

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

MSL/SECT/19

August 30, 2019

The D.G.M. (Listing)
Corporate Relation Department
BSE Ltd
1st Floor, P.J. Towers
New Trading Ring, Dalal Street
Mumbai-400 001
Security Code: 520043

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

Sub: Voting Results and Consolidated Scrutinizer's Report

Dear Sir,

We Wish to inform you that the 34th Annual General Meeting (AGM) of the Company was held on Friday, the 30th day of August, 2019 at the Company's Registered Office located at 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana at 11:00 A. M.

In this regard, please find enclosed herewith the following:

1. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.

This is for your information and further dissemination.

Thanking you,

For MUNJAL SHOWA LIMITED


(Geetanjali Sharma)
Company Secretary



Encl: as above

RESOLUTION WISE DETAILS OF VOTING RESULTS

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

Date of AGM	August 30, 2019
Total No. of shareholders on record date i.e. August 23, 2019	19495
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	2
- Public:	109
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	Not Applicable, as no video conferencing facility was made available
- Public:	

AGENDA WISE DISCLOSURE

The mode of voting for all the resolutions was:

1. E-voting conducted between Tuesday, August 27, 2019 at 9.00 a.m. to Thursday, August 29, 2019 at 5.00 p.m. and
2. Poll conducted at the Meeting

Given below the resolution wise combined results of E-voting and Poll

Resolution No. 1: Ordinary Resolution

“RESOLVED THAT the audited financial statements of the Company including Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

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	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
			(1)	(2)	(3) = $\frac{(2)}{(1)} * 10$ 0	(4)	(5)	(6) = $\frac{(4)}{(2)} * 10$ 0	(7) = $\frac{(5)}{(2)} * 10$ 0
Promoter	E-Voting		26004000	0	0.0000	0	0	0	0



and Promoter Group	Poll Postal Ballot (if applicable)	26000000	99.9846	26000000	0	100.0000	0.0000	
	Total	26000000	99.9846	26000000	0	100.0000	0.0000	
Public-Institutions	E-Voting	38314	17.9913	38314	0	100.0000	0.0000	
	Poll Postal Ballot (if applicable)	212959	0.0000	0	0	0	0	
	Total	212959	17.9913	38314	0	100.0000	0.0000	
Public-Non Institutions	E-Voting	455700	3.3074	455700	0	100.0000	0.0000	
	Poll Postal Ballot (if applicable)	13778041	0.0141	1947	0	100.0000	0.0000	
	Total	13778041	3.3216	457647	0	100.0000	0.0000	
Total	Total	39995000	66.2482	26495961	0	100.0000	0.0000	
					Whether resolution is Pass or Not.			Yes

Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 2: Ordinary Resolution

"RESOLVED THAT a final dividend of Rs. 4.50 per equity share of Rs. 2/- each fully paid up for the financial year 2018-19 be and is hereby approved and declared."

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0



Promoter and Promoter Group	E-Voting		26004000	0	0.0000	0	0	0	0	0
	Poll	Postal Ballot (if applicable)								
	26000000	0	26000000	0	99.9846	26000000	0	100.0000	0.0000	0
	0	0	0	0	0.0000	0	0	0	0	0
Total	26000000	26000000	26000000	0	99.9846	26000000	0	100.0000	0.0000	0
Public-Institutions	E-Voting		212959	41141	19.3187	41141	0	100.0000	0.0000	0
	Poll	0								
	Postal Ballot (if applicable)	0								
Total	41141	41141	212959	41141	19.3187	41141	0	100.0000	0.0000	0
Public-Non Institutions	E-Voting		13778041	455700	3.3074	455700	0	100.0000	0.0000	0
	Poll	1947								
	Postal Ballot (if applicable)	0								
Total	457647	457647	13778041	457647	3.3216	457647	0	100.0000	0.0000	0
Total	26498788	26498788	39995000	26498788	66.2553	26498788	0	100.0000	0.0000	0
Whether resolution is Pass or Not.										Yes

Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 3: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shigeki Kobayashi (DIN 07626553), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



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	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		41141	19.3187	38659	2482	93.9671	6.0329
	Poll	212959	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	212959	41141	19.3187	38659	2482	93.9671	6.0329
Public-Non Institutions	E-Voting		453218	3.2894	453218	0	100.0000	0.0000
	Poll	13778041	1947	0.0141	1947	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13778041	455165	3.3036	455165	0	100.0000	0.0000
Total		39995000	26496306	66.2490	26493824	2482	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	

Based on the above, the Ordinary Resolution has been passed with requisite majority.



