

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

To,
BSE Limited
Scrip Code - 520043
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

To,
National Stock Exchange of India Limited
Scrip Symbol- MUNJALSHOW
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Date - 29th December 2020

Sub: Disclosure for intimation received from Dayanand Munjal Investments Private Limited for acquisition of equity shares of the Company

Dear Sir/Madam,

We have received intimation from Dayanand Munjal Investments Private Limited (Promoter of the Company) pursuant to regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 29(1) read with 29(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 regarding acquisition of 4,39,973 number of equity shares comprising 1.10% of the Paid-up Share Capital of the Company. After the said acquisition Dayanand Munjal Investments Private Limited will hold 160,39,973 (40.10%) shares of the Company.

In this regard we are submitting herewith the disclosure received from Dayanand Munjal Investments Private Limited, pursuant to regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 10(6) and Regulation 29(1) read with 29(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. Please take the same on your records.

Thanking you,

For Munjal Showa Limited,


(Geetanjali Sharma)
Company Secretary & Compliance Officer
Membership No. – A42219
Date: December 29, 2020
Place: Gurugram



DAYANAND MUNJAL INVESTMENTS PRIVATE LIMITED

REGD. OFFICE: G. T. ROAD, HERO NAGAR, LUDHIANA-141003

CIN: U67120PB1979PTC004038, PHONE: 9910027951 EMAIL:PGUPTA@MUNJALSHOWA.NET

To, BSE Limited Scrip Code - 520043 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, National Stock Exchange of India Limited Scrip Symbol- MUNJALSHOW Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	To, Munjal Showa Limited, 9-11, Maruti Industrial Area, Sector-18 Gurugram, Haryana – 122015
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Date – 29th December 2020

Sub: Disclosure under Regulation 7(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Madam,

Please find enclosed herewith the disclosure under Regulation 7(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.r.t. acquisition of equity shares of Munjal Showa Limited.

Please take the same on your records.

Thanking you,

For Dayanand Munjal Investments Private Limited (Promoter),



(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Place: Ludhiana

Encl: As above



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FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: Munjal Showa Limited

ISIN of the company: INE577A01027

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No. CIN/DIN & Address with contact Nos.	Category of Person (Promoters/ KMP /Directors / Immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed				Securities held post acquisition / disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition-/ disposal (on market/public /rights/ preferential offer/off market/ inter-se transfer, ESOPs etc.)
		Type of security (for e.g.- shares, Warrants, Convertible Debentures etc.)	No. and % of Share-holding	Type of security (for e.g.- shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)
Dayanand Munjal Investments Private Limited PAN - AAACD5751A CIN - U67120PB1979PTC004038 Address - G. T. Road, Hero Nagar, Ludhiana-141003 Contact -9910027951	Promoter	Equity shares	1,56,00,000 (39%)	Equity shares	4,39,973 (1.1%)	INR 3,29,97,975	Buy	Equity shares	1,60,39,973 (40.10%)	28 December 2020	28 December 2020	29 December 2020	Inter-Se Transfer of shares between promoters through an off-market transaction

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

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Details of trading in derivatives of the company by Promoter, Employee or Director of a listed Company and other such persons as mention in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21
NOT APPLICABLE						

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

For Dayanand Munjal Investments Private Limited (Promoter),



(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Place: Ludhiana



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Date – 29th December 2020

Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

Dear Sir/Madam,

With reference to the disclosure under Regulation 10(5) of the Takeover Regulations submitted by Dayanand Munjal Investments Private Limited ('the Acquirer') on 21 December 2020, please note that the Acquirer have in aggregate acquired 4,39,973 shares (1.1%) of Munjal Showa Limited ('the Target Company') on 28 December 2020 from Showa Corporation, Japan as per details set out in the disclosure.

In this connection, please find enclosed the disclosure as per Regulation 10(6) of the Takeover Regulations.

Please take the same on record.

