

# MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 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/18/

August 29, 2018

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: Notice of 33<sup>rd</sup> Annual General Meeting.

Dear Sir,

This is to inform you that the 33<sup>rd</sup> Annual General Meeting of the Company is scheduled to be held on Wednesday the 26<sup>th</sup> Day of September, 2018 at the Company's Registered Office located at 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana at 11:00 A. M.

Please find enclosed a copy of the Notice of 33<sup>rd</sup> Annual General Meeting of the Company.

Further we will submit the Annual Report, after being approved and adopted by the shareholders at the 33<sup>rd</sup> Annual General Meeting of the Company.

This is for your information and record.

Thanking You,

For MUNJAL SHOWA LIMITED

*Saurabh*

(SAURABH AGRAWAL)

Company Secretary



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WILL BE HELD ON WEDNESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER 2018 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (HARYANA) TO TRANSACT THE FOLLOWING BUSINESSES: -**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board and Auditors thereon.

**"RESOLVED THAT** the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2018 and the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare a dividend on equity shares for the financial year ending 2017-18.

**"RESOLVED THAT** a final dividend of Rs. 4.5/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2017-18 be and is hereby approved and declared."

3. To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment.

**"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), Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To appoint a director in place of Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-appointment.

**"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. Yogesh Chander Munjal (DIN 00003491), 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."

5. To ratify the appointment of Statutory Auditors and to fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the resolution passed by the members at the 32<sup>nd</sup> Annual General Meeting for appointing M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting of the Company, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be determined of the Board, the Company hereby ratifies and confirms the appointment of M/s. Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company from the conclusion of 33<sup>rd</sup> Annual General Meeting until the conclusion of 34<sup>th</sup> Annual General Meeting of the Company (i.e. for the financial year ending 31<sup>st</sup> March, 2019) on such remuneration as may be decided by the Board in consultation with Auditors plus applicable tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.

**RESOLVED FURTHER THAT** the annual ratification of appointment of Statutory Auditors at every annual general meeting, for their remaining term as aforesaid, shall be done, if so required under the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**6. Appointment of Mr. Yasuhiro Yamamoto (DIN 08127304) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yasuhiro Yamamoto (DIN 08127304), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 30, 2018 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

**7. Variation in the Terms of Appointment of Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company**

“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V 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), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company be increased to Rs. 16,00,000/- per month from the existing Rs. 13,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure.”

“**RESOLVED FURTHER THAT** the other terms and conditions of the appointment 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.”

**8. Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company**

“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee and in partial modification of the earlier Resolution passed by the shareholders in the Thirty Second Annual General Meeting held on August 24, 2017, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V 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), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company be increased to Rs. 19,00,000/- per month from the existing Rs. 17,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure.”

“**RESOLVED FURTHER THAT** the other terms and conditions of the appointment be and is hereby remains unchanged.”

“**RESOLVED FURTHER THAT** the aggregate of the remuneration payable to Mr. Yogesh Chander Munjal, 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 to give effect to the aforesaid resolution.”

**9. Re-appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Vinod Kumar Agrawal (DIN 00004463), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.

**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.”

**10. Re-appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Surinder Kumar Mehta (DIN 00002888), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.

**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.”

**11. Re-appointment of Mr. Nand Lal Dhameja (DIN 02351762) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Nand Lal Dhameja (DIN 02351762), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided

in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.

**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.”

**12. Re-appointment of Dr. Devi Singh (DIN 00015681) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Devi Singh (DIN 00015681), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.

**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.”

Place: Gurugram  
Dated: May 30, 2018

By Order of the Board of Directors,  
for **MUNJAL SHOWA LIMITED**

**Registered Office:**

9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
**Email: cs@munjalshowa.net**  
**Website: www.munjalshowa.net**  
**CIN: L34101HR1985PLC020934**  
**Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL**  
**COMPANY SECRETARY**  
**Membership No. A36163**

## NOTES:-

**01) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

The attendance slip and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

- 02) Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 03) A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting (hereinafter referred as "AGM") is annexed herewith as Annexure A.
- 04) In terms of Section 152 of the Companies Act, 2013, Mrs. Charu Munjal & Mr. Yogesh Chander Munjal, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their re-appointments. Brief resume of such directors is given in Annexure A.
- 05) The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 6 to 12 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed hereto.
- 06) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 07) Pursuant to Section 91 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purpose of 33<sup>rd</sup> AGM of the Company and for determining the entitlement of the shareholders for dividend for the financial year 2017-18, as may be approved by the Members at the meeting.
- 08) Members are requested to note that under Section 124 and Section 125 of Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further all shares, in respect of which dividends remain unclaimed for seven consecutive years or more, have been transferred to the IEPF.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2009-10 to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2009-10 onwards on the website of the IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Investors' section on the website of the Company, [www.munjalshowa.net](http://www.munjalshowa.net).



