

CS Devesh A. Pathak

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DEVESH VIMAL & CO

PRACTISING COMPANY SECRETARIES

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

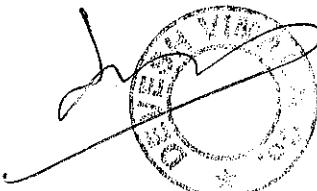
31st December, 2014

To
The Chairman
Munjal Auto Industries Limited
187 GIDC Estate Waghodia
Distt: Baroda,
Gujarat-391760

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed through Postal Ballot section 108 & 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 35-B of the Listing Agreement.

- (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 & 2 to be passed through Postal Ballot as set out in the Notice dated 10th November, 2014 alongwith 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 Section 108 of the Act and Rule 20 & 22 of the Rules read with Clause 35-B of Listing Agreement.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of Clause 35-B of the Listing Agreement 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.





- (3) The e-voting facility remained open from 1st December, 2014 at 9.00 a.m. to 30th December, 2014 upto 5.30 p.m.
- (4) The members of the Company as on the cut-off date i.e. 30th December, 2014 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 31st December, 2014 at 5.30 p.m. in presence of two witnesses viz. Mr. Vimal Betai and Ms. Monica Ahir 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:

SPECIAL BUSINESS

Resolution: 1

Authorization to the Board of Directors to secure borrowings by Lease or otherwise disposing of undertaking(s) of the Company (other than sale) (SPECIAL REOSULTION).

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	14	37408270	100
2	LESS: INVALID VOTES	0	0	0
3	VALID VOTES	14	37408270	100
4	VOTES IN FAVOUR	12	37407570	99.998
5	VOTES IN AGAINST	2	700	0.002
TOTAL VALID E- VOTES		14	37408270	100



Resolution: 2

Reappointment of Mr. Anuj Munjal as a Whole Time Director of the Company for the period of 5 years w.e.f 01st June, 2015 to 31st May, 2020 (SPECIAL RESOLUTION).

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	14	37408270	100
2	LESS: INVALID VOTES	0	0	0
3	VALID VOTES	14	37408270	100
4	VOTES IN FAVOUR	13	37408145	99.999
5	VOTES IN AGAINST	1	125	0.0001
TOTAL VALID E- VOTES		14	37408270	100

(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,

CS Devesh A. Pathak

(FCS No. 4559)

At Vadodara, 31st December, 2014

Witnesses to unblocking of e-votes cast

(CS Vimal Betai)

(Monica Ahir)