



MUNJAL AUTO
INDUSTRIES LIMITED
Waghodia Plant

REF/SECY/NSE/2019

February 23, 2019

To,
Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI – 400 051

Sub: Postal Ballot Notice and Form

NSE Script Code: MUNJALAU

Dear Sir/Madam,

This is with reference to our Intimation dated February 20, 2019 regarding Cut-off Date to seek approval of the shareholders by way of **postal ballot (including voting by electronic means)** for continuance of office of Shri Naresh Kumar Chawla, Shri Sudesh Kumar Duggal and Shri Jal Ratanshaw Patel, who have attained the age of 75 years, as non-executive independent directors of the Company until expiry of their remaining tenure in compliance with Regulation 17 (1A) of SEBI (LODR) Amendment Regulation, 2018 applicable w.e.f. April, 01, 2019.

The copy of Postal Ballot Form and Notice is enclosed for your reference.

Kindly take the above information on your record and acknowledge.

Thanking you,

**Yours faithfully,
For MUNJAL AUTO INDUSTRIES LTD.**

**RAKESH JOHARI
COMPANY SECRETARY
ACS 19153**



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

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

CIN: L34100GJ1985PLC007958

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as also Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act'), read with the Rule 20 & 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, ('the Rules') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as also pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') that the Special Resolutions set out below are proposed to be passed by way of postal ballot/ e-voting. The Explanatory Statement pertaining to the said Special Resolutions setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ('the Form') for your consideration and approval.

The Board of Directors has appointed (1) Mr. Devesh A. Pathak, Practicing Company Secretary, Vadodara, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and (2) Central Depository Services Limited (CDSL) to provide e-voting facility for the Postal Ballot.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the form. Members may record their assent (For) or dissent (Against) therein and return the same in original duly completed in all respects in the enclosed self-addressed, postage pre-paid Business Reply Envelope i.e. BRE (if posted in India) so as to reach the Scrutinizer at Mr. Devesh A. Pathak c/o MCS Share Transfer Agent Ltd., 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweets, Alkapuri, Vadodara- 390007 on or before the close of business hours i.e. 5:00 p.m. on Friday, March 29, 2019. Any Form received after this date shall be treated as if the reply from the member of the Company has not been received. No other form or photocopy of the form is permitted.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'.

Upon completion of the Postal Ballot process (including e-voting process), the Scrutinizer will submit his report to the Chairman & Managing Director or any other Key Managerial Personnels (KMPs) of the Company and the result of the Postal Ballot will be announced. The result along with the Scrutinizer's report would be intimated to BSE and NSE where the Company's shares are listed and would be displayed at the website and the Registered Office of the Company, as well as on website of CDSL.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

(i) Approval for continuation of Mr. Naresh Kumar Chawla (DIN: 00007842) as Non-executive and Independent Director

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded for continuation of Directorship of Mr. Naresh Kumar Chawla (DIN: 00007842), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years, till the expiry of his existing term i.e. up to the conclusion of the 34th Annual General Meeting to be held in the year 2019."



(ii) Approval for continuation of Mr. Sudesh Kumar Duggal, (DIN: 00566943) as Non-executive and Independent Director

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded for continuation of Directorship of Mr. Sudesh Kumar Duggal, (DIN: 00566943), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years, till the expiry of his existing term i.e. up to the conclusion of the 34th Annual General Meeting to be held in the year 2019."

(iii) Approval for continuation of Mr. Jal Ratanshaw Patel, (DIN: 00065021) as Non-executive and Independent Director

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded for continuation of Directorship of Mr. Jal Ratanshaw Patel, (DIN: 00065021), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years, till the expiry of his existing term i.e. up to the conclusion of the 34th Annual General Meeting to be held in the year 2019."

By order of Board of Directors
For Munjal Auto Industries Limited

Sd/-

Rakesh Johari

Company Secretary

ACS 19153

Place : Gurugram
Date : February 09, 2019

Notes:

1. An Explanatory Statement as required under 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 February 09, 2019 has appointed CS Devesh A. Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, Practising Company Secretaries, 1st Floor, 51, Udyognagar Society, Nr. Ayurvedic College, Outside Panigate, Vadodara - 390019, 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 would 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 Friday, February 22, 2019.
4. Shareholders, whose E Mail ID are available with the Company, are being sent Notice of Postal Ballot by E-mail and 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 and the Companies (Management and Administration) Rules, 2014, read with Clause 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 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 shareholders voting electronically are as under:

- (i) The voting period will begin on Thursday, February 28, 2019 on 9:00 a.m. and ends on Friday, March 29, 2019 at 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. Friday, February 22, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 **EVSN 190220016** of "MUNJAL AUTO INDUSTRIES LIMITED" 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (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, 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.

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.

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 Thursday, February 28, 2019 (9:00 a.m. IST) and ends on Friday, March 29, 2019 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, February 22, 2019, 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 Friday, February 22, 2019.
3. CS Devesh A. Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, 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 Chairman or authorised Key Managerial Personnel (KMP) 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 vote by both Physical Postal Ballot and e-voting, then e-voting shall prevail and voting done through Postal Ballot 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. 1700 Hours) on Friday, March 29, 2019. 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 Friday, March 29, 2019 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. 1700 hours) on Friday, March 29, 2019.
8. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, February 22, 2019.
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 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 Chairman & 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 CFO 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 E-mail to cs@munjalauto.com.

Explanatory statement under Section 102 of the Companies Act, 2013

Item 1, 2 and 3

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

1. Mr. Naresh Kumar Chawla, (DIN: 00007842) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.



Mr. Naresh Kumar Chawla is an Independent Director. He is a Post Graduate Diploma in Industrial Management and Masters of Business Administration (MBA) Gold Medallist from FMS, Delhi University. He is BSC (D.Tech) from Punjab University and Post-graduation in Economic Decision Analysis from Boston University, Belgium.

Mr. Naresh Kumar Chawla has versatile and enriched experience of more than five decades in various fields of corporate sector. He 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 with full Administrative and Financial powers of the Managing Director. He has served on the Boards of several PSUs & Cooperative Federations as Chairman/Director. He was Advisor to L&T / NIRO for several years. He has versatile knowledge in various fields of corporate sector viz. Accounts, Finance, Administration, Materials Management, Industrial Management, Marketing, etc. by virtue of his experience. He is the past Chairman of several organisations namely, Baroda Management Association, Committee for Dairy Industry of Bureau of Indian Standards (BIS) and Regional expert committee on Community Development of the Indian Management Association. He was the Spokes Person of the Indian Delegations to the Codex Committee (WHO) on Food Standards and International Dairy Federation.

Apart from Munjal Auto Industries Limited, Mr. Chawla is not on the Board of any other public limited company at present. Mr. Chawla holds 500 shares in the Company as on date.

2. Mr. Sudesh Kumar Duggal (DIN: 00566943) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. Sudesh Kumar Duggal, Retired Additional Chief Secretary (IAS officer) who has worked as Chief Executive Officer and Managing Director in Torrent Powers / Surat Electricity Co. Ltd, as Managing Director of Gujarat State Fertilizer & Chemicals Limited, as Managing Director of Gujarat Communications & Electronics Ltd, besides holding various positions with Central Govt. (Planning Commission) and Gujarat State Govt. as head of various department including Secretary to Chief Minister and Secretary to Governor.

Mr. S. K. Duggal has an enriched experience of decades in Administration, Marketing, Commercial and Finance etc.

3. Mr. Jal Ratanshaw Patel (DIN: 00065021) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2019, not liable to retire by rotation.

Mr. Jal Ratanshaw Patel, a Senior Chartered Accountant and Company Secretary, who has worked as Chairman (Non-Executive) of FAG Bearings India Limited. He also held various positions in FAG Bearings India 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 an enriched experience of decades in Accounting, Administration, Marketing, Commercial and Finance etc.

The Board of Directors is of the opinion that Shri Naresh Kumar Chawla, Shri Sudesh Kumar Duggal and Shri Jal Ratanshaw Patel are persons of integrity; possess relevant expertise and vast experience. Their association as non-executive Independent Directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1, 2 & 3 of this Notice for approval of the Members of the Company.

Shri Naresh Kumar Chawla, Shri Sudesh Kumar Duggal and Shri Jal Ratanshaw Patel may be deemed to be interested, financially or otherwise, in the resolutions as set out at item no. 1, 2 & 3 of the Notice with regard to continuance of their respective Directorships.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the Company.

ANNEXURE- A TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING CONTINUATION OF PRESENT TERM

Name of Director	Mr. Naresh Kumar Chawla	Mr. Sudesh Kumar Duggal	Mr. Jal Ratanshaw Patel
Date of Birth	21.01.1942	02.12.1939	17.09.1937
Date of Appointment	August 08, 2014	August 08, 2014	August 08, 2014
Expertise in specific functional areas	Accounts, Finance, Administration, Materials Management, Industrial Management and Marketing	Administration, Commercial, Accounts and Finance	Accounting, Administration, Marketing, Commercial and Finance
Qualification	MBA from Delhi University and Post-graduation in Economic Decision Analysis from Boston University, Belgium	Graduate from Punjab University, Post Graduate from London School of Economics and Retired Senior IAS Officer	FCA & FCS
Shareholding in the Company	500 shares	NIL	NIL
Directorship held in other public companies (excluding foreign companies)	NIL	NIL	1. Ineos Styrolution India Limited 2. Elecon Engineering Company Limited 3. Gujarat Gas Limited
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	<u>Audit Committee- Chairman</u> - Gujarat Gas Limited - Ineos Styrolution India Limited - Elecon Engineering Company Limited <u>Stakeholders Relationship Committee- Chairman</u> - Elecon Engineering Company Limited <u>Stakeholders Relationship Committee- Member</u> - Gujarat Gas Limited - Ineos Styrolution India Limited
Disclosure of Relationships between Director inter-se	NIL	NIL	NIL

By order of the Board of Directors
For Munjal Auto Industries Limited

Sd/-

Rakesh Johari

Company Secretary
ACS 19153

Date : February 09, 2019
Place : Gurugram



MUNJAL AUTO INDUSTRIES LIMITED

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

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

CIN: L34100GJ1985PLC007958

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

**MUNJAL AUTO INDUSTRIES LIMITED**

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

Phone : (02668) 262421-22, Fax : (02668) 262427 CIN: L34100GJ1985PLC007958

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

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 **February 09, 2019** 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 :

Item No.	Brief particulars of the Resolution	Nature of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent from the resolution (AGAINST)
1.	Continuance of office of Mr. Naresh Kumar Chawla, who have attained the age of 75 years, as non-executive independent director of the Company until expiry of his remaining tenure in compliance with Regulation 17 (1A) of SEBI (LODR) Amendment Regulation, 2018 applicable w.e.f. April, 01, 2019.	Special Resolution			
2.	Continuance of office of Mr. Sudesh Kumar Duggal, who have attained the age of 75 years, as non-executive independent director of the Company until expiry of his remaining tenure in compliance with Regulation 17 (1A) of SEBI (LODR) Amendment Regulation, 2018 applicable w.e.f. April, 01, 2019.	Special Resolution			
3.	Continuance of office of Mr. Jal Ratanshaw Patel, who have attained the age of 75 years, as non-executive independent director of the Company until expiry of his remaining tenure in compliance with Regulation 17 (1A) of SEBI (LODR) Amendment Regulation, 2018 applicable w.e.f. April, 01, 2019.	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 Letter 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 cannot 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 5:00 p.m. on **Friday, March 29, 2019**. 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 **Friday, February 22, 2019**.
- (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 **Saturday, March 30, 2019** to the Chairman & Managing Director or Authorised Key Managerial Personnel (KMP) after completion of scrutiny. The results of the Postal Ballot will be announced by the Chairman & Managing Director or Authorised Key Managerial Personnel (KMP) on **Saturday, March 30, 2019** 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 **February 09, 2019** has appointed CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, Practising Company Secretaries, 51 - Udyognagar Society, Nr. Ayurvedic College, Outside Panigate, Vadodara- 390019 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 and the Companies (Management and Administration) Rules, 2014, read with clause 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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) Shareholders are requested to fill up their E Mail ID as well as Contact no. below the Postal Ballot in order to enable the Company to update data base as also to send the e-communication to you.