



MUNJAL AUTO

INDUSTRIES LIMITED
Corporate Office

Date : May 12,2018

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051

Stock code No. **520059**

Stock code No. **MUNJALAU**

Subject- Voting Results of Postal Ballots (including e- voting) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations")
- Scrutinizer Report

Dear Sir,

Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015 the Company conducted Postal Ballot (including e-voting) for seeking approval of shareholders for :-

1. Amendment of Memorandum of Association including object clause in line with the Companies Act, 2013.

In this context, we wish to inform you that the shareholders of the Company have approved the aforesaid proposed special resolution by the Company with requisite majority.

Enclosed herewith are the results of Postal Ballot (including e- voting) in the format prescribed under Regulation 44 of the Listing Regulations (Annexure -1) along with the Scrutinizers Report(Annexure -2) dated 11th May, 2018.

You are requested to kindly take the above mentioned information and documents on your records.

Thanking you,

Yours Faithfully,
For **Munjral Auto Industries Limited**

Sudhir Kumar Munjal
Chairman & Managing Director
DIN : 00084080



Enclosures:

1. Annexure-1: Report under Regulation 44 of the Listing Regulations
2. Annexure-2: Scrutinizers Report

CIN No. L34100GJ1985PLC007958

Corporate Office: - 301, 3rd Floor, Galleria Tower, DLF Ph - IV, Gurgaon (HR) - 122002. Tel: +91-124-4057891-92, Fax: +91-0124-4369506

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

Dharuhera Plant : Plot No 32-A, HUDA Industrial Area, Dharuhera, Distt. Rewari (Haryana) - 122106. Tel :01274-243010-12

For more information please mail mail@munjalauto.com or visit us www.munjalauto.com



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INDUSTRIES LIMITED

Corporate Office

Annexure 1

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

Date of the AGM/ EGM	NA
Total number of shareholders on record date/ cut off date (i.e. the cut-off date for determining shareholders entitled to e-voting - March 30,2018)	26,693
No. of shareholders present in the meeting in person or through proxy	
- Promoters and Promoter group	NA
- Public	NA
No. of shareholders attended the meeting through Video conferencing	
- Promoters and Promoter Group	NA
- Public	

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Spunmyel

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INDUSTRIES LIMITED

Corporate Office

DETAILS OF THE AGENDA

Resolution Required: (Special)		Amendment of Memorandum of Association including object clause in line with the Companies Act, 2013.							
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 outstanding shares = $[(2)/1]$ * 100	No. of Votes - in favour	No. of Vote s- against	% of votes in favour on votes polled = $[(4)/2]$ * 100	% of votes against on votes polled = $[(5)/(2)]$ * 100	Invalid votes
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter group	E-Voting	7,48,06,450	7,48,06,450	100	7,48,06,450	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		7,48,06,450	100	7,48,06,450	0	100	0	0
Public Institutions	E-Voting	7,73,929	29,783	3.8483	29,783	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		29,783	3.8483	29,783	0	100	0	0
Public Non Institutions	E-Voting	2,44,19,621	15,464	0.0633	15,460	4	99.9741	0.0259	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot		7,850	0.0322	7,335	500	93.4395	6.3694	15
	Total		23,314	0.0955	22,795	504	97.7739	2.1618	15
Grand Total		10,00,00,000	7,48,59,547	74.8595	7,48,59,028	504	99.9993	0.0007	15

The aforesaid special resolution was passed with requisite majority.

CIN No. L34100GJ1985PLC007958



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CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

REGD. INSOLVENCY PROFESSIONAL
REGD. TRADE MARKS AGENT

CS Vimal Bhai

B.Com., F.C.S.

DEVESH VIMAL & CO.
PRACTISING COMPANY SECRETARIES

PHONE : 0265-2562175

E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

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

SCRUTINIZER'S COMBINED REPORT

To,
Chairman & Managing Director
MUNJAL AUTO INDUSTRIES LIMITED
187, G.I.D.C. Estate,
Waghodia District,
Vadodara - 391760

Dear Sir,

1. The Board of Directors of MUNJAL AUTO INDUSTRIES LIMITED (the Company) has appointed me as a Scrutinizer on 17th March, 2018 for conducting the Postal Ballot voting process (including e-voting) for **seeking approval on the resolutions mentioned below, subject to approval of requisite authorities.**
2. In this Backdrop, I submit my report as under.
 - a) I have been informed by the Company that the dispatch of notice in respect of Postal Ballot Forms along with postage prepaid business reply envelope to its members pursuant to Section 110 of the Companies Act, 2013 completed on 09th April, 2018.
 - b) The notice of dispatch was published in two newspapers i.e. 'The Economic Times' Ahmedabad edition of English language and 'The Economic Times' Ahmedabad edition of Gujarati language on 10th April, 2018. The Company has also provided e-voting facility to its shareholders.
 - c) Particulars of all the physical Postal Ballot Forms received from the Shareholders as also e-voting by the Shareholders have been entered in a Register as per Annexure - A & B respectively separately maintained for the purpose.
 - d) The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.



- e) All Postal Ballot Forms (physical & electronic both) received up to the close of working hours on the last date and time fixed by the Company were considered for my scrutiny.
- f) I did not find any defaced or mutilated Postal Ballot Forms.