Resolution No. 4: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Kumar Munjal (DIN 00003843), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

		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	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		41141	19.3187	0	41141	0.0000	100.0000
	Poll	212959	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	212959	41141	19.3187	0	41141	0.0000	100.0000
Public-Non Institutions	E-Voting		455700	3.3074	455700	0	100.0000	0.0000
	Poll	13778041	1947	0.0141	1947	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0



Total	13778041	457647	3.3216	457647	0	100.0000	0.0000
Total	39995000	26498788	66.2553	26457647	41141	99.8447	0.1553
Whether resolution is Pass or Not.							
						Yes	

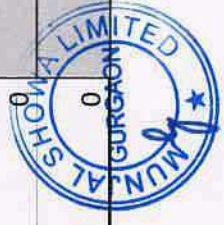
Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 5: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment & Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Geeta Anand (DIN: 00078091), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from November 03, 2018 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from November 03, 2018 to November 02, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

		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	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000		100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0





		Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public- Institutions	E-Voting			41141	19.3187	41141	0	100.0000	0.0000
	Poll	212959	0	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0	0
Total		212959	41141	41141	19.3187	41141	0	100.0000	0.0000
Public- Non Institutions	E-Voting			455700	3.3074	455700	0	100.0000	0.0000
	Poll	13778041	1947		0.0141	1947	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0.0000	0	0	0	0
Total		13778041	457647	457647	3.3216	457647	0	100.0000	0.0000
Total		39995000	26498788	26498788	66.2553	26498788	0	100.0000	0.0000
							Whether resolution is Pass or Not.		Yes

Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 6: Special Resolution

“RESOLVED THAT pursuant to Sections 188, 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), partial modification of the earlier resolution passed by the shareholders in the Annual General Meetings held on August 24, 2016, August 24, 2017 and September 26, 2018, and on recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors and subject to any other approvals, consents, sanctions of the concerned authorities, if any, the consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Yogesh Chander Munjal (DIN 00003491), Chairman & Managing Director of the Company as mentioned below, with effect from September 01, 2019 upto August 31, 2021 and all other terms and conditions of his appointment as approved by the Shareholders will remain the same as mentioned below:

1. Basic Salary: Increased from Rs. 19,00,000/- to Rs. 20,50,000/- (Rs. Twenty Lakhs fifty thousand only) per month
2. Special Pay: Rs. 3,00,000/- (Rs. Three Lakhs only) per month
3. Perquisites and Allowances: In addition to the above Basic Salary, Special Pay and Commission, he shall be entitled to the following perquisites and allowances:

- a) Residential Accommodation: He shall be entitled to 60% of the basic salary relevant for the concerned period as and by way of House Rent Allowance with free use of all the facilities and amenities including deploy of security guards which shall be provided by the Company;

- b) Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family;
- c) Leave Travel Concession: For him and his family once in a year incurred in accordance with any Rules specified by the Company;
- d) Club Fees: Actual fees of clubs will be reimbursed;
- e) Gas, Electricity & Water: Actual Expenses on Gas, Electricity and Water will be paid by the Company;
- f) Personal Accident Insurance: Actual premium to be paid by the Company;
- g) Insurance of Household goods: Actual premium to be paid by the Company;
- h) Car: Facility of car(s) with driver;
- i) Telephone: Free telephone facility at Residence including mobile phone facility;
- j) Leave: One month's leave with full salary for every 11 months of service subject to the condition that the leave accumulated but not availed will not be en-cashed;
- k) Reimbursement of other expenses: Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company;
- l) Contribution to Provident and Superannuation Funds: Company's contribution to Provident and Superannuation funds will be as per the Rules of the Company; and
- m) Gratuity: Not exceeding half month's salary for each completed year of service, as per the Rules of the Company.

