



CS Devesh A. Pathak

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DEVESH VIMAL & CO

PRACTISING COMPANY SECRETARIES

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204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE,
SAYA,JIGUNJ, VADODARA-390 005.
REGD. TRADEMARK AGENT

22nd August,2015

To
The Chairman
Munjil 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 at the 30th Annual General Meeting pursuant to Clause 35-B of the Listing Agreement 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' resolution bearing serial no. 1 to 7 to be passed at the 30th Annual General meeting of the Company to be held on 22nd August,2015 as set out in the Notice dated 29th May, 2015 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 35- B of the Listing Agreement 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 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 19th August, 2015 at 9.00 a.m. to 21st August, 2015 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 15th August, 2015 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 22nd August, 2015 at 4.35 p.m. in presence of two witnesses viz. Mr. Hemang Mehta and Mr. Vimal Betai 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 for the year ended on 31st March, 2015, together with the Reports of the Board of Directors' and the Auditors' thereon. (Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes (including ballots) | | | |
|---------|-----------------------------|--------------------------------------|----------------|----------|-----------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID E- VOTES | 7 | 37403801 | 37403801 | 100 |



Resolution: 2

To declare a dividend of Rs.2.50/- per equity share on 5,00,00,000 equity shares of Rs.2/- each for the financial year 2014-15. (Ordinary Resolution)

| Sr. No. | Particulars | Electronic Votes (including ballots) | | | |
|---------|-----------------------------|--------------------------------------|----------------|----------|-----------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID E- VOTES | 7 | 37403801 | 37403801 | 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 (including ballots) | | | |
|---------|-----------------------------|--------------------------------------|----------------|----------|-----------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID E- VOTES | 7 | 37403801 | 37403801 | 100 |



Resolution: 4

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 (including ballots) | | | |
|---------|----------------------------|--------------------------------------|----------------|----------|-----------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS | 7 | 37403801 | 37403801 | 100 |

SPECIAL BUSINESS

Resolution: 5

Approval of Remuneration payable to Mr. Sudhir Kumar Munjal (DIN: 00084080) as Managing Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'). - (Special Resolution).

| Sr. No. | Particulars | Electronic Votes (including ballots) | | | |
|---------|----------------------------|--------------------------------------|----------------|----------|-----------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS | 7 | 37403801 | 37403801 | 100 |



Resolution: 6

Approval of Remuneration payable to Mrs. Anju Munjal (DIN:00007867) as Whole Time Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act')-(Special Resolution).

| Sr. No. | Particulars | Electronic Votes (including ballots) | | | |
|---------|----------------------------|--------------------------------------|-----------------|-----------------|------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS | 7 | 37403801 | 37403801 | 100 |

Resolution: 7

Approval of Remuneration payable to Mr. Anuj Munjal (DIN:02714266) as Whole Time Director of the Company in line with Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act')-(Special Resolution).

| Sr. No. | Particulars | Electronic Votes (including ballots) | | | |
|---------|----------------------------|--------------------------------------|-----------------|-----------------|------------|
| | | No. of Members | No. of E-Votes | Total | Total (%) |
| 1 | VOTES CAST | 7 | 37403801 | 37403801 | 100 |
| 2 | LESS: INVALID VOTES | 0 | 0 | 0 | 0 |
| 3 | VALID VOTES | 7 | 37403801 | 37403801 | 100 |
| 4 | VOTES IN FAVOUR | 7 | 37403801 | 37403801 | 100 |
| 5 | VOTES IN AGAINST | 0 | 0 | 0 | 0 |
| | TOTAL VALID BALLOTS | 7 | 37403801 | 37403801 | 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, 22nd day of August, 2015

Witnesses to unblocking of e-votes cast

Mr. Hemang Mehta

Mr. Vimal Betai