

MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 122 015 (Haryana) INDIA

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COURIER

MSL/SECT/12/ 154973

August 09, 2012

The D.G.M. (Listing)
Corporate Relation Department
Bombay Stock Exchange Ltd
1st Floor, P.J. Towers
New Trading Ring, Dalal Street
Mumbai-400 001

Security Code: 520043

Reg: Clause 31 of The Listing Agreement Regarding Proceedings of the Annual General Meeting of the Company held on 09th day of August 2012.

Dear Sir,

Please find enclosed proceeding of the Annual General Meeting of the Company, which was held on 09th day of August 2012 at the Company's Registered office located at 9-11, Maruti Industrial Area, Sector-18, Gurgaon-122015, Haryana.

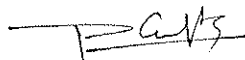
This is for your information and record please.

Please acknowledge the receipt.

Thanking You.

Yours Faithfully,

For MUNJAL SHOWA LIMITED



(PANKAJ GUPTA)

GM (F&A) & Company Secretary

Encl: As above

MINUTES OF TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED HELD ON THURSDAY, THE 09TH DAY OF AUGUST, 2012 AT 11:00 A.M. AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR 18, GURGAON-122015 HARYANA.

DIRECTORS PRESENT

1. Mr. Brijmohan Lall Munjal
2. Mr. Yogesh Chander Munjal
3. Mr. Tetsuo Terada
4. Mr. Katsuhiko Matsuura
5. Mr. Ashok Kumar Munjal
6. Mr. Krishan Chand Sethi
7. Mr. Anil Kumar Vadehra
8. Mr. Nand Dhameja
9. Mr. Devi Singh
10. Mr. Vinod Kumar Agrawal

SHAREHOLDERS' ATTENDANCE

112 shareholders were present personally and 3 shareholders were represented by their proxies.

CHAIRMAN

At the outset the Chairman welcomed the members to the 27th Annual General Meeting of the Company. He then introduced the Directors sitting on the dais to the members.

The Chairman, then ascertained and declared that being the quorum present, the meeting was called to order. He, thereafter, delivered his speech to the members.

The Chairman then called upon the Company Secretary, Mr. Pankaj Gupta to read the Auditors' Report. After the Auditors' Report was read by the Company Secretary, the following Ordinary and Special Business as specified in the notice convening the meeting were taken up for consideration: -

ORDINARY BUSINESS: -

01. **CONSIDERATION AND ADOPTION OF THE BALANCE SHEET AS AT 31ST MARCH, 2012 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND DIRECTORS' AND AUDITORS' REPORT THEREON.**



AS AN ORDINARY RESOLUTION

Proposed by : Mr. Toni Bhatia, and

Seconded by : Mr. Aakesh Kanakraj

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit & Loss for the year ended on that date, together with the report of the Directors’ and Auditors’ thereon, as circulated to the members and now placed before the meeting be and are hereby approved and adopted.”

Before taking up the resolution for adoption of accounts, Chairman invited the members to raise queries on the performance and working results of the Company, if they so wished.

There was no major query raised by the shareholders however Mr. Vinod Kumar Agrawal, the Chairman of Audit committee was available to attend to the queries of the shareholders.

The Chairman thanked the members for the keen interest evinced by them in the working of the Company.

The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

02. DECLARATION OF DIVIDEND FOR THE YEAR 2011-12

AS AN ORDINARY RESOLUTION

Proposed by : Mr. Satyender Narang, and

Seconded by : Mr. Devesh Gupta

“RESOLVED THAT pursuant to the recommendation of Board of Directors dividend at the rate of Rs 3.00/- per share on 3,99,95,000 Equity Shares of Rs. 2/- each of the Company aggregating to Rs. 11,99,85,000 for the year ended March 31, 2012, be and is hereby declared out of the current profits of the Company and that the same be paid, to those shareholders whose names appear on the Company’s register of members on August 09, 2012.”

The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

03. RE-APPOINTMENT OF MR. KRISHAN CHAND SETHI AS DIRECTOR

AS AN ORDINARY RESOLUTION

Proposed by : Mr. S K Bhutani, and

Seconded by : Mr. Devesh Gupta

“RESOLVED THAT Mr. Krishan Chand Sethi, a Director of the Company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”



The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

**04. RE-APPOINTMENT OF MR. ASHOK KUMAR MUNJAL AS DIRECTOR.
AS AN ORDINARY RESOLUTION**

Proposed by : Mrs. Pratima Gupta, and
Seconded by : Mr. S K Bhutani

“RESOLVED THAT Mr. Ashok Kumar Munjal, a Director of the Company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

**05. RE-APPOINTMENT OF MR. VINOD KUMAR AGRAWAL AS DIRECTOR.
AS AN ORDINARY RESOLUTION**

Proposed by : Mr. Aakesh Kanakraj and
Seconded by : Mr. Devesh Gupta

“RESOLVED THAT Mr. Vinod Kumar Agrawal, a Director of the Company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

**06. RE-APPOINTMENT OF AUDITORS
AS AN ORDINARY RESOLUTION**

Proposed by : Mr. Ashwani Kumar, and
Seconded by : Mr. Devesh Gupta

“RESOLVED THAT M/s S. R. Batliboi & Co., Chartered Accountants (Registration No. 3013003E), Gurgaon the retiring Auditors be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration (including fees for certification) and reimbursement of out of pocket expenses as may be approved by the Board of Directors of the Company after having discussion with the auditors and considering the time spent and actual efforts put in by the auditors.”

