
MUNJAL SHOWA LIMITED

Registered Office & Works : 9-11, Maruti Industrial Area, Sector - 18, Gurugram - 122 015 (Haryana) INDIA
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net
Corporate Identity Number : L34101HR1985PLC020934, PAN : AAACM0070D
Phone : 0124-4783000

August 23, 2023

The D.G.M. (Listing)
Corporate Relation Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Security Code: 520043

The Asst. Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
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 38th Annual General Meeting (AGM) of the Company was held on Tuesday, the 22th day of August, 2023 at 11:00 A.M. for which the Company had provided the remote e-voting facility to its shareholders. The shareholders also e-voted during the meeting.

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 on remote e-voting and e-voting during the Annual General Meeting 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

(Neha Bansal)
Company Secretary & Compliance Officer
Encl: as above

RESOLUTION WISE DETAILS OF VOTING RESULTS

Details of e-voting at AGM and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Day &Date of AGM	Tuesday, August 22, 2023
Total No. of shareholders on record date i.e. August 16, 2023	24126
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	03 66

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Statement of change in equity and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and 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	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	26004090	26004090	100	26004090	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	26004090	26004090	100	26004090	0	100.0000	0
Public-Institutions	E-Voting	3500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3500	0	0	0	0	0	0
Public-Non Institutions	E-Voting	13987410	22113	0.1581	17704	4409	80.0615	19.9385
	Poll		1248	0.0089	1248	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13987410	23361	0.1670	18952	4409	81.1267	18.8733
Total		39995000	26027451	65.0767	26023042	4409	99.9831	0.0169
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 To consider, approve and declare final dividend of Rs. 4.50 per equity shares for the financial year 2022-23.

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	26004090	26004090	100	26004090	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26004090	26004090	100	26004090	0	100.0000
Public-Institutions	E-Voting	3500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3500	0	0	0	0	0
Public-Non Institutions	E-Voting	13987410	22110	0.1581	21301	809	96.3410	3.6590
	Poll		1248	0.0089	1248	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13987410	23358	0.1670	22549	809	96.5365
Total		39995000	26027448	65.0768	26026639	809	99.9969	0.0031
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 To appoint a Director in place of Mr. Yasuhiro Ashiki (DIN: 09132637), who retires by rotation and being eligible, offers himself 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	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	26004090	26004090	100	26004090	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	26004090	26004090	100	26004090	0	100.0000	0
Public-Institutions	E-Voting	3500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3500	0	0	0	0	0	0
Public-Non Institutions	E-Voting	13987410	22113	0.1581	17211	4902	77.8320	22.1680
	Poll		1248	0.0089	1248	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13987410	23361	1.1591	18459	4902	79.0163	20.9837
	Total	39995000	26027451	65.3972	26022549	4902	99.9812	0.0188
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 To appoint a Director in place of Mr. Kazuhiro Nishioka (DIN: 00602255), who retires by rotation and being eligible, offers himself 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	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	26004090	26004090	99.9843	26004090	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	26004090	26004090	99.9843	26004090	0	100.0000	0
Public-Institutions	E-Voting	3500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3500	0	0	0	0	0	0
Public-Non Institutions	E-Voting	13987410	22113	0.1581	17211	4902	77.8320	22.1680
	Poll		1248	0.0089	1248	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13987410	23361	1.1591	18459	4902	79.0163	20.9837
Total		39995000	26027451	65.3972	26022549	4902	99.9812	0.0188
Whether resolution is Pass or Not.							Yes	

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

Resolution No. 5: Special Resolution: To consider and approve Change in remuneration payable to Mr. Yogesh Chander Munjal (00003491), Managing Director of the Company.

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	26004090	26004090	100	26004090	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	26004090	26004090	100	26004090	0	100	0
Public-Institutions	E-Voting	3500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3500	0	0	0	0	0	0
Public-Non Institutions	E-Voting	13987410	22113	0.1581	17307	4806	78.2662	21.7338
	Poll		1248	0.0089	1248	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13987410	23361	0.1670	18555	4806	79.4273	20.5727
Total		39995000	26025163	65.0710	26022645	4806	99.9903	0.0185
Whether resolution is Pass or Not.							Yes	

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



**CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING THROUGH E-VOTING SYSTEM
AND THROUGH REMOTE E-VOTING**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by MCA) and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.

The Chairman of 38th Annual General Meeting of the Equity Shareholders of Munjal Showa Limited (the Company) held on 22nd August, 2023 at Deemed Venue at 9-11, Maruti Industrial Area, Sector-18, Gurugram-122015 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") and e-voting process concluded at 11.43 A.M.

