



MUNJAL AUTO INDUSTRIES LIMITED

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

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

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

CIN: L34100GJ1985PLC007958

NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the Members of MUNJAL AUTO INDUSTRIES LIMITED will be held on Saturday, the 22nd August, 2015, at 3.00 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 Financial Statement for the year ended on 31st March, 2015, 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 2014-15.
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.
4. To appoint a Director in place of Mr. Sudhir Kumar Munjal (DIN 00084080) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass following resolution, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in modification of earlier resolution no. 10 passed by the members at their 28th Annual General Meeting held on 10th August, 2013 in respect of reappointment of Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director for the period of five years w.e.f. October 29, 2013 and also resolution no. 10 passed at their 29th Annual General Meeting held on 08th August, 2014 in respect of revision in remuneration payable to Mr. Sudhir Kumar Munjal, Managing Director, Approval be and is hereby granted pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') for payment of remuneration to Mr. Sudhir Kumar Munjal as a Managing Director during his tenure:-

- Aforesaid remuneration but not exceeding 5% of net profit in any financial year in case of adequacy of profit OR
- Aforesaid remuneration approved by the members as minimum remuneration. However in case of no profit or inadequacy of profit, in any financial year, such remuneration shall not exceed the limits as set out in Part II of the Schedule V of the Companies Act, 2013 without the approval of the Central Government OR
- Aforesaid remuneration with the approval of the Central Government even if it may exceed the aforesaid limits.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is, hereby authorized to do all the acts and deeds necessary and expedient for the purpose including making application to the Central Government for the purpose as it deems fit."

6. To consider and, if thought fit, to pass following resolution, as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in modification of earlier resolution no. 13 passed by the members at their 29th Annual General Meeting held on 8th August, 2014 in respect of reappointment of Mrs. Anju Munjal (DIN:00007867), Whole Time Director for the period of five years w.e.f. September 29, 2014 and also resolution no. 11 passed at the 29th Annual General Meeting held on 8th August, 2014 in respect of revision of remuneration of Mrs. Anju Munjal, Whole Time Director, Approval be and is hereby granted pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') for payment of remuneration to Mrs. Anju Munjal as a Whole Time Director during her tenure:-

- Aforesaid remuneration but not exceeding 5% of net profit in any financial year in case of adequacy of profit OR
- Aforesaid remuneration approved by the members as minimum remuneration. However in case of no profit or inadequacy of profit, in any financial year, such remuneration shall not exceed the limits as set out in Part II of the Schedule V of the Companies Act, 2013 without the approval of the Central Government OR
- Aforesaid remuneration with the approval of the Central Government even if it may exceed the aforesaid limits.



FURTHER RESOLVED THAT the Board of Directors of the Company be and is, hereby authorized to do all the acts and deeds necessary and expedient for the purpose including making application to the Central Government for the purpose as it deems fit."

7. To consider and, if thought fit, to pass following resolution, as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in modification of earlier resolution no. 2 passed by the members through Postal Ballot on 03rd January, 2015 for reappointment of Mr. Anuj Munjal (DIN:02714266) as Whole Time Director for the period of five years w.e.f. June 01,2015 and also resolution no. 12 passed at the their 29th Annual General Meeting held on 8th August, 2014 in respect of revision of remuneration of Mr. Anuj Munjal, Whole Time Director, Approval be and is hereby granted pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') for payment of remuneration to Mr. Anuj Munjal as a Whole Time Director during his tenure:-

- Aforesaid remuneration but not exceeding 5% of net profit in any financial year in case of adequacy of profit OR
- Aforesaid remuneration approved by the members as minimum remuneration. However in case of no profit or inadequacy of profit, in any financial year, such remuneration shall not exceed the limits as set out in Part II of the Schedule V of the Companies Act, 2013 without the approval of the Central Government OR
- Aforesaid remuneration with the approval of the Central Government even if it may exceed the aforesaid limits.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is, hereby authorized to do all the acts and deeds necessary and expedient for the purpose including making application to the Central Government for the purpose as it deems fit."

