



MUNJAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

REF/SECY/2018

Date: August 27, 2018

To,
Listing Department
Asst. Vice President
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), MUMBAI – 400051
Scrip Code: MUNJALAU

To,
The Secretary
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001
Scrip Code: 520059

Subject: Declaration of Voting Results of the 33rd Annual General Meeting of the Company

Dear Sirs,

In accordance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013 and rules framed thereunder, please find enclosed herewith the voting results including e-voting and poll conducted at the AGM held on August 25, 2018, in format as prescribed by SEBI, along with Scrutinizers' Report.

The same will also be uploaded on the website of the Company.

We request you to kindly take the same on your record.

Thanking You,

Yours faithfully

For MUNJAL AUTO INDUSTRIES LIMITED

RAKESH JOHARI
COMPANY SECRETARY
ACS 19153



MUNJAL AUTO
INDUSTRIES LIMITED
Waghodia Plant

Annexure 1

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|--|
| Date of the AGM | Saturday, August 25, 2018 |
| Total number of shareholders on record date/ cut off date (i.e. the cut-off date for determining shareholders entitled to e-voting - August 18, 2018) | 27,253 |
| No. of shareholders present in the meeting in person or through proxy | 35 |
| - Promoters and Promoter group | 1 |
| - Public | 34 |
| No. of shareholders attended the meeting through Video conferencing | |
| - Promoters and Promoter Group | No video conferencing facility was made available. |
| - Public | |

Mode of Voting for all the resolutions enlisted below: Remote e-voting conducted between August 22, 2018 to August 24, 2018 (both days inclusive) and Ballot Forms by a Poll conducted at the meeting.



MUNJIAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

DETAILS OF THE AGENDA

| Resolution Required: (Ordinary) | | To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31 st March, 2018, together with the Reports of the Board of Directors' and the Auditors' thereon. | | | | | | |
|---|-------------------|---|---------------------------|---|-----------------------------|--|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Vo tes- aga inst | % of votes in favour on votes polled =[(4)/(2)]*10 0 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,756 | .20 | 50,752 | 4 | 99.99 | 0.01 |
| | Poll | | 11,231 | .04 | 11,231 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 61,987 | .24 | 61,983 | 4 | 99.99 | 0.01 |
| Grand Total | | 10,00,00,000 | 7,48,68,437 | 74.87 | 7,48,68,433 | 4 | 100.00 | 0* |

* Negligible

Corporate Office: - 2nd Floor, Tower "C" Unitech Business Zone, Nirvana Country, South City-2, Sector-50, Gurugram-122018 Tel: +91-124-4057891-92,
Waghodia Plant / Regd. Office: - 187 GIDC, Industrial Estate, Waghodia, Distt. Vadodara (Gujarat) - 391760. Tel: +91-2668-262421, Fax: +91-2668-262427
Bawal Plant:- Plot No. 37, Sector 5, Ph - II, IMT-Bawal, Distt. Rewari (HR) - 123501. Tel: +91-1284-264435-36, Fax : +91-01284-264434
Haridwar Plant: - Plot No. -11, Industrial Park II, Vill.-Salempur Mehmood, Distt.-Haridwar (Uttarakhand) - 249402. Tel: +91-01334-235530,32, Fax: +91-1334-235533
Bawal Plant: - Plot No.-32A, Industrial Area, Dharuhera, Distt.-Rewari (HR) - 122106. Tel: +91-01274-243010-14

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CIN: L34100GJ1905PLC007950



MUNJIAL AUTO INDUSTRIES LIMITED

Waghodia Plant

| Resolution Required: (Ordinary) | | To declare a final dividend of 60% i.e. Rs.1.20/- per equity share on 10,00,00,000 equity shares of Face Value of Rs. 2/- each for financial year 2017-18. | | | | | | |
|---|-------------------|--|---------------------------|---|-----------------------------|--|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Vot es- agai nst | % of votes in favour on votes polled =[(4)/(2)]*10 0 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,806 | .20 | 50,802 | 4 | 99.99 | 0.01 |
| | Poll | | 11,231 | .04 | 11,231 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 62,037 | .25 | 62,033 | 4 | 99.99 | 0.01 |
| Grand Total | | 10,00,00,000 | 7,48,68,487 | 74.87 | 7,48,68,483 | 4 | 100.00 | 0* |

