



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



MUNJIAL AUTO

INDUSTRIES LIMITED

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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.

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
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CIN: L34100GJ1905PLC007950



MUNJIAL AUTO

INDUSTRIES LIMITED

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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

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MUNJIAL AUTO

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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

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MUNJIAL AUTO

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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

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MUNJIAL AUTO

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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

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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

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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

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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

Continuation Sheet.....

PRACTISING COMPANY SECRETARIES

REGD. INSOLVENCY PROFESSIONAL • REGD. TRADE MARKS AGENT

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)