The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Registrar before the same becoming due for transfer to the Investor Education and Protection Fund.

- 09) Members are requested to notify immediately any change of address including their email IDs:
- i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - ii) To the Company's Registrar, MCS Share Transfer Agent Limited, F-65 Okhla Industrial Area, Phase I, New Delhi 110 020 in respect of their physical share folios, if any, quoting their folio number.
- 10) Electronic Clearing Service (ECS) Facility
- The Company has provided a facility to the Members for remittance of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the major cities and towns. Members holding shares in the physical form who wish to avail ECS facility may authorize the Company with their ECS mandate in the prescribed Form which can be obtained from the Company upon request.
- 11) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members / transferee(s) are required to furnish a copy of their PAN to the Company / Registrar & Transfer Agent, MCS Share Transfer Agent Limited.
- 13) Members are requested to bring their copy of the Annual Report to the AGM. In order to enable us to register your attendance at the venue of the AGM, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
- 14) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 15) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register their email id.
- 16) A Route Map along with prominent landmark showing directions for easy location to reach the venue of the 33<sup>rd</sup> AGM is annexed to the notice as per the requirement of the Secretarial Standards.
- 17) All the relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Munjal Showa Limited, Plot No. 9 to 11, Maruti Industrial Area, Sector 18, Gurugram (HR) 122015 on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
- 18) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

**VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the members are provided with the facility to cast their votes on the resolutions through e-voting as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 33<sup>rd</sup> AGM. The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through ballot/polling paper shall also be made available at the venue of the 33<sup>rd</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, August 25, 2018 have the option to request for physical copy of the Ballot Form by sending an e-mail to [cs@munjalshowa.net](mailto:cs@munjalshowa.net) by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than one day before the General Meeting. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Members may also note that the Notice of the 33<sup>rd</sup> AGM and the Annual Report for FY 2017-18 will be available on the Company's website [www.munjalshowa.net](http://www.munjalshowa.net) for their download and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@munjalshowa.net](mailto:cs@munjalshowa.net).

The Company has appointed Mr. Satyender Kumar (FCS 4087), Proprietor- M/s Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Wednesday, September 19, 2018.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than three (3) days after the conclusion of the AGM to the Chairman of the Company.

The Chairman, or any other director authorized by the board, shall declare the result if the voting forthwith.

The Results alongwith the Scrutinizer's Report shall be placed on the Company's website [www.munjalshowa.net](http://www.munjalshowa.net) and on the website of CDSL e-Voting i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared by the Chairman or any Director authorized by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be posted on the notice board of the Company at the registered office as well as at the head office and corporate office of the Company, if any.

**The instructions to members for voting electronically are as under:-**

- i. The voting period begins on Sunday, September 23, 2018 at 9.00 a.m. and ends on Tuesday, September 25, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Tuesday, September 25, 2018.
- ii. Members holding shares in physical or in demat form as on Wednesday, September 19, 2018 shall only be eligible



- for e-voting.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iv. Click on Shareholders.
  - v. Now Enter your User ID;
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next enter the Image Verification as displayed and Click on Login.
  - vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - viii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the Munjal Showa Limited.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xv. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individual Shareholders & Custodians:
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The person, responsible to address the grievances connected with e-voting, is given below:

Name: Mr. Rakesh Dalvi  
Designation: Deputy Manager  
Address: A Wing, 25th Floor, Marathon Futurex,  
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.  
Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
Phone number: 1800225533

Place: Gurugram  
Dated: May 30, 2018

By Order of the Board of Directors,  
for **MUNJAL SHOWA LIMITED**

**Registered Office:**

**9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
Email: [cs@munjalshowa.net](mailto:cs@munjalshowa.net)  
Website: [www.munjalshowa.net](http://www.munjalshowa.net)  
CIN: L34101HR1985PLC020934  
Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL  
COMPANY SECRETARY  
Membership No. A36163**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 6**

The Board of Directors of the Company in its meeting held on May 30, 2018 has appointed Mr. Yasuhiro Yamamoto as an Additional Director of the Company w.e.f. May 30, 2018. A notice under Section 160 of the Companies Act, 2013 has been received for proposing the candidature of Mr. Yasuhiro Yamamoto as a Director of the Company.

