MUNJAL AUTO
INDUSTRIES LIMITED
Waghodia Plant

REF/SECY/2016

Date: 28.08.2016

Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.
Exchane Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI -400051

The Secretary
BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI – 400 001

Subject: Declaration of Voting Rights of the 31st Annual General Meeting of the Company

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, in format as prescribed by SEBI, along with Scrutinizers' Report.

The same shall also be uploaded on the website of the Company.

We request you to kindly take the same on your records.

Thanking You,

Your's faithfully

For MUNJAL AUTO INDUSTRIES LIMITED

RAKESH JOHARI
COMPANY SECRETARY

MUNJAL AUTO INDUSTRIES LTD. 187, GIDC WAGHODIA

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 - 262421 - 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 (Uttrakhand), Tel : 91 - 01334-235530, 32 , Fax : 91 - 01334 - 235533
For more information please mail mail@munjalauto.com or visit us www.munjalauto.com

Annexure 1

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

Date of the AGM	Saturday, August 27,2016
Total number of shareholders on record date/ cut off date (i.e. the cut-off date for determining shareholders entitled to e-voting - August 20,2016)	19,312
No. of shareholders present in the meeting in person or through proxy	
- 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 24, 2016 to August 26, 2016 (both days inclusive) and Ballot Forms by a Poll conducted at the meeting.

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CIN. L34100GJ1985PLC007958

DETAILS OF THE AGENDA

Resolution Required: (Ordinary)		To receive, consider and adopt the Financial Statement for the year ended March 31, 2016 together with the Reports of the Board 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 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	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	74117	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	12522658	390	0.003	390	0	100.00	0.00
	Poll		5173	0.041	5173	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		5563	0.044	5563	0	100.00	0.00
Grand Total		**50000000**	**37408788**	**74.817**	**37408788**	-	**100.00**	**0.00**

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CIN. L34100GJ1985PLC007958

Resolution Required: (Ordinary)		To appoint a Director in place of Mrs. Anju Munjal (DIN 00007867) who retires by rotation, and being eligible, offers herself 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 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	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	74117	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	12522658	489	0.004	489	0	100.00	0.00
	Poll		5173	0.041	5173	0	100.000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		5662	0.045	5662	0	100.00	0.00
Grand Total		**50000000**	**37408887**	**74.817**	**37408887**	-	**100.00**	**0.00**

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CIN. L34100GJ1985PLC007958

Resolution Required: (Ordinary)		To appoint M/s. Vakil, Jain & Hindocha, Chartered Accountants (Registration No. 112894W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and 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 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	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	74117	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	12522658	390	0.003	390	0	100.00	0.00
	Poll		5173	0.041	5173	0	100.000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		5563	0.044	5563	0	100.00	0.00
Grand Total		**50000000**	**37408788**	**74.817**	**37408788**	**-**	**100.00**	**0.00**

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Resolution Required: **(Special)**		To approve alteration in Article of Association.						
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	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	74117	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	12522658	390	0.003	390	0	100.00	0.00
	Poll		5173	0.041	5173	0	100.000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		5563	0.044	5563	0	100.00	0.00
Grand Total		**50000000**	**37408788**	**74.817**	**37408788**	-	**100.00**	**0.00**

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CIN. L34100GJ1985PLC007958

Resolution Required: **(Special)**		To Approve continuation of employment of Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director up to his residual tenure ending on October 28, 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 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	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	74117	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	12522658	390	0.003	390	0	100.00	0.00
	Poll		5173	0.041	5173	0	100.000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		5563	0.044	5563	0	100.00	0.00
Grand Total		**50000000**	**37408788**	**74.817**	**37408788**	-	**100.00**	**0.00**

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CIN. L34100GJ1985PLC007958

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-390 020
REGD. TRADEMARK AGENT

Date : 27.08.2016

To
The Chairman,
Munjal Auto Industries Limited
187, GIDC Industrial Estate
Waghodia, Vadodara

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 31st Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 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 5 to be passed at the 31st Annual General meeting of the Company to be held on 27th August, 2016 as set out in the Notice dated 30th May, 2016 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 Resolution No. 4&5 of this Report pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, the authorized agency to provide e-voting facilities engaged by the Company.

(3) The e-voting facility remained open from 24th August, 2016 at 9.00 a.m. to 26th August, 2016 at 5.00 p.m.

