Date:

(Signature of Shareholder)