



MUNJAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

REF/SECY/2015/

Date: 03.01.2015

Fax/Email/Courier

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

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

Re: Result of Postal Ballot of Munjal Auto Industries Limited pursuant to Clause 35A of the Listing Agreement

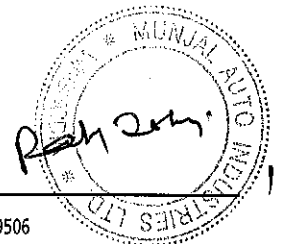
Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, we would like to inform you that the Result of the voting conducted through Postal Ballot including e-voting on the special resolutions passed under section 110 of the Companies Act,2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) has been declared on January 03,2015 by the Company Secretary of the Company at the Registered Office of the Company.

Further the details of the said voting results with respect to the aforesaid resolutions in the format prescribed under Clause 35A of the Listing Agreement is provided below:

Date of the Postal Ballot Notice	Monday, November 10, 2014
Total number of shareholders on record date (i.e. Record Date for reckoning voting rights – November 21,2014)	11,685
Details of Votes Casted	Resolution No. 1
- Votes in favour of the Resolution	3,74,12,395
- Votes against the Resolution	700
Details of Votes Casted	Resolution No. 2
- Votes in favour of the Resolution	3,74,12,970
- Votes against the Resolution	125

CIN No. L34100GJ1985PLC007958



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 (Uttarakhand), Tel: 91 - 01334-235530, 32 , Fax : 91 - 01334 - 235533

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



MUNJAL AUTO

INDUSTRIES LIMITED

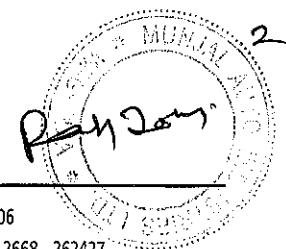
Waghodia Plant

DETAILS OF THE RESOLUTIONS:

Resolution No.	Authorisation to Board of Directors to secure Borrowings by lease or otherwise disposing of the undertaking(s) of the Company (other than sale).						
Type	Special Resolution						
Mode of voting	Postal Ballot including E- voting						
Promoter/ Public	No. of Shares held	No. of Votes polled	%of votes polled on outstandin g shares =[(2)/1]* 100	No. of Votes - in favour	No. of Votes again st	% 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)
Postal Ballot including E- voting							
Promoter and promoter group	37403225	37403225	100.00	37403225	0	100.00	0.00
Public – Institutional holders	154175	0	0	0	0	0	0.00
Public – Others	12442600	9870	.079	9170	700	92.91	7.09
Grand Total	50000000	37413095	74.83	37412395	700	99.998	0.002

Resolution No. 2	Reappointment of Mr. Anuj Munjal (DIN : 02714266), as a Whole Time Director of the Company for the period of 5 years w.e.f. 01 st June, 2015 to 31 st May, 2020						
Type	Special Resolution						
Mode of voting	Postal Ballot including E- voting						
Promoter/ Public	No. of Shares held	No. of Votes polled	%of votes polled on outstan ding shares =[(2)/1]]* 100	No. of Votes - in favour	No. of Vote s again st	% of votes in favour on votes polled =[(4)/2]*10 0	% of votes against on votes polled =[(5)/(2)] *100

CIN No. L34100GJ1985PLC007958



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MUNJAL AUTO

INDUSTRIES LIMITED

Waghodia Plant

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Postal Ballot including E- voting							
Promoter and promoter group	37403225	37403225	100.00	37403225	0	100.00	0.00
Public – Institutional holders**	154175	0	0	0	0	0	0.00
Public – Others	1244260 0	9870	.079	9745	125	98.73	1.27
Grand Total	50000000	37413095	74.83	37412970	125	99.997	0.0003

Accordingly, the above Special Resolutions have been passed by the shareholders of the Company with Requisite Majority.

Please take the above on your record.

Thanking You,

Your's faithfully

For MUNJAL AUTO INDUSTRIES LIMITED

Rakesh Johari

RAKESH JOHARI
COMPANY SECRETARY



Encl: Scrutinisers' Report

CIN No. L34100GJ1985PLC007958



CS Devesh A. Pathak

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

CS Vimal Betai

B.Com., A.C.S.

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

DEVESH VIMAL & CO
PRACTISING COMPANY SECRETARIES

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

SCRUTINIZER'S REPORT

To,
The Managing Director
MUNJAL AUTO INDUSTRIES LIMITED
187, GIDC INDUSTRIAL ESTATE,
Waghodia 391760
District Vadodara

Dear Sir,

1. The Board of Directors of Munjal Auto Industries at its Meeting held on November 10, 2014 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process (including e-voting) for **seeking approval of Shareholders** to the (i) Authorization to the Board of Directors to secure borrowings by lease or otherwise disposing of the undertaking(s) of the Company (other than sales) and (ii) Reappointment of Mr. Anuj Munjal (DIN: 02714266) as a Whole Time Director of the Company for the period of 5 years w.e.f. 01st June, 2015 to 31st May, 2020
2. In this Backdrop, I submit my report as under.
 - a) The Company completed on 30th November, 2014 the dispatch of notice in respect of Postal Ballot Forms along with postage prepaid business reply envelope to its members pursuant to Section 192A of the Companies Act, 1956.
 - b) The notice of dispatch was published in two newspapers i.e. 'The Economic Times' of Gujarati edition as well as English edition on 02nd December, 2014. The Company also provided e-voting facility to its shareholders.
 - c) Particulars of all the physical Postal Ballot Forms received from the public shareholders as also e-voting by the public 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) The Postal Ballot Forms were duly opened on 31st December, 2014 in my presence and scrutinized and the shareholding was matched/confirmed with the Company's record including the list of beneficiaries received from the Depositories.
- g) I did not find any defaced or mutilated Postal Ballot Forms.

2. A summary of the Postal Ballot Forms (including e-voting) from public shareholders received is given below:

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 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	5375	37408270	37413645	Not Applicable
Total No. of Invalid Votes	550	NIL	550	Not Applicable
Net valid number of votes cast	4825	37408270	37413095	100%
Total No. of Votes cast in favour of the Resolution	4825	37407570	37412395	99.998%
Total No. of Votes cast in against of the Resolution	NIL	700	700	0.002%



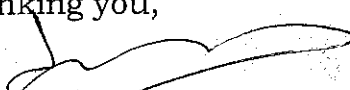
Resolution No. 2

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).

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	5375	37408270	37412395	Not Applicable
Total No. of Invalid Votes	550	NIL	550	Not Applicable
Net valid number of votes cast	4825	37408270	37413095	100%
Total No. of Votes cast in favour of the Resolution	4825	37408145	37412970	99.9997%
Total No. of Votes cast in against of the Resolution	NIL	125	125	0.0003%

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

Thanking you,


CS Devesh A. Pathak
FCS 4559
Scrutinizer

At Vadodara, 3rd day of January, 2015



CS Devesh A. Pathak

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

CS Vimal Betai

B.Com., A.C.S.

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

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 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	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.

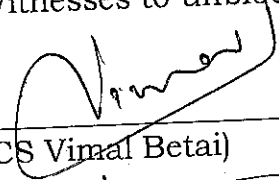
(8) You may accordingly declare the result of voting.

Thanking you,

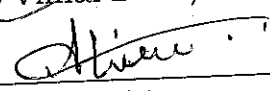
CS Devesh A. Pathak
(FCS No. 4559)

At Vadodara, 31st December, 2014

Witnesses to unblocking of e-votes cast



(CS Vimal Betai)



(Monica Ahir)