The resolution was put to vote and was passed unanimously on show of hands as an Ordinary Resolution.



SPECIAL BUSINESS: -

**07 APPOINTMENT OF MR. KATSUHIKO MATSUURA AS DIRECTOR
AS AN ORDINARY RESOLUTION**

Proposed by : Mr. S K Bhutani, and

Seconded by : Mr. Savitri Sharma

“RESOLVED THAT Mr. Katsuhiko Matsuura who has been appointed by the Board of Directors as an Additional Director of the Company w.e.f. May 23, 2012 in terms of Section 260 of the Companies Act, 1956 and Article 89 of the Articles of Association of the Company and in respect of whom the Company has received a notice from a member proposing his candidature for the office of director under section 257 of the Companies Act, 1956 together with a deposit of Rs. 500/- as required under the Act, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation”

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Mr. Katsuhiko Matsuura has been nominated by the Technical and Financial Collaborator M/s Showa Corporation, Japan to be appointed as a Director in place of Mr. Akira Kadoya. In pursuance of the above, Mr. Katsuhiko Matsuura was appointed as an additional director with effect from May 23, 2012, by the Board of Directors in terms of the provisions contained under Section 260 of the Companies Act, 1956, and Article 89 of the Articles of Association of the Company.

The Company has received a notice from a member under Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- signifying his intention to propose the candidature of Mr. Katsuhiko Matsuura for the office of the Director of the Company.

The resolution was put to vote and was passed unanimously on show of hands as an Ordinary Resolution.

**08. VARIATION IN TERMS OF APPOINTMENT OF MR. TETSUO TERADA-
JOINT MANAGING DIRECTOR OF THE COMPANY**

AS AN ORDINARY RESOLUTION

Proposed by : Mr. Devesh Gupta, and

Seconded by : Mr. Toni Bhatia

“RESOLVED THAT pursuant to the recommendations of the Remuneration Committee and in partial modification of the earlier Resolution passed in the Twenty Sixth Annual General Meeting held on August 11, 2011, the consent of the Company be and is hereby accorded under Sections 198, 269 and 309 read with Schedule- XIII



and other applicable provisions, if any, of the Companies Act, 1956 that the Basic Salary payable to Mr. Tetsuo Terada- Joint Managing Director be increased to Rs. 7,50,000/- per month from Rs. 6,00,000/- per month with effect from September 01, 2012 for the remaining period of his tenure.

RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to him in any particular Financial Year will be subject to the overall ceiling limit laid down in Sections 198 and 309 read with Schedule XIII of the Companies Act, 1956.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Members had approved basic salary of Mr. Tetsuo Terada- Joint Managing Director Rs. 6,00,000/- with effect from September 01, 2011 in the Twenty Sixth Annual General Meeting held on August 11, 2011. The job responsibilities of Joint Managing Director have increased in view of increase in the volume of business of IIIrd Plant at Haridwar (Uttarakhand) & IInd Plant at Manesar. Keeping in view the above and on the basis of recommendation of Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 23rd, 2012, revised the basic salary of Joint Managing Director to Rs. 7,50,000/- per month from Rs. 6,00,000/- per month with effect from September 1, 2012 for the remaining period of his tenure. All other terms and conditions of his appointment will remain same.

Except Mr. Tetsuo Terada, no other director is interested /concerned in the Resolution under Item no. 8.

The resolution was put to vote and passed unanimously on show of hands as an Ordinary Resolution.

9. VARIATION IN TERMS OF APPOINTMENT OF MR. YOGESH CHANDER MUNJAL, MANAGING DIRECTOR OF THE COMPANY

AS SPECIAL RESOLUTION

Proposed by : Mr. Aakesh Kanakraj, and

Seconded by : Mr. Toni Bhatia

“RESOLVED THAT pursuant to the recommendations of the Remuneration Committee and in partial modification of the earlier Resolution passed in the Twenty Sixth Annual General Meeting held on August 11, 2011, the consent of the Company be and is hereby accorded under Sections 198, 269 and 309 read with Schedule- XIII and other applicable provisions, if any, of the Companies Act, 1956 that the Basic Salary payable to Mr. Yogesh Chander Munjal- Managing Director be increased to Rs. 10,00,000/- per month from Rs. 8,50,000/- per month with effect from September 01, 2012 for the remaining period of his tenure.



RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to him in any particular Financial Year will be subject to the overall ceiling limit laid down in Sections 198 and 309 read with Schedule XIII of the Companies Act, 1956.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Members had approved basic salary of Mr. Yogesh Chander Munjal- Managing Director Rs. 8,50,000 with effect from September 01, 2011 in the Twenty Sixth Annual General Meeting held on August 11, 2011. The job responsibilities of Managing Director have considerably increased in the volume of business of IIIrd Plant at Haridwar (Uttarakhand) & IIInd Plant at Manesar. Keeping in view the above and on the basis of recommendation of Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 23rd, 2012, revised the basic salary of Managing Director to Rs. 10,00,000/- per month from Rs. 8,50,000/- per month with effect from September 1, 2012 for the remaining period of his tenure. All other terms and conditions of his appointment will remain same.

Except Mr. Yogesh Chander Munjal, no other director is interested /concerned in the Resolution under Item no. 9.

He also hold directorship in Dayanand Munjal Investments Private Limited.

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

The resolution was put to vote and was passed unanimously on show of hands as an Special Resolution.

VOTE OF THANKS

As there was no other business to be transacted, the meeting was concluded with a vote of thanks to the Chair.

Place: Gurgaon
Date: 09.08.2012



sell
(CHAIRMAN)