

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 Fax : 0124-2341359

September 11, 2020

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 35th Annual General Meeting (AGM) of the Company was held on Thursday, the 10th day of September, 2020 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


(Geetanjali Sharma)
Company Secretary
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	Thursday, September 10, 2020
Total No. of shareholders on record date i.e. September 03, 2020	22950
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:	02 40

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2020 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	Remote e-voting	26004075	26000000	99.9843	26000000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26004075	26000000	99.9843	26000000	0	100.0000
Public-Institutions	Remote e-voting	164404	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		164404	0	0.0000	0	0	0.0000



Public- Non Institutions	Remote e-voting		611846	4.4252	611828	18	99.9971	0.0029
	E-voting at AGM	13826521	105	0.0008	105	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13826521	611951	4.4259	611933	18	99.9971	0.0029
Total	Total	39995000	26611951	66.5382	26611933	18	99.9999	0.0001
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 declare a dividend of Rs. 4.50 per equity share of Rs. 2/- each fully paid up for the financial year 2019-20

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	Remote e-voting		26000000	99.9843	26000000	0	100.0000	0.0000
	E-voting at AGM	26004075	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	26004075	26000000	99.9843	26000000	0	100.0000	0.0000
Public- Institutions	Remote e-voting		0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM	164404	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	164404	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting		611846	4.4252	611828	18	99.9971	0.0029
	E-voting at AGM	13826521	105	0.0008	105	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0



	Total	13826521	611951	4.4259	611933	18	99.9971	0.0029
Total	Total	39995000	26611951	66.5382	26611933	18	99.9999	0.0001
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 Yamamoto (DIN: 08127304), 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	Remote e-voting		26000000	99.9843	26000000	0	100.0000	0.0000
	E-voting at AGM	26004075	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	26004075	26000000	99.9843	26000000	0	100.0000	0.0000
Public-Institutions	Remote e-voting		0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM	164404	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	164404	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	Remote e-voting		611846	4.4252	611828	18	99.9971	0.0029
	E-voting at AGM	13826521	105	0.0008	105	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13826521	611951	4.4259	611933	18	99.9971	0.0029
Total	Total	39995000	26611951	66.5382	26611933	18	99.9999	0.0001



Whether resolution is Pass or Not.	Yes
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Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 4: Special Resolution: Variation in the terms of appointment of Mr. Shigeki Kobayashi (DIN: 07626553), Joint 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	Remote e-voting	26004075	26000000	99.9843	26000000	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		26004075	26000000	99.9843	26000000	0	100.0000
Public-Institutions	Remote e-voting	164404	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		164404	0	0.0000	0	0	0.0000
Public- Non Institutions	Remote e-voting	13826521	611846	4.4252	611757	89	99.9855	0.0145
	E-voting at AGM		105	0.0008	105	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13826521	611951	4.4259	611862	89	99.9855
Total	Total	39995000	26611951	66.5382	26611862	89	99.9997	0.0003
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, and 20/2020 dated May 5, 2020, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars")

The Chairman of 35th Annual General Meeting of the Equity Shareholders of Munjal Showa Limited (the Company) held on 10th September, 2020 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") concluded at 11.25 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 June, 2020, as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") held prior to 35th 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 35th 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 **10th September, 2020 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 35th 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 35th 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 15th August, 2020 in 'The Mint' (English) and The 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 14.08.2020. As informed by the Company the Notice of the AGM was also hosted at website of CDSL.

The Company 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 14.8.2020 by E-mail to 16295 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. 3rd September, 2020 were entitled to vote on the resolutions (Items No. 1 to 4 as set out in the Notice of the 35th Annual General Meeting of the Company).
- 4.2 The remote e-voting period remained open from Monday, 7th September, 2020 (9.00 a.m.) to Wednesday, 9th September, 2020 (5.00 p.m.)
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Wednesday, 9th September, 2020.



- 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 10th September, 2020 around 12.03 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, 2020, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2020 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	101	5	106	26611828	105	26611933	99.999
Dissent	9	0	9	18	0	18	0.001
Total	110	5	115	26611846	105	26611951	100.000

Accordingly, out of total 26611951, Remote e-votes and e-votes; 26611933 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 18 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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 a dividend on equity shares for the financial year 2019-20

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	101	5	106	26611828	105	26611933	99.999
Dissent	9	0	9	18	0	18	0.001
Total	110	5	115	26611846	105	26611951	100.000



Accordingly, out of total 26611951, Remote e-votes and e-votes; 26611933 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 18 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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 Director, Mr. Yasuhiro Yamamoto(DIN: 08127304), who retires by rotation and, being eligible, offers himself 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	101	5	106	26611828	105	26611933	99.999
Dissent	9	0	9	18	0	18	0.001
Total	110	5	115	26611846	105	26611951	100.000

Accordingly, out of total 26611951, Remote e-votes and e-votes; 26611933 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 18 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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

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
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	100	5	105	26611757	105	26611862	99.999
Dissent	10	0	10	89	0	89	0.001
Total	110	5	115	26611846	105	26611951	100.000

Accordingly, out of total 26611951, Remote e-votes and e-votes; 26611862 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 89 Votes were cast **DISSENTING** to the Special Resolution constituting 0.001% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 4 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 e-voting at the AGM) has been provided to the Company Secretary.



SATYENDER KUMAR & ASSOCIATES

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 35th 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

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS NO. 4087
C.P.NO. 5189
UDIN- F004087B000694535



Countersigned by

For MUNJAL SHOWA LTD.

Geeta Jais
COMPANY SECRETARY
ACS No. 42219

Place: Gurugram
Date: September 11, 2020

