

# MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurugram - 122 015 (Haryana) INDIA  
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net  
Corporate Identity Number : L34101HR1985PLC020934, Pan No.: AAACM0070D  
Ph. : 0124-4783000, 2341001 Fax : 0124-2341359

**May 30, 2019**

The Asst. General Manager  
Listing and Compliance  
BSE Ltd.  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400 001  
Security Code: 520043

Asst. Vice President  
Listing and Compliance  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: MUNJALSHOW

**Sub: Compliances under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed herewith the Annual Secretarial Compliance Report duly issued by Satyender Kumar & Associates, Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2019.

Kindly take the aforesaid information on your records.

Thanking you,

Yours sincerely,

For MUNJAL SHOWA LIMITED

  
(Gestanjali Sharma)  
Company Secretary & Compliance Officer



Encl: as above



**SECRETARIAL COMPLIANCE REPORT OF MUNJAL SHOWA LIMITED  
FOR THE YEAR ENDED MARCH 31, 2019**

We Satyender Kumar & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Munjal Showa Limited ("the listed entity/ Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10<sup>th</sup> November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11<sup>th</sup> November, 2018; *not applicable to the Company during the period under review*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10<sup>th</sup> September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11<sup>th</sup> September 2018); *not applicable to the Company during the period under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *not applicable to the Company during the period under review*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *not applicable to the Company during the period under review*



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(not applicable to the Company during the period under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996/ Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Regulation 19 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of the Schedule II.	Non recommendation of appointment of Senior Management.	Appointment of Company Secretary was made without the recommendation of Nomination and Remuneration Committee
2.	Regulation 54 of SEBI (Depositories and Participants) Regulations, 1996/ Regulation 74 of SEBI (Depositories and Participants) Regulations, 2018	Non confirmation of demat request within time prescribed under regulations	Two requests <i>(prior to 24.1.2019)</i> for dematerialisation of shares received by the RTA have been confirmed beyond the prescribed time.

Note: 14000 equity shares of the Company are not listed at the National Stock Exchange of India Ltd.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<i>Not Applicable</i>				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<i>Not Applicable</i>				

For SATYENDER KUMAR & ASSOCIATES  
Company Secretaries

Place: Gurugram  
Date : 29.5.2019



*Satyender Kumar*  
Satyender Kumar  
(Proprietor)  
C.P. No. 5189  
FCS 4087