RESOLVED FURTHER THAT Mr. Yogesh Chander Munjal (DIN 00003491), Chairman & Managing Director of the Company shall also be entitled to 1% of the net profit of the Company for each financial year calculated as per Section 198 of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate the Company, will pay the approved remuneration by way of Salary and perquisites as specified above including profit based commission subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

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	No. of votes – in favour	No. of votes – against	% of votes In favour/against votes polled	% of Votes against on votes polled



	(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-Voting	0	0.0000	0	0	0	0
	Poll	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0
	Total	26004000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting	41141	19.3187	41141	0	100.0000	0.0000
	Poll	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0
	Total	212959	19.3187	41141	0	100.0000	0.0000
Public-Non Institutions	E-Voting	455700	3.3074	455700	0	100.0000	0.0000
	Poll	1947	0.0141	1947	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0
	Total	13778041	3.3216	457647	0	100.0000	0.0000
Total	39995000	26498788	66.2553	26498788	0	100.0000	0.0000
					Whether resolution is Pass or Not.		
					Yes		

Based on the above, the Special Resolution has been passed with requisite majority.

Resolution No. 7: Special Resolution

"RESOLVED THAT pursuant to Sections 188, 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), partial modification of the earlier resolution passed by the shareholders in the Annual General Meetings held on August 24, 2017 and September 26, 2018, and on recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors and subject to any other approvals, consents, sanctions of the concerned authorities, if any, the consent of members of the Company be and is hereby accorded, to increase the Basic Salary of Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company to Rs. 18,50,000/- per month from the existing Rs. 16,00,000/- per month with effect from September 01, 2019, for the remaining period of his tenure.

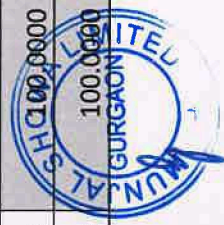


RESOLVED FURTHER THAT the other terms and conditions of the appointment of Mr. Shigeki Kobayashi, Joint Managing Director be and is hereby remains unchanged.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Shigeki Kobayashi, Joint Managing Director in a particular Financial Year will be subject to the overall ceiling limit laid down in Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

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	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		41141	19.3187	41141	0	100.0000	0.0000
	Poll	212959	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	212959	41141	19.3187	41141	0	100.0000	0.0000
Public-Non Institution	E-Voting		455700	3.3074	455700	0	100.0000	0.0000
	Poll	13778041	1947	0.0141	1947	0	100.0000	0.0000



s	Postal Ballot (if applicable)								
Total	13778041	457647	0	0.0000	0	0	0	0	0
Total	39995000	26498788	26498788	66.2553	26498788	0	100.0000	100.0000	0.0000
Whether resolution is Pass or Not.									
									Yes

Based on the above, the Special Resolution has been passed with requisite majority.





CONSOLIDATED SCRUTINIZER'S REPORT

**The Chairman of
34th Annual General Meeting
of the Equity Shareholders of
Munjal Showa Limited (the Company)
held on 30th August, 2019 at
9-11, Maruti Industrial Area, Sector-18,
Gurugram-122015**

Dear Sir,

I Satyender Kumar of Satyender Kumar & Associates, Practicing Company Secretaries, Gurugram was appointed by the Board of Directors of Munjal Showa Limited ('the Company') vide Board resolution dated 30th May, 2019, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 34th Annual General Meeting of the members of the Company, held on 30th August, 2019 at 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll on the resolutions contained in the notice to the 34th Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 34th Annual General Meeting (AGM), based on the reports generated from remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents MCS Share Transfer Agent Limited, New Delhi at the AGM.

In respect of remote e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 34th Annual General Meeting sent to members and in terms of "Advertisement" published as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as



amended by the Companies (Management and Administration) Rules, 2015, on 6th August, 2019 in 'The Mint' (English) and The Hindustan (Hindi), the remote e-voting period remained open from Tuesday, 27th August, 2019 (9.00 a.m.) to Thursday, 29th August, 2019 (5.00 p.m.)