Mr. Yasuhiro Yamamoto, aged 54 years, having 36 years of vast experience in technical field, completed his Graduation in Engineering from Japan. He started his career with Showa Corporation, Asaba Plant in 1982. He managed Business Planning office, Motorcycle and Hydraulic Components operation department. Recently he has been elevated by Showa Corporation as the General Manager of Business and Production Planning Division, Motorcycle and Hydraulic Components Operations.

Keeping in view that Mr. Yasuhiro Yamamoto has rich and varied experience in the Industry; it would be in the interest of the Company to consider the employment of Mr. Yasuhiro Yamamoto as the Director of the Company.

He is presently not holding the directorship of any Company.

Mr. Yasuhiro Yamamoto shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

In compliance with the provisions of Secretarial Standard 2 and SEBI (LODR) Regulations, 2015, the detail of the director is attached with the notice as Annexure A.

Except Mr. Yasuhiro Yamamoto and his relatives, none of the Directors, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in the Resolution under Item No. 6 of the notice.

Mr. Yasuhiro Yamamoto does not hold any equity shares in the Company.

The Board recommends the resolution to the members for their approval.

**Item No. 7**

Under the leadership of Mr. Shigeki Kobayashi, the profitability of the Company has grown since his appointment inspite of the challenging environment. In view of the vast experience and valuable contribution made by Mr. Shigeki Kobayashi towards the growth of the Company and the job responsibilities handled by the Joint Managing Director in the challenging environment, and on the basis of the recommendations of the Nomination and Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 30, 2018, revised the basic salary of Joint Managing Director to Rs. 16,00,000/- per month from the existing Rs. 13,50,000/- per month from September 01, 2018 for the remaining period of his tenure. All other terms and conditions of his appointment including allowances, perquisites and benefits will remain same.

The terms of appointment and remuneration including minimum remuneration as detailed in the resolution read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under section 190 of the Companies Act, 2013.

In compliance with the provisions of Secretarial Standard 2 and SEBI (LODR) Regulations, 2015, the detail of the director is attached with the notice as Annexure A.

Except Mr. Shigeki Kobayashi and his relatives, none of the Director, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in the Resolution under Item No. 7 of the notice. Mr. Shigeki Kobayashi does not hold any equity shares in the Company.

The Board recommends the resolution as set out in Item No. 7, to the members for their approval as special resolution.

**Item No. 8**

Mr. Yogesh Chander Munjal, aged 78 years, is an eminent personality in the corporate world. He graduated in the field of Architecture from the IIT, Roorkee. Ever since he finished his formal education, he was associated with many of the Hero Group companies in the capacity of CEO and contributed for making the companies as world leaders.

He is the Chairman of Indian National Suggestion Schemes' Assn. (INSSAN) – (Northern India Chapter), Japan Desk of PHD Chamber of Commerce & Industry and TPM Club of India, Regional Council member of CII, Executive member of ACMA, Life member of Indian Institute of Public Administration, Member of National Safety Council, All India Management Association. Earlier, he served as president of Gurugram Industrial Association, Chairman of CII (Haryana Committee) and Chairman of Haryana Chamber of Commerce and Industry, Gurugram.

He is a member of the Alumni Assn. of University, Roorkee and India Habitat Centre. He is senior active member of Rotary Club of Delhi Southend and served as President of the club during the year 1991-92 & member of Rotary Education Foundation R.I. District – 3010. He is a member of Board of Governors of Amity Business School, member of Governing Council of Mist University, Managing Committee member of D.A.V. Public School, Gurugram.

He has received Best Client Award in 1999 from Leadership Management Institute U S A, at Hawaii.

The Members had approved the basic salary of Mr. Yogesh Chander Munjal - Managing Director as Rs. 17, 50, 000/- p.m. with effect from September 01, 2017 in the Thirty Second Annual General Meeting held on August 24, 2017. Under the leadership of Mr. Yogesh Chander Munjal, the Company has grown since his appointment inspite of the challenging environment. In view of the vast experience and valuable contribution made by Mr. Yogesh Chander Munjal towards the growth of the Company and the job responsibilities handled by the Managing Director in the challenging environment, and on the basis of the recommendations of the Nomination and Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 30, 2018, revised the basic salary of Managing Director to Rs. 19,00,000/- per month from the existing Rs. 17,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure. All other terms and conditions of his appointment including allowances, perquisites and benefits will remain same.