* Negligible

Corporate Office: - 2nd Floor , Tower "C" Unitech Business Zone, Nirvana Country, South City-2, Sector-50, Gurugram-122018 Tel: +91-124-4057891-92,
Waghodia Plant / Regd. Office: - 187 GIDC, Industrial Estate, Waghodia, Distt. Vadodara (Gujarat) - 391760. Tel: +91-2668-262421, Fax: +91-2668-262427
Bawal Plant:- Plot No. 37, Sector 5, Ph - II, IMT-Bawal, Distt. Rewari (HR) - 123501. Tel: +91-1284-264435-36, Fax : +91-01284-264434
Haridwar Plant: - Plot No. -11, Industrial Park II, Vill.-Salempur Mehmood, Distt.-Haridwar (Uttarakhand) - 249402. Tel: +91-01334-235530,32, Fax: +91-1334-235533
Bawal Plant: - Plot No.-32A, Industrial Area, Dharuhera, Distt.-Rewari (HR) - 122106. Tel: +91-01274-243010-14

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CIN: L34100GJ1905PLC001950



MUNJIAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

| Resolution Required: (Ordinary) | | 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. | | | | | | |
|---|-------------------|---|---------------------------|---|-----------------------------|--|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Vot es- agai nst | % of votes in favour on votes polled =[(4)/2]*10 0 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,806 | .20 | 50,782 | 24 | 99.95 | 0.05 |
| | Poll | | 10,609 | .04 | 10,609 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 61,415 | .25 | 61,391 | 24 | 99.96 | 0.04 |
| Grand Total | | 10,00,00,000 | 7,48,67,865 | 74.87 | 7,48,67,841 | 24 | 100.00 | 0* |

* Negligible

Corporate Office: - 2nd Floor, Tower "C" Unitech Business Zone, Nirvana Country, South City-2, Sector-50, Gurugram-122018 Tel: +91-124-4057891-92,
Waghodia Plant / Regd. Office: - 187 GIDC, Industrial Estate, Waghodia, Distt. Vadodara (Gujarat) - 391760. Tel: +91-2668-262421, Fax: +91-2668-262427
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Haridwar Plant: - Plot No. -11, Industrial Park II, Vill.-Salempur Mehmood, Distt.-Haridwar (Uttarakhand) - 249402. Tel: +91-01334-235530,32, Fax: +91-1334-235533
Bawal Plant: - Plot No.-32A, Industrial Area, Dharuhera, Distt.-Rewari (HR) - 122106. Tel: +91-01274-243010-14

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CIN: L34100GJ1905PLC001950



MUNJIAL AUTO INDUSTRIES LIMITED

Waghodia Plant

| Resolution Required: (Ordinary) | | To re-appoint K.C. Mehta & Co., Chartered Accountants (Registration No. FRN 106237W), as Statutory Auditors of the Company for the remaining period of four years out of their term of five years and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37 th Annual General Meeting of the Company and authorise the Board of Directors to fix their remuneration. | | | | | | |
|---|-------------------|--|---------------------------|---|-----------------------------|-----------------------------|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Votes- against | % of votes in favour on votes polled =[(4)/2] *100 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,806 | .20 | 20,999 | 29,807 | 41.33 | 58.67 |
| | Poll | | 11,181 | .04 | 11,181 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 61,987 | .24 | 32,180 | 29,807 | 51.91 | 48.09 |
| Grand Total | | 10,00,00,000 | 7,48,68,437 | 74.87 | 7,48,38,630 | 29,807 | 99.96 | 0.04* |