(4) The members of the Company as on the cut off date i.e. 20th August, 2016 were entitled to vote on the aforesaid resolutions.

(5) The votes cast were then unblocked on 27th August, 2016 at 4:08 p.m. in presence of two witnesses viz. Mr. Vimal Betai and Mr. Hemang Mehta 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 financial statements of the Company for the year ended March 31, 2016 including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and of Auditors thereon.

(Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members voted	No. of E-Votes	Total	Total (%)
1	VOTES CAST	6	37403615	37403615	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	6	37403615	37403615	**100**
4	VOTES IN FAVOUR	6	37403615	37403615	**100**
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	**6**	**37403615**	**37403615**	**100**

Resolution: 2

To appoint a Director in place of Mrs. Anju Munjal (DIN 00007867) who retires by rotation, and being eligible, offers herself for re-appointment.

(Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members Voted	No. of E-Votes	Total	Total (%)
1	VOTES CAST	7	37403714	37403714	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	7	37403714	37403714	**100**
4	VOTES IN FAVOUR	7	37403714	37403714	**100**
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	**7**	**37403714**	**37403714**	**100**

Resolution: 3

To appoint M/s. Vakil, Jain & Hindocha, Chartered Accountants (Registration No.112894W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members voted	No. of E-Votes	Total	Total (%)
1	VOTES CAST	6	37403615	37403615	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	6	37403615	37403615	**100**
4	VOTES IN FAVOUR	6	37403615	37403615	**100**
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	**6**	**37403615**	**37403615**	**100**

SPECIAL BUSINESS

Resolution: 4

To approve alteration in the Articles of Association.

(Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members voted	No. of E-Votes	Total	Total (%)
1	VOTES CAST	6	37403615	37403615	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	6	37403615	37403615	**100**
4	VOTES IN FAVOUR	6	37403615	37403615	**100**
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	**6**	**37403615**	**37403615**	**100**

Resolution: 5

To Approve continuation of employment of Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director up to his residual tenure ending on October 28, 2018.

(Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members voted	No. of E-Votes	Total	Total (%)
1	VOTES CAST	6	37403615	37403615	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	6	37403615	37403615	**100**
4	VOTES IN FAVOUR	6	37403615	37403615	**100**
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	**6**	**37403615**	**37403615**	**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, 27th day of August, 2016

Witnesses to unblocking of e-votes cast

(Mr. Vimal Betai)

(Mr. Hemang Mehta)

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-390 020
REGD. TRADEMARK AGENT

Date : 27.08.2016

To
The Chairman,
Munjal Auto Industries Limited
187, GIDC Industrial Estate
Waghodia, Vadodara

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 30th May, 2016 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 31st Annual General Meeting (AGM) pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Chairman of the 31st Annual General Meeting held on 27th August, 2016 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

3. I have issued separate Scrutinizer's Report dtd 27th August, 2016 on the e-voting and separate report on the Poll on 27th August, 2016 on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting and poll in respect of aforesaid resolutions as follows:

Sr. No.	Particulars	Resolution-1 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	23	6	**29**	5173	37403615	**37408788**	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	**0**	0	0	**0**	
3	VALID BALLOTS/E-VOTES	23	6	**29**	5173	37403615	**37408788**	**100**
4	BALLOTS/E-VOTES IN FAVOUR	23	6	**29**	5173	37403615	**37408788**	**100**
5	BALLOTS/E-VOTES AGAINST	**0**	**0**	**0**	0	**0**	**0**	**0**
	TOTAL VALID BALLOTS/E-VOTES	**23**	**6**	**29**	**5173**	**37403615**	**37408788**	**100**

Sr. No.	Particulars	Resolution-2 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	23	7	**30**	5173	37403714	**37408887**	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	**0**	0	0	**0**	
3	VALID BALLOTS/E-VOTES	23	7	**30**	5173	37403714	37408887	**100**
4	BALLOTS/E-VOTES IN FAVOUR	23	7	**30**	5173	37403714	37408887	**100**
5	BALLOTS/E-VOTES AGAINST	**0**	**0**	**0**	0	**0**	**0**	**0.00**
	TOTAL VALID BALLOTS/E-VOTES	**23**	**7**	**30**	**5173**	**37403714**	**37408887**	**100**