The terms of appointment and remuneration including minimum remuneration as detailed in the resolution read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under section 190 of the Companies Act, 2013.

In compliance with the provisions of Secretarial Standard 2 and SEBI (LODR) Regulations, 2015, the detail of the director is attached with the notice as Annexure A.

Except Mr. Yogesh Chander Munjal and Mrs. Charu Munjal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in the resolution set out at item no. 8 of the notice.

Mr. Yogesh Chander Munjal does not hold any equity shares in the Company.

The Board recommends the resolution as set out in Item No. 8, to the members for their approval as special resolution.

**Item No. 9, 10, 11 & 12**

Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta, Mr. Nand Lal Dhameja and Mr. Devi Singh, were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred as "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges at 29<sup>th</sup> AGM of the Company held on August 28, 2014 to hold the office for a term of five consecutive years w.e.f. April 1, 2014 to March 31, 2019. Therefore, their current term shall expire on March 31, 2019.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja as Independent Directors of the Company for a second term of 5 (five) consecutive years on the Board of the Company with effect from April 1, 2019 to 31<sup>st</sup> March 2024.

The Board, based on the performance evaluation of Independent Directors, the Nomination and Remuneration Policy of the Company and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta & Mr. Nand Lal Dhameja would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received a notice in writing Section 160 of the Act proposing the candidature of Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja, for the office of Director of the Company.

The Company has received declarations from Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and applicable provisions of the Listing Regulations. In the opinion of the Board, Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 9, 10, 11 and 12 of the Notice, are provided in the "Annexure A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta & Mr. Nand Lal Dhameja setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. The said terms and conditions are also available at the Company's website [www.munjalshowa.net](http://www.munjalshowa.net).

Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta and Mr. Nand Lal Dhameja being the proposed appointees are interested in the resolutions set out respectively at Item Nos. 9, 10, 11 and 12 of the Notice with regard to their respective re-appointments. The relatives of Mr. Devi Singh, Mr. Vinod Kumar Agrawal, Mr. Surinder Kumar Mehta & Mr. Nand Lal Dhameja may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. None of the other directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in the respective resolutions set out at item no. 9, 10, 11 and 12 of the notice.

The Board recommends the resolutions as set out in Item Nos. 9, 10, 11 and 12, to the members for their approval as special resolutions.

### **Profile of Dr. Devi Singh**

Devi Singh is currently the Vice Chancellor of FLAME University, Pune. He was Director of the Indian Institute of Management, Lucknow ("IIML") for more than ten years. Before joining IIML, he was a Director of Management Development Institute (MDI) Gurugram for Four and half years. He is a well-known Professor of International Finance and Management. He is recognized as one of the top Academic Leaders in India who has created and transformed Institutions

of higher learning. IIM, Lucknow and MDI took major strides and made all round progress under his dynamic leadership. Before joining MDI, he was a Visiting Full Professor at the Faculty of Management, McGill University, Canada for five years. He has been a Ford Foundation and UNDP Fellow (International Management Education). He has been a Visiting Faculty at the International Centre for Public Enterprises, Slovenia. ESCP Europe, SKK Graduate School of Business, Seoul, and Kelly School of Business, Indiana. He is an alumnus Fellow of the Institute of World Affairs, Connecticut. He has taught at leading Business Schools in India. He is an author of three books in Finance and Management and he has been a consultant to leading Indian and multinational organizations in India. He has been a Member of Boards/Executive Councils of Indian Institute of Management, Kozikhode, Narsee Monjee Institute of Management Studies, Mumbai, Indian Institute of Mass Communication, New Delhi, NITTIE, Mumbai, Ambedkar University, Lucknow, Jamia Islamia University, New Delhi, Tejpur University, Tejpur, University of Allahabad, Allahabad and two new Central Universities. Mentor and Founder Director, IIM Rohtak(2010-11) and IIM Kashipur (2011-12). He has served as Member on the RBI's Appointments Board for two years (2011-12). He was on the Board of India Fulbright for two years (2005-07) and has recently been nominated on the International Accreditation Advisory Board of Association of MBAs for three years. He was the President of Association of Indian Management Schools in 2006-07, and Member the All India Board of Management Studies of AICTE for six years (2000-2006). He has served on many corporate Boards and is currently on the Board of Governors of some of the leading Public and Private Sector companies. He has received several awards including ISTE National Fellow (2007), UP Ratan (2008), Best Director of a Business School (1999), Ravi J Mathai Fellow (2013), and Bharat Ashmita Award (2013). He holds Ph.D. in International Finance from Indian Institute of Management, Ahmedabad (1984)