- ii) The members of the Company as on the "cut off" date i.e. 23rd August, 2019 were entitled to vote on the resolutions (Items No. 1 to 7 as set out in the Notice of the 34th Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Thursday, 29th August, 2019.
- iv) The votes cast through remote e-voting process were unblocked on 30th August, 2019 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Ashwani Kumar and Mr. Arvind Kohli who are not in the employment of the Company and who witness to the unblocking of votes.
- v) Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Limited(<https://www.evotingindia.co.in>) .

At the Annual General meeting held on 30th August, 2019 the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the remote e-voting facility in respect of resolutions (Items No. 1 to 7 as set out in the Notice of the 34th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

The poll box containing the poll papers was unblocked after the conclusion of the AGM in presence of Mr. Ashwani Kumar and Mr. Arvind Kohli who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.



I hereby state that I have recorded details of all the votes by the shareholders through, remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt of the Audited Financial Statements for the Financial Year ended March 31, 2019 including Audited Balance Sheet as at March 31, 2019 and Statement of Profit and Loss for the Financial Year ended on that date together with the reports of Board and Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	24	31	55	494014	26001947	26495961	100.00
Dissent	0	0	0	0	0	0	0
Total	24	31	55	494014	26001947	26495961	100.00

Accordingly, out of total 26495961, E- Votes and Votes Polled at AGM; 26495961 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 2

Ordinary Resolution to declare final dividend of Rs. 4.50/- per equity share (i.e. 225%) of Rs. 2 each fully paid up for the financial year ended March 31, 2019.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	25	31	56	496841	26001947	26498788	100.00
Dissent	0	0	0	0	0	0	0
Total	25	31	56	496841	26001947	26498788	100.00

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM 26498788 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 3

Ordinary Resolution for the re-appointment of Mr. Shigeki Kobayashi (DIN: 07626553) as Director liable to retire by rotation.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	24	31	55	494359	26001947	26496306	99.99
Dissent	1	0	1	2482	0	2482	0.01
Total	25	31	56	496841	26001947	26498788	100.00

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM; 26496306 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2482 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 4

Ordinary Resolution for the re-appointment of Mr. Ashok Kumar Munjal (DIN: 00003843) as Director liable to retire by rotation.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	21	31	52	455700	26001947	26457647	99.84
Dissent	4	0	4	41141	0	41141	0.16
Total	25	31	56	496841	26001947	26498788	100.00

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM; 26457647 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.84% and 41141 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.16% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 5

Ordinary Resolution for the Appointment of Mrs. Geeta Anand (DIN 00078091) as an Independent Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	25	31	56	496841	26001947	26498788	100.00
Dissent	0	0	0	0	0	0	0
Total	25	31	56	496841	26001947	26498788	100.00

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM 26498788 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 6

Special Resolution for the variation in the Terms of Appointment of Mr. Yogesh Chander Munjal, (DIN 00003491), Managing Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	25	31	56	496841	26001947	26498788	100.00
Dissent	0	0	0	0	0	0	0
Total	25	31	56	496841	26001947	26498788	100.00

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM; 26498788 Votes were cast **ASSENTING** to the Special Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Special Resolution constituting 0% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 7

Special Resolution for the Variation in the Terms of Appointment of Mr. Shigeki Kobayashi, (DIN 07626553), Joint Managing Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	25	31	56	496841	26001947	26498788	100.00
Dissent	0	0	0	0	0	0	0
Total	25	31	56	496841	26001947	26498788	100.00



SATYENDER KUMAR & ASSOCIATES

Accordingly, out of total 26498788, E- Votes and Votes Polled at AGM; 26498788 Votes were cast **ASSENTING** to the Special Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Special Resolution constituting 0% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed with requisite majority.

Besides above, there were 2 (Two) invalid votes (Poll Papers)

All the relevant records of remote e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For SATYENDER KUMAR & ASSOCIATES

Countersigned by

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS 4087
C.P.NO. 5189
UDIN NO.- F004087A000005871



For MUNJAL SHOWA LTD.
Gayatri
COMPANY SECRETARY

Place: Gurugram
Date: August 30, 2019