3. A summary of the Postal Ballot Forms (including e-voting) from shareholders received is given below:

RESOLUTION 1: To consider amendment of Memorandum of Association including object clause in line with the Companies Act, 2013. (Special Resolution)

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through E-Voting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	7,850	7,48,51,697	7,48,59,547	N.A.
Total No. of Invalid Votes	15	0	15	N.A.
Net valid total number of votes cast	7,835	7,48,51,697	7,48,59,532	100
Total No. of Votes cast in favour of the Resolution	7,335	7,48,51,693	7,48,59,028	100
Total No. of Votes cast against the Resolution	500	4	504	0*

* Negligible



4. I have handed over the physical Postal Ballot Forms and other related papers/registers and records for safe custody to Mr. Rakesh Johari, Company Secretary of the Company authorized by the Board to supervise the Postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,



CS Devesh A. Pathak
FCS 4559
Scrutinizer

Date: 11th May, 2018
Place: Vadodara



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

REGD. INSOLVENCY PROFESSIONAL
REGD. TRADE MARKS AGENT

CS Vimal Betai

B.Com., F.C.S.

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

SCRUTINIZER'S REPORT

To,
Chairman & Managing Director
MUNJAL AUTO INDUSTRIES LIMITED
187, G.I.D.C. Estate,
Waghodia District,
Vadodara - 391760

Dear Sir,

The Board of Directors of M/s MUNJAL AUTO INDUSTRIES LIMITED at its Meeting held on 17th March, 2018 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process.

1. I submit my report as under.

- a) The Company has completed on 9th April, 2018, the dispatch of notice in respect of Postal Ballot Forms along with postage prepaid business reply envelopes to its members pursuant to Section 110 of the Companies Act, 2013 ("the Act") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The notice of dispatch was published in two newspapers i.e. 'The Economic Times' Ahmedabad edition of English language and 'The Economic Times' Ahmedabad edition of Gujarati language on 10th April, 2017. The Company has also provided e-voting facility to its shareholders.
- c) Particulars of all the Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose.




- d) The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof place before commencing the scrutiny of such Postal Ballot Forms.
- e) The Postal Ballot Forms were duly opened and scrutinized and the shareholding was matched/ confirmed with the Company's record including the list of beneficiaries received from the Depositories as on 30.03.2018.
- f) All Postal Ballot Forms received up to the close of working hours on 10.05.2018, the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were considered for my scrutiny.
- g) I did not find any defaced or mutilated Postal Ballot Forms.

2. A summary of the Postal Ballot Forms received is given below:

Resolution-1: TO CONSIDER AMENDMENT OF MOA INCLUDING OBJECT CLAUSE IN LINE WITH THE COMPANIES ACT, 2013 (SPECIAL RESOLUTION)

Sr. No.	Particulars	No. of votes	%
1	Ballot Received	7850	-
2	Less: Invalid Ballots	15	-
3	Valid Ballots	7835	100
4	Ballots in favour	7335	93.62
5	Ballots against	500	6.38
6	Total valid Ballots	7835	100

3. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to Mr. Rakesh Johari, Company Secretary of the Company authorized by the Board to supervise the Postal ballot process.



4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,



CS Devesh A. Pathak

FCS No. 4559

11th May, 2018



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

REGD. INSOLVENCY PROFESSIONAL

REGD. TRADE MARKS AGENT

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


Date: 11th May, 2018

To,
Chairman & Managing Director
MUNJAL AUTO INDUSTRIES LIMITED
187, G.I.D.C. Estate,
Waghodia District,
Vadodara - 391760

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed through Postal Ballot pursuant to section 108 & 110 of the Companies Act, 2013 ("the Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

- (1) I, Devesh A. Pathak, Practising Company Secretary, have been appointed as the scrutinizer by the Board of Directors of MUNJAL AUTO INDUSTRIES LIMITED to conduct the electronic voting process in respect of shareholders' resolution to be passed through Postal Ballot as set out in the Notice dated 17th March, 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. 7 of this Report pursuant to Section 108 and 110 of the Act and Rule 20 & 22 of the Rules as well as Clause 44 of LODR.
- (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 Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.
- (3) The notice of dispatch was published in two newspapers i.e. 'The Economic Times', Ahmedabad edition of English language and 'The Economic Times', Ahmedabad edition of Gujarati language on 10th April, 2018. The Company has also provided e-voting facility to its shareholders.




- (4) The e-voting facility remained open from Tuesday, 10th April, 2018 at 9.00 a.m. to Wednesday, 9th May, 2018 at 5.00 p.m.
- (5) The members of the Company as on the cut off date i.e. 30th March, 2018 were entitled to vote on the aforesaid resolutions.
- (6) The votes cast were then unblocked on 10th May, 2018 at 4:57 p.m. in presence of two witnesses viz. Mr. Vimal Betai and Ms. Dhruti Chauhan who are not in the employment of the Company and who have signed at the end of the report in token of the same.
- (7) 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/ NSDL. A summary of the result in respect of each of the aforesaid resolution is as follows:

SPECIAL BUSINESS

Resolution: 1 TO COSIDER AMENDMENT OF MOA INCLUDING OBJECT CLAUSE IN LINE WITH THE COMPANIES ACT, 2013 (Special Resolution)

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	25	7,48,51,697	
2	LESS: INVALID VOTES	0	0	
3	VALID VOTES	25	7,48,51,697	100
4	VOTES IN FAVOUR	24	7,48,51,693	100
5	VOTES AGAINST	1	4	0*
	TOTAL VALID E- VOTES		7,48,51,697	100

* Negligible



(8) 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.

(9) You may accordingly declare the result of voting.

Thanking you,

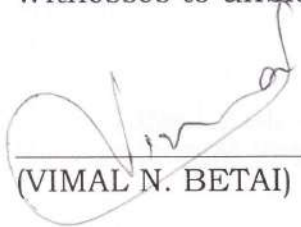



CS Devesh A. Pathak
(FCS No. 4559)



11th May, 2018

Witnesses to unblocking of e-votes cast



(VIMAL N. BETAI)

(DHRUTI D. CHAUHAN)