



# 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 11<sup>th</sup> May, 2018.

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

Thanking you,

Yours Faithfully,

For Munjal 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  
Bawali Plant:- Plot No. 37, Sector 5, Ph - II, IMT-Bawali, Distt. Rewari (HR) - 123501. Tel: +91-1284-264435-36, Fax : +91-01284-264434  
Haridwar Plant: - Plot No. -11, Industrial Park II, Vill.-Salemur 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](mailto:mail@munjalauto.com) or visit us [www.munjalauto.com](http://www.munjalauto.com)

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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/ 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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INDUSTRIES LIMITED

Corporate Office

### DETAILS OF THE AGENDA

Resolution Required: <b>(Special)</b>		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 Votes 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
<b>Grand Total</b>		<b>10,00,00,000</b>	<b>7,48,59,547</b>	<b>74.8595</b>	<b>7,48,59,028</b>	<b>504</b>	<b>99.9993</b>	<b>0.0007</b>	<b>15</b>

The aforesaid special resolution was passed with requisite majority.

CIN No. L34100GJ1985PLC007958



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



*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.  
REGD. INSOLVENCY PROFESSIONAL  
REGD. TRADE MARKS AGENT

PHONE : 0265-2562175  
E-mail : maildeveshpathak@rediffmail.com  
maildpathak@yahoo.co.in

*CS Vimal Betai*  
B.Com., F.C.S.

**DEVESH VIMAL & CO.**  
PRACTISING COMPANY SECRETARIES

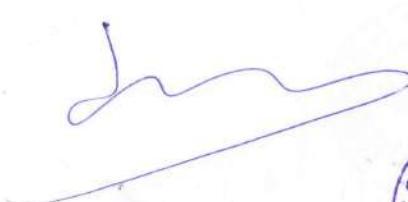
FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NR. AYURVEDIC COLLEGE, OUTSIDE PANIGATE,  
VADODARA-390 019

## 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 17<sup>th</sup> 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 09<sup>th</sup> 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 10<sup>th</sup> 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.


DEVESH VIMAL & CO.  
Vadodara

- 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*

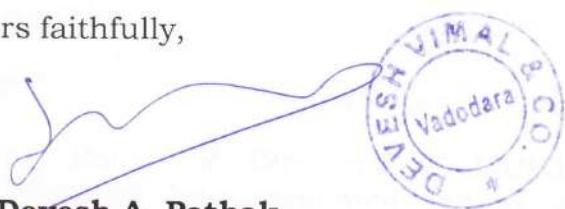
\* Negligible



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:** 11<sup>th</sup> May, 2018

**Place:** Vadodara



CS Devesh A. Pathak  
B.Com., LL.B., F.C.S.  
REGD. INSOLVENCY PROFESSIONAL  
REGD. TRADE MARKS AGENT

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**DEVESH VIMAL & CO.**  
PRACTISING COMPANY SECRETARIES

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 17<sup>th</sup> 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 9<sup>th</sup> 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 10<sup>th</sup> 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**

11<sup>th</sup> May, 2018





*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.  
REGD. INSOLVENCY PROFESSIONAL  
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FIRST FLOOR, 51, UDYOGNAGAR SOCIETY,  
NR. AYURVEDIC COLLEGE, OUTSIDE PANIGATE,  
VADODARA-390 019

Date: 11<sup>th</sup> 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 17<sup>th</sup> 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 10<sup>th</sup> April, 2018. The Company has also provided e-voting facility to its shareholders.

The image shows a handwritten signature in blue ink that curves across the top of a circular blue ink stamp. The stamp contains the text "DEVESH VIMAL & CO." around the perimeter and "Vadodara" in the center. There is also a small asterisk (\*) at the bottom right corner of the stamp.

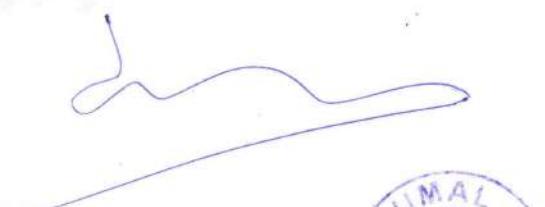
- (4) The e-voting facility remained open from Tuesday, 10<sup>th</sup> April, 2018 at 9.00 a.m. to Wednesday, 9<sup>th</sup> May, 2018 at 5.00 p.m.
- (5) The members of the Company as on the cut off date i.e. 30<sup>th</sup> March, 2018 were entitled to vote on the aforesaid resolutions.
- (6) The votes cast were then unblocked on 10<sup>th</sup> 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)**

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

\* Negligible



DEVESH VIMAL & CO.  
Vadodara

(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)



11<sup>th</sup> May, 2018

Witnesses to unblocking of e-votes cast

  
(VIMAL N. BETAI)

  
(DHRUTI D. CHAUHAN)