



MUNJIAL AUTO INDUSTRIES LIMITED

Waghodia Plant

Date : March 28, 2017

To,

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400 001

By e-mail: corp.relations@bseindia.com

Per Fax: +91 22 2272 3121 / 2037

Stock code No. **520059**

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (East)

Mumbai - 400051

By e-mail: cmlist@nse.co.in

Per Fax: +91 22 2659 8237 /38

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. Revision of Remuneration payable to Mr. Sudhir Kumar Munjal as a Managing Director with effect from 1st October, 2016 upto his residual tenure ending on 28th October, 2018 pursuant to Section 197 read with schedule V of the Act.

2. Revision of Remuneration payable to Mrs. Anju Munjal as a Whole Time Director with effect from 1st October, 2016 upto her residual tenure ending on 28th September, 2019 pursuant to Section 197 read with schedule V of the Act.

3. Revision of Remuneration payable to Mr. Anuj Munjal as a Whole Time Director with effect from 1st October, 2016 upto 30th September, 2019 pursuant to Section 197 read with schedule V of the Act.

In this context, we wish to inform you that the shareholders of the Company have approved the aforesaid proposed special resolutions 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 28th March, 2017.

Corporate Office :- 301, 3rd Floor, Galleria Tower, DLF Ph - IV Gurgaon - 122 002, Tel: 91 - 124 - 4057891 - 92. Fax: 91 - 0124 - 4369506

Waghodia Plant/Regd. Office :- 187, GIDC, Industrial Estate, Waghodia - 391 760, Distt. Vadodara (Gujarat), Tel: 91 - 2668 - 26421 - 26, Fax: 91 2668 - 262427

Bawal Plant :- Plot no. 37, Sector 5, Ph - II, G.C. Bawal-123 501, Distt. Rewari (HR), Tel: 91 - 1284 - 264435 - 36, Fax: 91 - 01284 - 264434

Haridwar Plant :- Plot no - 11, Industrial Park II, Vill, Salempur Mehdood, Distt. Haridwar - 249 402 (Uttarakhand), Tel: 91 - 01334 - 235530, 32, Fax: 91 - 01334 - 235533

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

CIN. L34100GJ1985PLC007958



MUNJAL AUTO INDUSTRIES LIMITED

Waghodia Plant

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

Thanking you.

Yours Faithfully,
For Munjal Auto Industries Limited

Anuj Munjal
Whole Time Director
DIN : 02714266



Enclosures:

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

2

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CIN. L34100GJ1985PLC007958

**MUNJIAL 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/ 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 - February 17,2017)	19,919
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	



MUNJIAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

DETAILS OF THE AGENDA

Resolution Required: (Special)		Revision of Remuneration payable to Mr. Sudhir Kumar Munjal as a Managing Director with effect from 1 st October, 2016 upto his residual tenure ending on 28 th October, 2018 pursuant to Section 197 read with schedule V of the Act.						
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
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	37403225	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		37403225	100.00	37403225	0	100.00	0.00
	Total		37403225	100.00	37403225	0	100.00	0.00
Public Institutions	E-Voting	67882	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	0	0.00
Public Non Institutions	E-Voting	12528893	12092	0.096	11907	185	98.47	1.53
	Poll		0	0	0	0	0	0.00
	Postal Ballot		3825	0.030	3575	250	93.46	6.53
	Total		15917	0.127	15482	435	97.26	2.74
Grand Total		50000000	37419142	74.838	37418707	435	99.999	0.001



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Resolution Required: (Special)		Revision of Remuneration payable to Mrs. Anju Munjal as a Whole Time Director with effect from 1st October, 2016 upto her residual tenure ending on 28th September, 2019 pursuant to Section 197 read with schedule V of the Act.						
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 = $[(2)/(1)] \times 100$	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled = $[(4)/(2)] \times 100$	% of votes against on votes polled = $[(5)/(2)] \times 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	37403225	37403225	100.00	37403225	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		37403225	100.00	37403225	0	100.00	0.00
Public Institutions	E-Voting	67882	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	0	0.00
Public Non Institutions	E-Voting	12528893	12092	0.096	11907	185	98.47	1.53
	Poll		0	0	0	0	0	0.00
	Postal Ballot		3825	0.030	3575	250	93.46	6.53
	Total		15917	0.127	15482	435	97.26	2.74
Grand Total		50000000	37419142	74.838	37418707	435	99.999	0.001



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Resolution Required: (Special)		Revision of Remuneration payable to Mr. Anuj Munjal as a Whole Time Director with effect from 1st October, 2016 upto 30th September, 2019 pursuant to Section 197 read with schedule V of the Act.						
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 = $[(2)/(1)] \times 100$	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled = $[(4)/(2)] \times 100$	% of votes against on votes polled = $[(5)/(2)] \times 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	37403225	37403225	100.00	37403225	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		37403225	100.00	37403225	0	100.00	0.00
Public Institutions	E-Voting	67882	0	0	0	0	0	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	0	0.00
Public Non Institutions	E-Voting	12528893	12092	0.096	11907	185	98.47	1.53
	Poll		0	0	0	0	0	0.00
	Postal Ballot		3825	0.030	3525	300	92.16	7.84
	Total		15917	0.127	15432	485	96.95	3.05
Grand Total		50000000	37419142	74.838	37418657	485	99.999	0.001



CS Devesh A. Pathak

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

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO

PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE,
SAYAJIGUNJ, VADODARA-390 005.

REGD. TRADEMARK AGENT

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 04th February, 2017 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 23rd February, 2017.
 - 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 24th February, 2017. 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:

Revision of Remuneration payable to Mr. Sudhir Kumar Munjal as a Managing Director with effect from 1st October, 2016 upto his residual tenure ending on 28th October, 2018 pursuant to Section 197 read with schedule V of the Act : (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	3,74,07,561	12,092	3,74,19,653	N.A.
Total No. of Invalid Votes	511	0	511	N.A.
Net valid number of votes cast	3,74,07,050	12,092	3,74,19,142	100
Total No. of Votes cast in favour of the Resolution	3,74,06,800	11,907	3,74,18,707	99.9988
Total No. of Votes cast against the Resolution	250	185	435	0.0012

RESOLUTION 2:

Revision of Remuneration payable to Mrs. Anju Munjal as a Whole Time Director with effect from 1st October, 2016 upto her residual tenure ending on 28th September, 2019 pursuant to Section 197 read with schedule V of the Act: (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	3,74,07,561	12,092	3,74,19,653	N.A.
Total No. of Invalid Votes	511	0	511	N.A.
Net valid number of votes cast	3,74,07,050	12,092	3,74,19,142	100
Total No. of Votes cast in favour of the Resolution	3,74,06,800	11,907	3,74,18,707	99.9988
Total No. of Votes cast against the Resolution	250	185	435	0.0012



RESOLUTION 3:

Revision of Remuneration payable to Mr. Anuj Munjal as a Whole Time Director with effect from 1st October, 2016 upto 30th September, 2019 pursuant to Section 197 read with schedule V of the Act: (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	3,74,07,561	12,092	3,74,19,653	N.A.
Total No. of Invalid Votes	511	0	511	N.A.
Net valid number of votes cast	3,74,07,050	12,092	3,74,19,142	100
Total No. of Votes cast in favour of the Resolution	3,74,06,750	11,907	3,74,18,657	99.9987
Total No. of Votes cast against the Resolution	300	185	485	0.0013

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.



CSU VIMAL & CO.

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

Thanking you,

Yours faithfully,

CS Devesh A. Pathak



FCS 4559

Scrutinizer

28th March, 2017