#### **Profile of Mr. Vinod Kumar Agrawal**

Mr. Agrawal aged 75 years was born on May 14, 1943, is a graduate in commerce and law from University of Lucknow. He topped Lucknow University in LLB and LLM examination and was awarded five Gold Medals. He cleared Civil services exams of UPSC in 1966 and joined Indian Customs and Excise services in 1967. He served the prestigious positions in the Government of India. He served as member of Custom Excise and Service Tax Appellate Tribunal. He also served as Chairman of two members committee for simplification of excise procedures. He as a member of CEGAT (now termed as CESTAT) passed various judicial orders resolving disputes on classification, valuation, CENVAT credit, refunds etc. He was awarded by the President of India for "DISTINGUISHED RECORD OF SERVICE" on Republic Day in 1998.

#### **Profile of Mr. Dhameja**

Mr. Dhameja aged 78 years was born on December 12, 1939 is a Fellow (Ph.D), Indian Institute of Management, Ahmedabad and M.Com. University of Delhi, Delhi. He is currently Adjunct Professor Management Development Institute, Gurugram. He earlier worked as Professor MDI, Professor, Indian Institute of Public Administration, New Delhi; Chief Consultant and Director Finance- National Productivity Council New Delhi, Faculty, Institute of Chartered Accountant of India, New Delhi; Faculty, Constituent College, University of Delhi, Delhi

Prof. Dhameja has vast experience in research, consultancy and training in India and abroad and has been involved in national and international projects including Privatisation and PSU Disinvestment, Urban infrastructure, Evaluation of Health Care, Implementation of ZBB in Scientific Research and Development organisation. He has contributed number of books and contributed research papers in the areas of finance, management accounting, public enterprises management, public budgeting and financial management; privatisation and PSU disinvestment including urban infrastructure public services financing.

#### **Profile of Mr. Surinder Kumar Mehta**

Mr. Mehta aged 83 years Born on December 6, 1934 at Peshawar (Pakistan) in the family of educationists. He graduated from A S College, Khanna in 1954 and passed out from Punjab University Law College, Jalandhar with high merit in 1957, Enrolled as advocate of Punjab and Haryana High Court, Chandigarh in 1959. He received intensive training in taxation/accounts from M/s Vasudev & Co., Income Tax Advisors, New Delhi and M/s K C Khanna, Chartered Accountants, New Delhi. Joined Hero Group in 1962 with responsibility for group accounts, internal audit, taxation, finance and legal matters and retired from this position in December 2003 as Sr. Vice President. He is Trustee cum General Secretary of Sant Ashram Dhablan Trust (District Patiala) since 1976 and Gurudwara Karamsar Rara Sahib Trust since 1978 and general secretary of Sant Ishar Singh Ji Memorial Public School, Karamsar since 1985. He is looking after as manager since 1995, all educational institutions run by Lala Bahadur Chand Munjal Foundation, Ludhiana, which have student strength of 14000.



Place: Gurugram  
Dated: May 30, 2018

By Order of the Board of Directors,  
for **MUNJAL SHOWA LIMITED**

**Registered Office:**

9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
**Email: [cs@munjalshowa.net](mailto:cs@munjalshowa.net)**  
**Website: [www.munjalshowa.net](http://www.munjalshowa.net)**  
**CIN: L34101HR1985PLC020934**  
**Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL**  
**COMPANY SECRETARY**  
**Membership No. A36163**

## Annexure A

**Details of the directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (In pursuance of SEBI (LODR) Regulations, 2015)**