Sr. No.	Particulars	Resolution-3 (Ordinary Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	23	6	**29**	5173	37403615	**37408788**	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	**0**	0	0	**0**	
3	VALID BALLOTS/E-VOTES	23	6	**29**	5173	37403615	**37408788**	**100**
4	BALLOTS/E-VOTES IN FAVOUR	23	6	**29**	5173	37403615	**37408788**	**100**
5	BALLOTS/E-VOTES AGAINST	**0**	**0**	**0**	0	**0**	**0**	**0**
	TOTAL VALID BALLOTS/E-VOTES	**23**	**6**	**29**	**5173**	**37403615**	**37408788**	**100**

Sr. No.	Particulars	Resolution-4 (Special Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	23	6	**29**	5173	37403615	**37408788**	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	**0**	0	0	**0**	
3	VALID BALLOTS/E-VOTES	23	6	**29**	5173	37403615	**37408788**	**100**
4	BALLOTS/E-VOTES IN FAVOUR	23	6	**29**	5173	37403615	**37408788**	**100**
5	BALLOTS/E-VOTES AGAINST	**0**	**0**	**0**	0	**0**	**0**	**0**
	TOTAL VALID BALLOTS/E-VOTES	**23**	**6**	**29**	**5173**	**37403615**	**37408788**	**100**

Sr. No.	Particulars	Resolution-5 (Special Resolution)						
	Ballots/E-Votes	No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Voter	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	23	6	**29**	5173	37403615	**37408788**	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	**0**	0	0	**0**	
3	VALID BALLOTS/E-VOTES	23	6	**29**	5173	37403615	**37408788**	**100**
4	BALLOTS/E-VOTES IN FAVOUR	23	6	**29**	5173	37403615	**37408788**	**100**
5	BALLOTS/E-VOTES AGAINST	**0**	**0**	**0**	0	**0**	**0**	**0**
	TOTAL VALID BALLOTS/E-VOTES	**23**	**6**	**29**	**5173**	**37403615**	**37408788**	**100**

(4) 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.

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

Thanking You,

Yours faithfully,

CS DEVESH A. PATHAK
Practising Company Secretary
Membership no. 4559

Place: Vadodara
Date: 27th August, 2016

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-390 020
REGD. TRADEMARK AGENT

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Munjal Auto Industries Limited
187, GIDC Industrial Estate
Waghodia, Vadodara

Annual General Meeting of the Equity Shareholders of Munjal Auto Industries Limited was held on Saturday, 27th August, 2016 at 3.00 p.m. at Registered Office of Company at 187, GIDC Industrial Estate, Waghodia, Vadodara - 391760.

Dear Sir,

I, CS Devesh A. Pathak, Practising Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 31st Annual General Meeting of the Equity Shareholders of Munjal Auto Industries Limited held on Saturday, 27th August, 2016 at 3.00 p.m. at the Registered Office of Company at 187, GIDC Industrial Estate, Waghodia, Vadodara -391760, submit our report as under :

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(1) Resolution No. 1

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016 including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and of Auditors thereon.
(Ordinary Resolution)

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	5173	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast.
NIL	NIL	NIL

(III) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(2) Resolution No. 2

To appoint a Director in place of Mrs. Anju Munjal (DIN 00007867) who retires by rotation, and being eligible, offers herself for re-appointment. **(Ordinary Resolution)**

(I) Voted **in favour** of the resolution:

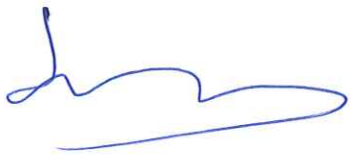
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	5173	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



(3) Resolution No. 3

To appoint M/s. Vakil, Jain & Hindocha, Chartered Accountants (Registration No.112894W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(Ordinary Resolution)

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	5173	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(4) Resolution No. 4

To approve alteration in the Articles of Association.

(Special Resolution)

(I) Voted **in favour** of the resolution:

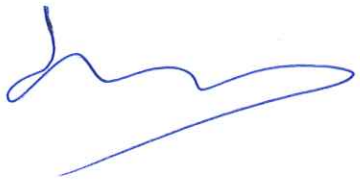
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	5173	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



(5) Resolution No. 5

To Approve continuation of employment of Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director up to his residual tenure ending on October 28, 2018.

(Special Resolution)

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	5173	100%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

CS Devesh A. Pathak
FCS 4559

Place : Vadodara
Dated : 27th August, 2016