

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

July 14, 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: Compliances under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed herewith the Annual Secretarial Compliance Report duly issued by Satyender Kumar & Associates, Company Secretaries, (CP Number 5189 and FCS No. 4087) for the financial year ended March 31, 2020.

Kindly take the aforesaid information on your records.

Thanking you,

Yours sincerely,

For MUNJAL SHOWA LIMITED


(Geetanjali Sharma)
Company Secretary



Encl: as above

**SECRETARIAL COMPLIANCE REPORT OF MUNJAL SHOWA LIMITED
FOR THE YEAR ENDED MARCH 31, 2020**

We Satyender Kumar & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Munjal Showa Limited ("the listed entity/ Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable to the Company during the period under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(not applicable to the Company during the period under review)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the Company during the period under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(not applicable to the Company during the period under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018



and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<i>Not Applicable</i>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Appointment of Company Secretary was made without the recommendation of Nomination and Remuneration Committee as required under Regulation 19 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of the Schedule II.	31.3.2019	Company has taken the unanimous approval of the Board of Directors for the appointment of Company Secretary in its Board meeting held on Monday i.e. 04.02.2019. Further the same clarification has also been mentioned in the Board Report of 34th AGM and Minutes of Board meeting dated 30.05.2019	None, Observation self explanatory



2.	Two requests (prior to 24.1.2019) for dematerialisation of shares received by the RTA have been confirmed beyond the prescribed time as required under Regulation 54 of SEBI (Depositories and Participants) Regulations, 1996/ Regulation 74 of SEBI (Depositories and Participants) Regulations, 2018.	31.3.2019	The company has issued a letter to Registrar and Transfer Agent directing to ensure proper and timely compliances with respect to requests received from shareholders of the Company so that there would be no such further delay in future. Further the same clarification has also been mentioned in the Board Report of 34th AGM and Minutes of Board meeting dated 30.05.2019.	None, Observation self explanatory
----	--	-----------	---	------------------------------------

Note: 14000 equity shares of the Company are not listed at the National Stock Exchange of India Ltd. However, in-approval for listing of the 14000 equity shares on the Exchange was received on 07.01.2020. Further, the said shares would be listed and admitted to dealings on the Exchange on receipt of the confirmation from the depositories i.e. NSDL/CDSL.

- (e) Since the Auditors have already been appointed the terms of appointment of Statutory Auditors have been suitably modified in terms of conditions as mentioned in 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Limitations

The prevailing lockdown on account of COVID-19 situation has impacted the physical verification of the documents and records as being maintained by the Company at their offices and we are constrained to determine the quantum of said impact. We have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken necessary confirmation/representation from the officials of Company, wherever required.

For SATYENDER KUMAR & ASSOCIATES
Company Secretaries

Place: Gurugram
Date : 30.6.2020



Satyender Kumar
Satyender Kumar
(Proprietor)
C.P. No. 5189
FCS 4087

UDIN F004087B000400725