* Negligible



MUNJIAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

| Resolution Required: (Special) | | To approve reappointment of and remuneration payable to Mr. Sudhir Kumar Munjal as a Managing Director of the Company for a period of five years w.e.f. October 29, 2018. | | | | | | |
|---|-------------------|---|---------------------------|---|-----------------------------|--|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Vot es- agai nst | % of votes in favour on votes polled =[(4)/2]*10 0 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,806 | .20 | 50,802 | 4 | 99.99 | 0.01 |
| | Poll | | 10,559 | .04 | 10,559 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 61,365 | .24 | 61,361 | 4 | 99.99 | 0.01 |
| Grand Total | | 10,00,00,000 | 7,48,67,815 | 74.87 | 7,48,67,811 | 4 | 100.00 | 0* |

* Negligible

Corporate Office: - 2nd Floor, Tower "C" Unitech Business Zone, Nirvana Country, South City-2, Sector-50, Gurugram-122018 Tel: +91-124-4057891-92,
Waghodia Plant / Regd. Office: - 187 GIDC, Industrial Estate, Waghodia, Distt. Vadodara (Gujarat) - 391760. Tel: +91-2668-262421, Fax: +91-2668-262427
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CIN: L34100GJ1905PLC001950



MUNJIAL AUTO INDUSTRIES LIMITED

Waghodia Plant

| Resolution Required: (Special) | | To approve to grant loans and provide guarantee/security in connection with loan taken or to be taken by Indutch Composites Technology Private Limited, a subsidiary company. | | | | | | |
|---|-------------------|---|---------------------------|---|-----------------------------|-----------------------------|--|--|
| Whether Promoter/ Promoter group are interested in the agenda/ resolution? | | No | | | | | | |
| Category | Mode of voting | No. of Shares held | No. of Votes polled | % of votes polled on outstan ding shares =[(2)/1)]* 100 | No. of Votes - in favour | No. of Votes- against | % of votes in favour on votes polled =[(4)/2] *100 | % of votes against on votes polled =[(5)/(2)] *100 |
| | | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Promoter and Promoter group | E-Voting | 7,48,06,450 | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 7,48,06,450 | 100.00 | 7,48,06,450 | - | 100.00 | - |
| Public Institutions | E-Voting | 1,52,448 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 2,50,41,102 | 50,806 | .20 | 21,019 | 29,787 | 41.37 | 58.63 |
| | Poll | | 10,559 | .04 | 10,559 | - | 100.00 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 61,365 | .25 | 31,578 | 29,787 | 51.46 | 48.54 |
| Grand Total | | 10,00,00,000 | 7,48,67,815 | 74.87 | 7,48,38,028 | 29,787 | 99.96 | 0.04* |

* Negligible

Corporate Office: - 2nd Floor , Tower "C" Unitech Business Zone, Nirvana Country, South City-2, Sector-50, Gurugram-122018 Tel: +91-124-4057891-92,
Waghodia Plant / Regd. Office: - 187 GIDC, Industrial Estate, Waghodia, Distt. Vadodara (Gujarat) - 391760. Tel: +91-2668-262421, Fax: +91-2668-262427
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Haridwar Plant: - Plot No. -11, Industrial Park II, Vill.-Salempur Mehmood, Distt.-Haridwar (Uttarakhand) - 249402. Tel: +91-01334-235530,32, Fax: +91-1334-235533
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CIN: L34100GJ1905PLC001950



CS Devesh A. Pathak
B.Com., LL.B., F.C.S.

DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES
REGD. INSOLVENCY PROFESSIONAL
REGD. TRADE MARKS AGENT

PHONE : (0265) 2562158 / 75 MOBILE : 98240 92589
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

Date: 27th August, 2018.

TO
THE BOARD OF DIRECTORS,
MUNJAL AUTO INDUSTRIES LIMITED
187, GIDC Industrial Estate
Waghodia, Vadodara 391760
Gujarat

Dear Sir,

1. I, Devesh A. Pathak, Practising Company secretary in Practice, have been appointed as scrutinizer by
 - (i) The Board of Directors of MUNJAL AUTO INDUSTRIES LIMITED at its Meeting held on 28th May, 2018 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 33rd Annual General Meeting (AGM) held on Saturday, 25th August, 2018 pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") read with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').
 - (ii) The Chairperson of the 33rd Annual General Meeting held on 25th August, 2018 to conduct a poll under the provisions of Section 109 and other applicable provisions, if any, of the Act read with Rule 21 of the Rules, in respect of the resolutions to be passed at the AGM of the members of the Company, held at Registered Office of the Company at 187, GIDC Industrial Estate, Waghodia, Vadodara - 391760.
2. The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM.






