

COPY OF THE MINUTES OF THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED HELD ON WEDNESDAY, THE 26TH DAY OF AUGUST, 2015 AT 11:00 A.M. AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR 18, GURGAON-122015 HARYANA.

1. DIRECTORS PRESENT

1. Mr. Yogesh Chander Munjal - Managing Director
(DIN No. 00003491)
2. Mr. Devi Singh - Non Executive Independent Director
(DIN No. 00015681)
3. Mr. Isao Ito - Joint Managing Director
(DIN No. 05134031)
4. Mr. Krishan Chand Sethi - Chairman (Remuneration Committee & CSR Committee)
(DIN No. 00004471)
5. Mr. Masanao Matsui - Non Executive Director
(DIN No. 00340218)
6. Mr. Nand Dhameja - Chairman (Share transfer/ Stakeholder Relationship Committee)
(DIN No. 02351762)
7. Mr. Vinod Kumar Agrawal - Chairman (Audit Committee)
(DIN No. 00004463)

2. SHAREHOLDERS' ATTENDANCE

Member personally present in Person - 158
&
Corporate Member present by their representative - 02

IN ATTENDANCE

Mr. Pankaj Gupta - Chief Financial Officer
Mr. Saurabh Agrawal - Company Secretary
Mr. Sarthak Jain - Representative of S R Batliboi & Co LLP
Mr. Satyender Kumar - Secretarial Auditor

3. CHAIRMAN OF THE MEETING

In the absence of Mr. Brijmohan Lall Munjal- Chairman, the directors elected Mr. Yogesh Chander Munjal to chair this meeting and Mr. Yogesh Chander Munjal chaired the meeting.



Mr. Yogesh Chander Munjal explained the reason of non-attendance of Mr. Brijmohan Lall Munjal, Mr. Surinder Kumar Mehta, Mr. Pankaj Munjal, Mr. