MUNJAL AUTO
INDUSTRIES LIMITED
Waghodia Plant

REF/SECY/MARCH/2018 **March 31, 2018**

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

Subject: Postal Ballot Notice & Form

Stock Symbol NSE: MUNJALAU

Dear Sir/Madam,

Kindly refer outcome of 171st Board Meeting held on Saturday, March 17, 2018 *inter alia,* in respect of approval to the process for conducting Postal Ballot for taking the share-holders approval for amendment of MOA including OBJECT CLAUSE in line with the Companies Act, 2013 as set out in the Postal Ballot Notice dated March 17, 2018

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

Kindly refer the above information on your record and acknowledge.

Thanking You,

Yours Faithfully,
For Munjal Auto Industries Limited

RAKESH JOHARI
COMPANY SECRETARY
ACS 19153

Encl : Postal Ballot Notice and Form

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

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 or failing him Mr. Vimal Betai, Practising 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 Limited, 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007 on or before the close of business hours i.e. 5:00 p.m. on May 12, 2018. 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 would 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) To consider and if, thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to such permissions, consents, confirmations, approvals of the appropriate regulatory and statutory authority(ies) as may be required, consent of the members of the Company be and is, hereby accorded to the alteration in the Memorandum of Association of the Company ('MOA') in accordance with Table A of Schedule I of the Companies Act, 2013, effecting the following modification(s) and amendments in the existing MOA as follows:

(i) The words 'Companies Act, 1956', in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.

(ii) Part A of Clause III of MOA shall now be titled as '(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE':

(iii) Part B of the Clause III of MOA shall now be titled as '(b) Matters WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE':

(iv) Part C of the Clause III of MOA viz. 'Other Objects' shall be deleted in line with the requirements of Companies Act, 2013.

RESOLVED FURTHER THAT in the Memorandum of Association of the Company wherever, required reference to various sections of the Companies Act, 1956, be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to such permissions, consents, confirmations, approvals of the appropriate regulatory and statutory authority(ies) as may be required, consent of the members of the Company, be and is, hereby accorded to the alteration of Memorandum of Association by way of insertion of new sub clauses/ substitution of existing sub clauses by new sub clauses to clause III (Object Clause) of the Memorandum of Association of the Company as follows:

(iii) Insertion of New sub clause 5 after sub clause 4 to the Clause III (a) of MOA

(5) To carry on in India or elsewhere the business to manufacture, produce, assemble, alter, acquire, build, construct, convert, commercialise, dismantle, design, develop, display, demonstrate, erect, equip, establish, fabricate, finish, hold, handle, install, hire or let on hire, lease, repair, maintain, modify, market, machine, own, operate, protect, pull down, reconstruct, renovate, recondition, remodel, import, export, buy, sell, resale, exchange, service, trade, to account or otherwise deal in all respects in all kinds of composite products of the combination of any ingredients/ substances including Resin, fibre glass, fibre, carbon, metals, steels, aluminium, plastic, polymer and to act as agent, broker, financier, stockiest, turn key suppliers, contractor, promoter, consultant, engineer, collaborator or otherwise deal in any capacity in all kinds of composite products including automatic/ semi-automatic plants, machineries, instruments, equipments, components, parts, fittings, tools, moulds, dies, tackles and accessories of any application used in all types of industries including automobile, energy, hotels, railways, ships, aviations, defence, mining, oil drilling, water works, power plants, public utilities, office, laboratories and hospitals.

Substitution of existing sub clauses nos. 11, 18, 31,36,59,61,62,63 and already deleted sub clause 65 by following new sub clauses nos. 11,18,31,36,59,61,62,63 and 65 as follows:

11. To guarantee the due performance and discharge by receivers, insolvency resolution professional, liquidators, committees, guardians, executors, administrators, trustees, attorneys, brokers and agents of their respective duties and obligations.

18. To lend money, to provide security and guarantee the performance of the obligations, of and the payment of interest on any stock, shares and securities of any Company, firm or person in any case in which such loan or guarantee may be considered, likely directly or indirectly to further the objects of this Company, and generally to give any guarantee whatsoever which may be deemed likely, directly, or indirectly to benefit the Company or its members.

31. Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.

36. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or expedient and in particular to remunerate any person or Corporation introducing business to this Company and also to subscribe, contribute or assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibitions for any public general or other objects as also to carry out Corporate Social Responsibility (CSR) activities subject to provisions of the Companies Act, 2013.

59. To undertake, carry out, lay out, promote, sponsor or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area irrespective whether the Company has any business dealing in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity of rural development and to assist execute on and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, transfer without consideration or at such fair or concessional value and divest the ownership of the property of the Company to or in favour of any public or local body, authority central or state Government or any public institution or trust or fund.

Without prejudice to the generality of the foregoing project programme of Rural Development shall mean and include:-

a) Assistance in the setting up of rural industries in selected areas especially to the rural weaker sections, to provide them self-employment.

b) Establishment and running of dispensaries, clinics, hospitals, family planning centres, maternity and children welfare centres and family welfare centres.

c) Nutrition programmes for school children.

d) Establishment and running of educational and vocational training centres-establishment of sports and recreation centres for students.

e) Construction and maintenance of rural link roads, village streets, pavements and drainage and sanitary systems.

f) Construction and maintenance of drinking water projects such as wells, tube wells and cleaning of wells and ponds.

g) Rural electrification i.e. provisions of street lighting in village and electrification of Harijan/Tribal homes.

h) Assistance to the weaker sections of society in constructing houses at sites provided in rural areas by Government, village panchayats.

i) Minor irrigation schemes including boring of tube wells and installations of pumping sets for the benefit of groups of small or marginal farmers.

j) Supply of improved varieties of seeds and provisions of facilities for seed testing to group of small/marginal farmers and assistance to such farmers, for establishing seed farms.

k) Supply of fertilizers and insecticides to group of small/marginal farmers and giving guidance and training to such farmers in the use of fertilizers, insecticides.

l) Assist the farmers, in improvement of cattle through establishment of veterinary dispensaries, artificial insemination centres and in processing and marketing of the dairy products.

m) Supply of Plant Protection equipments, sprayers, farm machinery, implements to the village panchayat for the use of groups of small/marginal farmers.

n) Assistance to groups of small/marginal farmers landless labourers in poultry farming, horticulture, pisciculture.

o) Establishment of workshops for servicing and repairing of farm machinery and training of artisans, mechanics.

Or any other programme for promoting the social and economic welfare of the upliftment of the people in any Rural area which is likely to promote and assist the Rural Development.

And that the word 'Rural Areas' shall include such areas as may be regarded as rural areas under the provisions of Income Tax Act, 1961 or the Companies Act, 2013 or any other law in force, for the time being relating to rural development.

61. Subject to the provisions of Section 180 of the Companies Act, 2013 and any other provisions applicable if any, for the time being to raise, or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open Current Accounts with any individual or firms including the agents of the Company whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company, or by the issue of the debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's properties (Both present and future) including its uncalled capital or by such other means as the Directors may in their absolute discretion deem expedient.

62. Subject to the provisions of Sections 73 and other applicable provisions of the Companies Act, 2013 and the directives issued by the Reserve Bank of India, to borrow, raise or secure the payment of money or to receive, money and deposit as time deposit or otherwise as interest for any purpose of the Company and at such time or times and in such manner as may be

thought fit and in particular by the creation and issue of debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgage, charges and securities of all kinds either perpetual or otherwise either redeemable annuities as and by way of securities for any such money so borrowed raised or received or of any such debenture, debenture-stock, bonds, obligations, mortgage, charges and securities of all kinds either so issued to mortgage, pledge or charge the undertaking or whole or any part of the property rights, assets of revenue and profits of the Company present or future, including its uncalled capital or howsoever by trust, special assignment or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase redeem or pay off any such securities. However, the Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949 or the business of Insurance as defined by the Insurance Act, 1938.

63. Without prejudice to the generality and in any way restricting or limiting the power otherwise legally exercisable by the Company under the Indian Partnership Act, 1932, or Limited Liability Partnership Act, 2008 or statutory modification thereof or any other enactment, law, rule, custom regulating or dealing therewith, the Company is hereby specifically empowered to enter into partnership with any person who can legally enter into partnership including a Body Corporate to carry on any one or more of the objects/object for which the Company is established or which the Company is or will in future by specific power or by implication or necessity will be entitled to carry on, provided however the power vested in the Company can be exercised only subject to the provisions, restrictions, permission or covenant in the Deed of Partnership as are necessary to that the Company cannot be said to have violated or not complied with the provisions of the Companies Act, 2013 through the act of the firm or the help of partner.

65. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in any shares, securities, movable or immovable property of any kind with or without security or otherwise in all respects upon such terms and in such manner and to vary such transactions and investments in such manner from time to time as may be thought fit by the Board of Directors (including committee) subject to the provisions of the Companies Act, 2013 and any other applicable laws.

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 March 17, 2018 has appointed CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Vimal & Co., 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 March 30, 2018.

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 members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and registered with DP/RTA in respect of physical shareholding as well as those holding shares in Demat form and in case, whose PAN is not registered, enter your unique PAN/Default Value Number mentioned on the Postal Ballot Form received by you.
Dividend Bank Details or Date of Birth	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or enter the dividend bank details as recorded with your DP/RTA. In respect of demat/physical shareholding and whose DOB and Dividend Bank details are not registered with DP/RTA, those can enter number of shares held by you on the cut off date i.e. March 30, 2018.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 a company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN No. 180330001 for the relevant <MUNJAL AUTO INDUSTRIES LIMITED> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(B) The voting period begins on April 10, 2018 on 9.00 a.m. and ends on May 09, 2018 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. March 30, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(C) Other Instructions:

1. The e-voting period will commence on Tuesday, April 10, 2018 (9.00 a.m. IST) and ends on Wednesday, May 09, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on March 30, 2018, 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 March 30, 2018.

3. CS Devesh A Pathak (CP No. 2306) of M/s. Devesh Vimal & Co., Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

4. The Scrutinizer shall, within a period not exceeding seven working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the 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 Thursday, May 10, 2018. 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 Thursday, May 10, 2018 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 Wednesday, May 09, 2018.

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 March 30, 2018.

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 email to cs@munjalauto.com.

Explanatory statement under Section 102 of the Companies Act, 2013

Item 1 and 2

It is proposed to alter the Memorandum of Association (MOA) in accordance with Table A of Schedule I of the Companies Act, 2013 effecting following modifications in MOA of the Company as follows:

i. The words 'Companies Act, 1956' in the existing MOA be substituted with the words 'Companies Act, 2013' and wherever required in MOA of the Company, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

ii. The objects clause (Clause III of MOA) will now have only two parts viz.

Part A: The objects to be pursued by the Company on its incorporation and

Part B: Matters which are necessary for furtherance of the objects specified in Part A.

iii. The existing Part C ('Other Objects Clause") of Clause III of MOA would be deleted.

It is also proposed to insert new sub clause 5 to Clause III a (Main Objects) of MOA of the Company to enable the Company to carry on business in the composite products as also substitute existing clauses no. 11, 18, 31, 36, 59, 61, 62, 63 and already deleted sub clause 65 by new sub clauses in order to enable the Company to attain the main objects more effectively.

Aforesaid proposed MOA is being uploaded on the Company's website for the perusal by the shareholders. Proposed amended MOA will also be available for inspection by the members at the Registered office of the Company on all working days (except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. up to May 10, 2018 (i.e. the last date for receiving postal ballot forms by the Scrutinizer.)

In terms of provisions of Section 13, 108,110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, your Directors recommended and seek your approval to the resolutions set out in item no. 1 & 2 of the accompanying notice by way of Special Resolution through Postal Ballot (including e-voting).

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

By order of the Board of Directors
For Munjal Auto Industries Limited
Sd/-
Rakesh Johari
Company Secretary
ACS 19153

Date : March 17, 2018
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

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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 March 17, 2018 of the Company by conveying / sending my / our assent or dissent to the said Special Resolution(s) by placing the tick mark (✔) at the appropriate column below :

Sr. No.	Description	Nature of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent from the resolution (AGAINST)
1.	To Consider amendment of MOA including OBJECT CLAUSE in line with the Companies Act, 2013.	Special Resolution			

Place: ……..
Date: ……..

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

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

Instructions:

(1) A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.

(2) The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.

(3) This Form should be completed and signed by the Member [as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively]. In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.

(4) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy 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 **Thursday, May 10,2018**. 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 with in proportion to a Member's share of the paid up Equity Share Capital of the Company as on **March 30, 2018.**

(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 **May 12, 2018** 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 **May 12, 2018** at the Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia, 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 **March 17, 2018** has appointed CS Devesh A. Pathak (CP No. 2306) of M/s. Devesh Vimal & Co., Practicing Company Secretaries, First Floor, 51, Udyognagar Society, Nr. Ayurvedic College, Outside Panigate, Vadodara-390019, Phone: (0265) 2562175, 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) Share Holders are requested to fill up their E Mail ID as well as Telephone No. /Mobile No. below the Postal Ballot in order to enable the Company to update data base as also to send the e-communication to you.