DEVESH PATHAK & ASSOCIATES

Continuation Sheet.....

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

3. I have issued separate Scrutinizer's Report dtd 27th August, 2018 on the e-voting and separate report on poll dtd 27th August, 2018 on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting (including ballots) and poll in respect of aforesaid resolutions as follows:

| Sr. No. | Particulars Ballots/E-Votes | Resolution-1: To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31 st March, 2018, together with the Reports of the Board of Directors' and the Auditors' thereon. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|---|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll /Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 21 | 52 | 11,247 | 7,48,57,206 | 7,48,68,453 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 4 | - | 4 | 16 | - | 16 | |
| 3 | VALID BALLOTS/E-VOTES | 27 | 21 | 48 | 11,231 | 7,48,57,206 | 7,48,68,437 | 100 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 27 | 20 | 47 | 11,231 | 7,48,57,202 | 7,48,68,433 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 1 | 1 | - | 4 | 4 | 00.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 27 | 21 | 48 | 11,231 | 7,48,57,206 | 7,48,68,437 | 100.00 |

*Negligible

| Sr. No. | Particulars Ballots/E-Votes | Resolution-2: To declare a final dividend of 60% i.e. Rs. 1.20 per equity share on 10,00,00,000 equity shares of Face Value of Rs.2/- each for financial year 2017-18. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll /Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 22 | 53 | 11,247 | 7,48,57,256 | 7,48,68,503 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 4 | - | 4 | 16 | - | 16 | |
| 3 | VALID BALLOTS/E-VOTES | 27 | 22 | 49 | 11,231 | 7,48,57,256 | 7,48,68,487 | 100 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 27 | 21 | 48 | 11,231 | 7,48,57,252 | 7,48,68,483 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 1 | 1 | - | 4 | 4 | 00.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 27 | 22 | 49 | 11,231 | 7,48,57,256 | 7,48,68,487 | 100.00 |

*Negligible



| Sr. No. | Particulars | Resolution-3: 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. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll / Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 22 | 53 | 11,247 | 7,48,57,256 | 7,48,68,503 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 5 | - | 5 | 638 | - | 638 | |
| 3 | VALID BALLOTS/E-VOTES | 26 | 22 | 48 | 10,609 | 7,48,57,256 | 7,48,67,865 | 100.00 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 26 | 20 | 46 | 10,609 | 7,48,57,232 | 7,48,67,841 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 2 | 2 | - | 24 | 24 | 0.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 26 | 22 | 48 | 10,609 | 7,48,57,256 | 7,48,67,865 | 100.00 |

*Negligible

| Sr. No. | Particulars | Resolution- 4: To appoint M/s. K.C. Mehta & Co., Chartered Accountants (Registration No.FRN 106237W), as Statutory Auditors of the Company for the remaining period of four years out of their term of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37 th Annual General Meeting of the Company and authorize the Board of Directors to fix their remuneration. (Ordinary Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll / Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 22 | 53 | 11,247 | 7,48,57,256 | 7,48,68,503 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 5 | - | 5 | 66 | - | 66 | |
| 3 | VALID BALLOTS/E-VOTES | 26 | 22 | 48 | 11,181 | 7,48,57,256 | 7,48,68,437 | 100.00 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 26 | 19 | 45 | 11,181 | 7,48,27,449 | 7,48,38,630 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 3 | 3 | - | 29,807 | 29,807 | 00.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 26 | 22 | 48 | 11,181 | 7,48,57,256 | 7,48,68,437 | 100.00 |

*Negligible





| Sr. No. | Particulars | Resolution-5: TO APPROVE RE-APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. SUDHIR KUMAR MUNJAL AS A MANAGING DIRECTOR OF THE COMPANY. (Special Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll / Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 22 | 53 | 11,247 | 7,48,57,256 | 7,48,68,503 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 6 | - | 6 | 688 | - | 688 | |
| 3 | VALID BALLOTS/E-VOTES | 25 | 22 | 47 | 10,559 | 7,48,57,256 | 7,48,67,815 | 100.00 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 25 | 21 | 46 | 10,559 | 7,48,57,252 | 7,48,67,811 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 1 | 1 | - | 4 | 4 | 00.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 25 | 22 | 47 | 10,559 | 7,48,57,256 | 7,48,67,815 | 100.00 |