Dear Sir,

1. 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, 2023, as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") held prior to 38th Annual General Meeting (AGM) and process of e-voting at the AGM ("e-voting") and ascertain the requisite majority on remote e-voting and e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 as amended from time to time (Rules), in respect of the resolutions contained in the Notice of 38th Annual General Meeting issued by the Company to its member in terms of aforesaid Circulars, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) held on **22nd August, 2023 at 11.00 a.m.**
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and the Circulars relating to conducting of AGM through VC/OAVM and voting by electronic means on the resolutions contained in the notice to the 38th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and for e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice to the 38th Annual General Meeting (AGM), based on the reports generated from remote e-voting/e-voting process during the AGM, provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting/e-voting facilities.



3. Pursuant to Circulars referred above and as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time, an "Advertisement" was published on 27th July, 2023 in 'Mint' (English) and 'Hindustan' (Hindi), specifying the mode of (VC/OAVM), date and time of the AGM, availability of the Notice on the Company's website and website of stock exchanges, manner of registration of email-ids by the members (both physical and demat) who are yet to register their email-ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

The Company hosted the notice of AGM on its website, for remote e-voting during the AGM and also intimated the same to the BSE Limited and National Stock Exchange Limited on 26th July, 2023. As informed by the Company the Notice of the AGM was also hosted at website of CDSL.

The Company has informed that on the basis of Register of Members and the list of Beneficial Owners made available by MCS Share Transfer Agent Limited the Registrar and Share Transfer Agent (RTA) and the depository viz. CDSL the Company completed the dispatch of notice on 26th July, 2023 by E-mail to 21856 members who had already registered their email ids with the Company/Depositories.

- 4.1 The members of the Company as on the "cut off" date i.e. 16th August, 2023 were entitled to vote on the resolutions (Items No. 1 to 5 as set out in the Notice of the 38th Annual General Meeting of the Company).
- 4.2 As per details provided by the Company, the remote e-voting period remained open from Saturday, 19th August, 2023 (9.00 a.m.) to Monday, 21st August, 2023 (5.00 p.m.)
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Monday, 21st August, 2023.
- 4.4 After the conclusion of Annual General Meeting the votes cast through remote e-voting process and e-voting at the AGM held through VC/OAVM were unblocked on 22nd August, 2023 around 1.58 p.m. in the presence of two witnesses, Mr. Sandeep Mehta and Mrs. Alka Narang who are not in the employment of the Company and who witness to the unblocking of votes.



4.5 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>).

I hereby state that I have recorded details of all the votes by the shareholders through remote e-voting and e-voting at the AGM and have also checked and verified the same. I have also carried out full count of the votes. I hereby submit the consolidated report on the results of the votes cast by the shareholders through remote e-voting and e-voting at the AGM as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2023 together with the reports of Board of Directors and Auditors thereon.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	119	9	128	16061767	9961275	26023042	99.983
Dissent	11	0	11	4409	0	4409	0.017
Total	130	9	139	16066176	9961275	26027451	100.000

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26023042 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.983% and 4409 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.017% 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 on equity shares for the financial year 2022-23.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	119	9	128	16065364	9961275	26026639	99.997
Dissent	10	0	10	809	0	809	0.003
Total	129	9	138	16066173	9961275	26027448	100.000

Accordingly, out of total 26027448 Remote e-votes and e-votes; 26026639 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.997% and 809 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.003% 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 appointment of a Director in place of Mr. Yasuhiro Ashiki (DIN: 09132637), who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	114	9	123	16061274	9961275	26022549	99.981
Dissent	16	0	16	4902	0	4902	0.019
Total	130	9	139	16066176	9961275	26027451	100.00

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26022549 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.981% and 4902 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.019% 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 appointment of a Director in place of Mr. Kazuhiro Nishioka (DIN: 00602255), who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	114	9	123	16061274	9961275	26022549	99.981
Dissent	16	0	16	4902	0	4902	0.019
Total	130	9	139	16066176	9961275	26027451	100.00

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26022549 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.981% and 4902 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.019% 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

Special Resolution for Change in remuneration payable to Mr. Yogesh Chander Munjal (DIN: 00003491), Managing Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	113	9	122	16061370	9961275	26022645	99.982
Dissent	17	0	17	4806	0	4806	0.018
Total	130	9	139	16066176	9961275	26027451	100.00

Accordingly, out of total 26027451, Remote e-votes and e-votes; 26022645 Votes were cast **ASSENTING** to the Special Resolution constituting 99.982% and 4806 Votes were cast **DISSENTING** to the Special Resolution constituting 0.018% of the votes polled on the **Special Resolution**.

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

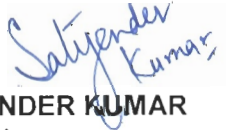
A list of Equity Shareholders who voted "For" and "Against" the resolution (both through remote e-voting and e-voting at the AGM) has been provided to the Company Secretary of the Company.

The electronic data and all other relevant records relating to remote e-voting and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 38th 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
Proprietor
FCS NO. 4087
C.P.NO. 5189
UDIN-F004087E000845631
Peer Reviewed Unit



NEHA
BANSAL

Digitally signed
by NEHA
BANSAL
Date: 2023.08.23
19:13:17 +05'30'

Place: Gurugram
Date: August 23, 2023