Place : Waghdia
Date : May 29, 2015

Registered Office:
187, GIDC Industrial Estate,
Waghdia – 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, Waghdia- 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 close from Monday, August 17, 2015 to Saturday, August 22, 2015 (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 24, 2015 to those members whose names appear on the register of members on August 14, 2015.
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, 10, Aram Apartment, 12, Sampatrao Colony, B/h Laxmi Hall, Alkapuri, Vadodara- 390 007 (Gujarat), Tel.: +91 265 2339397, Fax: +91 265 2341639, E-mail: mcsldbaroda@yahoo.com; mcsldbaroda@gmail.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, 2008, 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 2007-08 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
31.03.2008	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
31.03.2014	08.08.2014	14.08.2021

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 30th Annual General Meeting of the Company dated May 29, 2015 (the AGM Notice). The Company has appointed Mr. Devesh A. Pathak, Practicing Company Secretary or failing him Mr. Vimal Betai, 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 Saturday, 15th August, 2015. The e-voting will commence at 9.00 AM on Wednesday, 19th August, 2015 and will end at 5.00 PM on Friday, 21st August, 2015. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E- VOTING

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 19th August, 2015 (9.00 am IST) and ends on Friday, 21st August, 2015 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday, 15th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image verification as displayed and click on Login.
- (vii) 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.



(viii) 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 (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company /Depository Participant are requested to use the serial number print in address slip.
Dividend Bank Details or Date of Birth (DOB)	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. Please note - In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA should enter No. of shares held by you as on the cut-off date i.e. 15 th August,2015.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Munjal Auto Industries Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

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 19th August, 2015, 9.00 a.m. and ends on 21st August, 2015, 5.00 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 i.e. Saturday, 15th August 2015, 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 Wednesday, 19th August, 2015, 9.00 a.m. and ends on Friday, 21st August, 2015, 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 15th August, 2015, 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 15th August, 2015.
- 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 two 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 Friday, August 21, 2015 (5.00 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 Friday, August 21, 2015 (5.00 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 30th AGM of the Company on August 22, 2015 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.

Item 5, 6 and 7

Mr. Sudhir Kumar Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal were reappointed as a Managing Director w.e.f. October 29 2013, as a Whole time Director w.e.f. September 29, 2014 and as a Whole Time Director w.e.f. June 01,2015 respectively for the period of 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 Kumar Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal, Executive Directors of the Company w.e.f. April 1, 2014 as under:

1. Mr. Sudhir Kumar 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 continue to be the same.

In Line with recently enacted the Companies Act, 2013 ('the Act'), it is proposed to seek your approval for payment of remuneration to aforesaid executive directors:-

- Aforesaid remuneration but not exceeding 10% of net profit in any financial year for all of them taken together in case of adequacy of profit OR
- Aforesaid remuneration approved by the members as minimum remuneration. However in case of no profit or inadequacy of profit, in any financial year, such remuneration shall not exceed the limits as set out in Part II of the Schedule V of the Companies Act, 2013 without the approval of the Central Government OR

- Aforesaid remuneration with the approval of the Central Government even if it may exceed the aforesaid limits.
It is also proposed to authorise the Board of Directors to authorise to do all the acts and deeds necessary, proper and expedient for the purpose including making application to the Central Government for the purpose as it deems fit.

The above statement may be treated as an abstract of the terms of variation in contracts in respect of Memorandum of Interest as required under Section 190 of the Companies Act, 2013 and will be available for inspection at the Registered Office between 11.00 am to 1.00 pm on any working day except Saturday, Sunday and National holidays upto the date of Annual General Meeting.

Your Directors recommend and seek your approval to the resolutions as appearing in item nos. 5, 6 & 7 of the accompanying notice by way of Special Resolution.