*Negligible

| Sr. No. | Particulars | Resolution-6: TO APPROVE TO GRANT LOANS AND PROVIDE GUARANTEE/SECURITY TO INDUTCH COMPOSITES TECHNOLOGYPRIVATE LIMITED, A SUBSIDIARY COMPANY. (Special Resolution) | | | | | | |
|---------|------------------------------------|--|----------------|-----------|---------------|--------------------|--------------------|---------------|
| | | No. of Ballots in poll / Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Voter | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS/E-VOTES RECEIVED | 31 | 22 | 53 | 11,247 | 7,48,57,256 | 7,48,68,503 | |
| 2 | LESS: INVALID BALLOTS/E-VOTES | 6 | - | 6 | 688 | - | 688 | |
| 3 | VALID BALLOTS/E-VOTES | 25 | 22 | 49 | 10,559 | 7,48,57,256 | 7,48,67,815 | 100.00 |
| 4 | BALLOTS/E-VOTES IN FAVOUR | 25 | 20 | 45 | 10,559 | 7,48,27,469 | 7,48,38,028 | 100.00 |
| 5 | BALLOTS/E-VOTES AGAINST | - | 2 | 2 | - | 29,787 | 29,787 | 00.00* |
| | TOTAL VALID BALLOTS/E-VOTES | 25 | 22 | 47 | 10,559 | 7,48,57,256 | 7,48,67,815 | 100.00 |

*Negligible



DEVESH PATHAK & ASSOCIATES

Continuation Sheet.....

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

- (4) I have handed over related papers/ registers and records for safe custody to Mr. Rakesh Johari of the Company authorized by the Board to supervise the process.
- (5) You may accordingly declare the result of voting.

Thanking You,

Yours faithfully,
For Devesh Pathak & Associates


CS DEVESH A. PATHAK

Practicing Company Secretary
Membership no. 4559

Place: Vadodara
Date: 27th August, 2018



CS Devesh A. Pathak
B.Com., LL.B., F.C.S.

DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES
REGD. INSOLVENCY PROFESSIONAL
REGD. TRADE MARKS AGENT

PHONE : (0265) 2562158 / 75 MOBILE : 98240 92589
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,
NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,
VADODARA-390 019

SCRUTINIZERS REPORT ON E-VOTING

TO
THE BOARD OF DIRECTORS,
MUNJAL AUTO INDUSTRIES LIMITED
187, GIDC Industrial Estate
Waghodia, Vadodara 391760
Gujarat.

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 33rd Annual General Meeting pursuant to Clause 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR") read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules").

- (1) I, Devesh A. Pathak, Practising Company Secretary, has been appointed as the scrutinizer by the Board of Directors of MUNJAL AUTO INDUSTRIES LIMITED to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 6 to be passed at the 33rd Annual General meeting of the Company to be held on Saturday, 25th August, 2018 as set out in the Notice dated 28th May, 2018 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause No. 6 of this Report pursuant to Clause 44 of LODR read with Section 108 of the Act and Rule 20 of the Rules.
- (2) The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. My responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

- (3) The e-voting facility remained open from Wednesday, 22nd August, 2018 at 9.00 a.m. to Friday, 24th August, 2018 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 18th August, 2018 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 25th August, 2018 at 05:04 p.m. in presence of two witnesses viz. Mr. Abbas Daruwala and Mr. Ajay Dhokiya who are not in the employment of the Company and who have signed at the end of the report in token of the same.
- (6) Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/ against each of the resolutions were generated from e-voting system provided by CDSL. A summary of the result in respect of each of the aforesaid resolution is as follows:

ORDINARY BUSINESS

Resolution: 1

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31st March, 2018, together with the Reports of the Board of Directors' and the Auditors' thereon.