Name of the Director	Mr. Devi Singh	Mr. Vinod Kumar Agrawal	Mr. Nand Lal Dhameja	Mr. Surinder Kumar Mehta	Mr. Yogesh Chander Munjal	Mrs. Charu Munjal	Mr. Yasuhiro Yamamoto	Mr. Shigeki Kobayashi
<b>DIN</b>	00015681	00004463	02351762	00002888	0003491	03094545	08127304	07626553
<b>Date of Birth &amp; age</b>	02/09/1952 65 Years	14/05/1943 75 Year	12/12/1939 78 Year	06/12/1934 83 Year	13/02/1940 78 Years	04/06/1972 45 Year	18/10/1963 54 Year	03/04/1964 53 Years
<b>Qualification</b>	Ph.D. in International Finance from Indian Institute of Management, Ahmedabad (1984)	Graduate in commerce and law from University of Lucknow	Fellow (Ph.D), Indian Institute of Management, Ahmedabad and M.Com. University of Delhi	Law Graduate Punjab University Law College, Jalandhar	B. Arch.	Diploma in Textile Designing from Banaras Hindu University	Graduate	Graduation from Hamamatsu Technical High School, Shizuoka Prefecture, Japan.
<b>Experience and Expertise</b>	39 Year teaching, training, research and academic administration and recognized as a leading institution builder	51 Year in Legal Fields & Management	Vast experience in research, consultancy, finance, management accounting, public enterprises management, public budgeting and financial management	Rich experience in Accounts, Taxation & Legal Advisory	54 years of experience in the field of engineering industry, investment, finance and auto component	Exposure in creative designing and marketing field.	36 years of experience in the field of engineering industry and auto component	35 years' experience in technical field
<b>Remuneration proposed to be paid</b>	Nil (Except Sitting Fee)	Nil (Except Sitting Fee)	Nil (Except Sitting Fee)	Nil (Except Sitting Fee)	Provided in CG Report	Nil (Except Sitting Fee)	Nil	Provided in CG Report
<b>Date of first appointment on the Board</b>	23/09/2008	29/07/2005	23/09/2008	23/09/2008	16/05/1985	23/05/2014	30/05/2018	26/10/2016
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	NA	Details mentioned in the Corporate Governance report.

Name of the Director	Mr. Devi Singh	Mr. Vinod Kumar Agrawal	Mr. Nand Lal Dhameja	Mr. Surinder Kumar Mehta	Mr. Yogesh Chander Munjal	Mrs. Charu Munjal	Mr. Yasuhiro Yamamoto	Mr. Shigeki Kobayashi
<b>Directorships held in other companies</b>	1 MAHINDRA AEROSPACE PRIVATE LIMITED 2 INTUIT CONSULTING PRIVATE LIMITED 3 ENERGY INFRA TECH PRIVATE LIMITED 4 NATIONAL INSTITUTE OF FOOD TECHNOLOGY ENTREPRENEURSHIP & MANAGEMENT 5 FUTURE GENERALI INDIA LIFE INSURANCE COMPANY LIMITED 6 MUNJAL SHOWA LIMITED 7 FUTURE GENERALI INDIA INSURANCE COMPANY LIMITED	Nil	Nil	1. SUNBEAM AUTO PRIVATE LIMITED 2. SUNGLOW INDUSTRIES PRIVATE LIMITED 3. A AND N AUTOCAST PRIVATE LIMITED	HERO CYCLES LIMITED  DAYANAND MUNJAL INVESTMENTS PVT LTD	SHIVAM AUTOTECH LIMITED	NIL	Nil
<b>Board Membership of Listed Companies as on March 31, 2018</b>	Munjal Showa Limited	Munjal Showa Limited	Munjal Showa Limited	Munjal Showa Limited	Munjal Showa Limited	Munjal Showa Limited Shivam Autotech Limited	Munjal Showa Limited	Munjal Showa Limited