Thanking you,

For Dayanand Munjal Investments Private Limited (Acquirer),


(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Place: Ludhiana

Encl: As above



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Disclosure under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Name of the Target Company (TC)	Munjal Showa Limited	
2	Name of the acquirer(s)	Dayanand Munjal Investments Private Limited	
3	Name of the stock exchange where shares of the TC are listed	i. BSE Limited ii. National Stock Exchange of India Limited	
4	Details of the transaction including rationale, if any, for the transfer / acquisition of shares	Inter-se transfer of shares amongst Promoters of the Target Company, as per the mutual agreement between the Promoters	
5	Relevant regulation under which the acquirer is exempted from making open offer	The acquisition is exempted under sub-clause (ii) of Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
6	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, – whether disclosure was made and whether it was made within the timeline specified under the regulations – date of filing with the stock exchange	Yes, disclosure of proposed acquisition was required to be made under Regulation 10(5). The disclosure under Regulation 10(5) was made within the time specified. BSE Limited - On 21 December 2020 National Stock Exchange of India Limited – On 21 December 2020	
7	Details of the acquisition	Disclosure required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) was actually made
	a Name of the transferor / seller	Showa Corporation, Japan	Yes
	b Date of acquisition	28 December 2020	Yes
	c Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	4,39,973 equity shares	Yes
	d Total shares proposed to be acquired / actually acquired as	1.1%	Yes

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	a % of diluted share capital of TC				
e	Price at which shares are proposed to be acquired/ actually acquired	INR 75 per share		Yes	
8	Shareholding details	Pre-transaction		Post-transaction	
		No. of shares held	% w.r.t. total share capital of TC	No. of shares held	% w.r.t. total share capital of TC
a	<u>Each Acquirer / Transferee</u> Dayanand Munjal Investments Private Limited	1,56,00,000	39.00%	1,60,39,973	40.10%
b	<u>Each Seller / Transferor</u> Showa Corporation, Japan	1,04,00,000	26.00%	99,60,027	24.90%

For Dayanand Munjal Investments Private Limited (Acquirer),



(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Place: Ludhiana



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To,

BSE Limited

Scrip Code - 520043

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400001

To,

**National Stock Exchange of India
Limited**

Scrip Symbol- MUNJALSHOW

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra

(East), Mumbai – 400051

To,

Munjal Showa Limited,

9-11, Maruti Industrial Area,

Sector-18 Gurugram,

Haryana – 122015

Date - 29th December 2020

Sub: Disclosure under Regulation 29 (1) & 29 (3) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ('Takeover Regulations')

Dear Sir/Madam,

With reference to the aforementioned subject, please find enclosed herewith the disclosure as per Regulation 29 (1) read with 29 (3) of the Takeover Regulations, with regard to the acquisition of 4,39,973 shares (1.1%) of Munjal Showa Limited ('the Target Company') on 28 December 2020 from Showa Corporation, Japan through an off market transaction.

Please take the attached disclosure on your record.

Thanking you,

For Dayanand Munjal Investments Private Limited (Acquirer),



(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Place: Ludhiana

Encl: As above



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Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Munjal Showa Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Dayanand Munjal Investments Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes, the acquirer is one of the Promoters of the Target Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	i. BSE Limited ii. National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	a) 1,56,00,000 shares	a) 39%	a) 39%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) Nil	b) Nil	b) Nil
c) Voting rights (VR) otherwise than by equity shares	c) Nil	c) Nil	c) Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	d) Nil	d) Nil	d) Nil
e) Total (a+b+c+d)	e) 1,56,00,000 shares	e) 39%	e) 39%
Details of acquisition			
a) Shares carrying voting rights acquired	a) 4,39,973 shares	a) 1.1%	a) 1.1%

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<p>b) VRs acquired otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>	<p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 4,39,973 shares</p>	<p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 1.1%</p>	<p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 1.1%</p>
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>a) 1,60,39,973 shares</p> <p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 1,60,39,973 shares</p>	<p>a) 40.10%</p> <p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 40.10%</p>	<p>a) 40.10%</p> <p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) 40.10%</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)</p>	<p>Inter-se Transfer of shares amongst Promoters, through an off-market transaction</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>Not Applicable</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/</p>	<p>28 December 2020</p>		

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warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	
Equity share capital / total voting capital of the TC before the said acquisition	3,99,95,000 shares
Equity share capital/ total voting capital of the TC after the said acquisition	3,99,95,000 shares
Total diluted share/voting capital of the TC after the said acquisition	3,99,95,000 shares

Part-B***

Name of the Target Company: Munjal Showa Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Dayanand Munjal Investments Private Limited	Yes	AAACD5751A

For Dayanand Munjal Investments Private Limited (Acquirer),



(Yogesh Chander Munjal)

Director

DIN- 00003491

Date: December 29, 2020

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