(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 21** | 7,48,57,206 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 21 | 7,48,57,206 | 100.00 |
| 4 | VOTES IN FAVOUR | 20 | 7,48,57,202 | 100.00 |
| 5 | VOTES AGAINST | 1 | 4 | 00.00* |
| | TOTAL VALID E- VOTES | 21 | 7,48,57,206 | 100.00 |

**One Member holding 50 shares did not vote on this resolution and hence not counted.

* Negligible





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

Resolution: 2

To declare a final dividend of 60% i.e. Rs. 1.20 per equity share on 10,00,00,000 equity shares of Face Value of Rs.2/- each for financial year 2017-18.

(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 22 | 7,48,57,256 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 22 | 7,48,57,256 | 100.00 |
| 4 | VOTES IN FAVOUR | 21 | 7,48,57,252 | 100.00 |
| 5 | VOTES AGAINST | 1 | 4 | 00.00* |
| | TOTAL VALID E- VOTES | 22 | 7,48,57,256 | 100.00 |

* Negligible

Resolution: 3

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.

(Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 22 | 7,48,57,256 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 22 | 7,48,57,256 | 100.00 |
| 4 | VOTES IN FAVOUR | 20 | 7,48,57,232 | 100.00 |
| 5 | VOTES AGAINST | 2 | 24 | 00.00* |
| | TOTAL VALID E- VOTES | 22 | 7,48,57,256 | 100.00 |

* Negligible





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

Resolution: 4
To appoint M/s. K.C. Mehta & Co., Chartered Accountants (Registration No.FRN 106237W), as Statutory Auditors of the Company for the remaining period of four years out of their term of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company and authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution)**

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 22 | 7,48,57,256 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 22 | 7,48,57,256 | 100.00 |
| 4 | VOTES IN FAVOUR | 19 | 7,48,27,449 | 99.96 |
| 5 | VOTES AGAINST | 3 | 29,807 | 00.04 |
| | TOTAL VALID E- VOTES | 22 | 7,48,57,256 | 100.00 |

SPECIAL BUSINESS

Resolution: 5

TO APPROVE RE-APPOINTMENT OF AND REMUNERATION PAYABLE TO MR. SUDHIR KUMAR MUNJAL AS A MANAGING DIRECTOR OF THE COMPANY (Special Resolution)

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 22 | 7,48,57,256 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 22 | 7,48,57,256 | 100.00 |
| 4 | VOTES IN FAVOUR | 21 | 7,48,57,252 | 100.00 |
| 5 | VOTES AGAINST | 1 | 4 | 00.00* |
| | TOTAL VALID E- VOTES | 22 | 7,48,57,256 | 100.00 |

* Negligible





DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

Continuation Sheet.....

Resolution: 6


TO APPROVE TO GRANT LOANS AND PROVIDE GUARANTEE/SECURITY TO INDUTCH COMPOSITES TECHNOLOGYPRIVATE LIMITED, A SUBSIDIARY COMPANY (Special Resolution)

| Sr. No. | Particulars | Electronic Votes | | |
|---------|-----------------------------|------------------|--------------------|---------------|
| | | No. of Members | No. of E-Votes | Total (%) |
| 1 | VOTES CAST | 22 | 7,48,57,256 | |
| 2 | LESS: INVALID VOTES | - | - | - |
| 3 | VALID VOTES | 22 | 7,48,57,256 | 100.00 |
| 4 | VOTES IN FAVOUR | 20 | 7,48,27,469 | 99.96 |
| 5 | VOTES AGAINST | 2 | 29,787 | 00.04 |
| | TOTAL VALID E- VOTES | | 7,48,57,256 | 100.00 |

- (7) I have handed over related papers/ registers and records for safe custody to Mr. Rakesh Johari, Company Secretary of the Company authorized by the Board to supervise the process.
- (8) You may accordingly declare the result of voting.

Thanking you,

For Devesh Pathak & Associates


CS Devesh A. Pathak
(FCS No. 4559)

At Vadodara, 27th day of August, 2018

Witnesses to unblocking of e-votes cast


(Abbas Daruwala)


(Ajay Dhokiya)