<b>Name of the Director</b>	<b>Mr. Devi Singh</b>	<b>Mr. Vinod Kumar Agrawal</b>	<b>Mr. Nand Lal Dhameja</b>	<b>Mr. Surinder Kumar Mehta</b>	<b>Mr. Yogesh Chander Munjal</b>	<b>Mrs. Charu Munjal</b>	<b>Mr. Yasuhiro Yamamoto</b>	<b>Mr. Shigeki Kobayashi</b>
<b>Chairman/ Member of the Committee of the Board of directors as on March 31, 2018</b>	Member of Audit Committee & Nomination and Remuneration Committee in Munjal Showa Limited.	Audit Committee- Chairman Nomination and Remuneration Committee- Member CSR Committee- Member In Munjal Showa Limited	Munjal Showa Limited- Member in Audit Committee & Chairman in Share Transfer/ Stakeholders Relationship Committee	Munjal Showa Limited- Chairman in Nomination and Remuneration Committee	Member of Stakeholders Relationship Committee & Chairman of CSR Committee of Munjal Showa Limited Member of Audit Committee and Nomination and Remuneration Committee of Hero Cycles Limited	Member of CSR Committee in Shivam Autotech Ltd.	NIL	Munjal Showa Limited- Member of Share Transfer/ Stakeholders Relationship Committee & Member of CST Committee
<b>Number of Shares held in the Company as on March 31, 2018</b>	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	2000 Equity Shares of the Company with the joint name of his wife.	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	NIL	NIL	NIL	NIL	Father in Law of Mrs. Charu Munjal	Daughter-In-Law of Mr. Yogesh Chander Munjal	NIL	NIL

Name of the Director	Mr. Devi Singh	Mr. Vinod Kumar Agrawal	Mr. Nand Lal Dhameja	Mr. Surinder Kumar Mehta	Mr. Yogesh Chander Munjal	Mrs. Charu Munjal	Mr. Yasuhiro Yamamoto	Mr. Shigeki Kobayashi
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Details of the remuneration drawn by such person, is mentioned in the Corporate Governance report	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website viz. ( <a href="http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf">http://www.munjalshowa.net/wp-content/uploads/2015/05/Nomination-And-Remuneration-Policy1.pdf</a> ) Details of the remuneration drawn by such person, is mentioned in the Corporate Governance report

Munjal Showa Limited

Registered Office: 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015, CIN: L34101HR1985PLC020934
Web: www.munjalshowa.net, Email: cs@munjalshowa.net, Tel: +91124 4783000/4783100

ATTENDANCE SLIP

DP ID. Client ID No. / Folio No:.....

No. of Share(s) held:

Name of the Member/ proxy (IN BLOCK LETTERS)

Address of the member

I, hereby record my presence at the 33rd Annual General Meeting of the Munjal Showa Limited held on Wednesday the 26th Day of September 2018 at 9-11, Maruti Industrial Area, Sector-18, Gurugram-122 015, Haryana at 11.00 A.M.

Signature of the member/ Proxy

Notes:

- i) Please complete this attendance slip and hand it over at the entrance of the meeting hall
ii) Members are informed that no duplicate slips will be issued at the venue of the meeting and are requested to bring this slip for the Meeting.

Munjal Showa Limited

Registered Office: 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015, CIN: L34101HR1985PLC020934
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Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6)of Companies Act,2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail ID: Folio No. /DP ID and Client ID:

I/We,being the Member(s) of shares of the above mentioned Company,hereby appoint

Name: E-mail ID

Address: Signature: , or failing him/her

Name: E-mail ID

Address: Signature: , or failing him/her



as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday the 26<sup>th</sup> Day of September 2018 at 11:00 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res No.	Description	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board and Auditors thereon. (Ordinary Resolution)		
2	To declare a dividend on equity shares for the financial year ending 2017-18. (Ordinary Resolution)		
3	To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)		
4	To appoint a director in place of Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)		
5	To ratified the appointment of Statutory Auditors and to fix their remuneration. (Ordinary Resolution)		
<b>Special Business</b>			
6	Appointment of Mr. Yasuhiro Yamamoto (DIN 08127304) as a Director of the Company (Ordinary Resolution)		
7	Variation in the Terms of Appointment of Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company (Special Resolution)		
8	Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company (Special Resolution)		
9	Re-appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director of the Company (Special Resolution)		
10	Re-appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director of the Company (Special Resolution)		
11	Re-appointment of Mr. Nand Lal Dhameja (DIN 02351762) as an Independent Director of the Company (Special Resolution)		
12	Re-appointment of Dr. Devi Singh (DIN 00015681) as an Independent Director of the Company (Special Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.  
Signature \_\_\_\_\_

**Affix  
Revenue  
Stamp**

**Notes:**

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be Member of the Company. Pursuant to the provisions of section 105 of Companies act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than 10 percent of the total Share Capital of the Company. Members holding more than 10 percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act a proxy for any other Member.
- This form of Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company at Munjal Showa Limited, 9-11, Maruti Industrial Area, Gurugram-122015 not later than FORTY-EIGHT hours before the commencement of aforesaid meeting.

'Route map for the 33<sup>rd</sup> AGM'