Except, Mr. Sudhir Kumar Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal or their relatives, no other Director/KMP or their relatives shall be deemed to be concerned or interested in the resolution at Item No. 5, 6 & 7 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. 5, 6 & 7 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)	
	2014-15	2013-14
Effective Capital	239.18	198.63
Total Income	892.22	820.67
Profit after Tax	38.03	47.66

- (iv) Export performance and net foreign exchange earnings: Rs.1337.59 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 Kumar Munjal is an Arts Graduate and having more than 45 years of rich experience in bicycle/ automobile/ engineering industry. Mr. Sudhir Kumar 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 has also been appointed as Chairman of the Company w.e.f. March 28,2015.

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

S. No	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2015	Position held	Committee Membership/ Chairmanship in other Companies
1	Munjal Auto Industries Limited	Chairman & Managing Director	None
2	Thakur Devi Investments Private Limited	Director	None
3	Sara Investment Services Private Limited	Director	None
4	Fetlock Traders Private Limited	Director	None

- (b) Mrs. Anju Munjal is an Arts Graduate. Mrs. Anju Munjal is having more than 29 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:

S. No	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2015	Position held	Committee Membership/ Chairmanship in other Companies
1	Munjal Auto Industries Limited	Whole Time Director	None
2	Thakur Devi Investments Private Limited	Director	None
3	Sara Investment Services Private Limited	Director	None
4	Fetlock Traders Private Limited	Director	None

- (c) Mr. Anuj Munjal is MBA in Finance and Marketing from North Eastern University, Boston (USA). He has more than 18 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.
- Presently, he is on the Board of the following companies and committees thereof:

S. No	Name of Companies in which Directorship / Chairmanship is held as on March 31, 2015	Position held	Committee Membership/ Chairmanship in other Companies
1	Munjal Auto Industries Limited	Whole Time Director	None
2	Thakur Devi Investments Private Limited	Director	None
3	Sara Investment Services Private Limited	Director	None

- (ii) Past remuneration: Details of the remuneration of Mr. Sudhir Kumar Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal (2014-15) are 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 Kumar 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 to 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.
- (v) Remuneration proposed: No proposal for change of remuneration.
- (vi) Mr. Sudhir Kumar Munjal, Mrs. Anju Munjal and Mr. Anuj Munjal are inter se related.

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

IV. Disclosures:

Remuneration package of Mr. Sudhir Kumar 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.

Place : Waghodia
Date : May 29, 2015

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, Waghdia 391 760, Dist. Vadodara, Gujarat.

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

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

CIN: L34100GJ1985PLC007958

ATTENDANCE SLIP

Folio No.: _____

No. of Share(s) held: _____

DP ID* _____

Client ID* _____

Name(s) in full

Father/Husband's Name

Address as registered With the Company

1. _____

2. _____

3. _____

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company being held at Registered Office of the Company at 187, GIDC Estate, Waghdia – 391 760 Dist. Vadodara (Gujarat) on Saturday, the 22nd August, 2015 at 3.00 p.m.

Signature of the Member(s)/Proxy

1. _____

2. _____

3. _____

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

Note : A member/proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance of meeting hall.

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN:L34100GJ1985PLC007958

Name of the company: Munjal Auto Industries Limited

Registered office: 187, GIDC Industrial Estate, Wagholia, Vadodara - 391760

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: DP ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: , or failing him
2. Name:
Address:
E-mail Id:
Signature: , or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday, the 22nd August, 2015 3.00 p.m. at Registered office of the Company at 187, GIDC Industrial Estate, Wagholia, Vadodara – 391760 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statement for the year ended on 31 st March, 2015, 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 2014-15.		
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.		
4.	To appoint a Director in place of Mr. Sudhir Kumar Munjal (DIN 00084080) who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
5.	To Approve Remuneration payable to Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').		
6.	To Approve Remuneration payable to Mrs. Anju Munjal (DIN:00007867) as Whole Time Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').		
7.	To Approve Remuneration payable to Mr. Anuj Munjal (DIN:02714266) as Whole Time Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').		

Signed this day of 2015

Signature of shareholder

Affix
1
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.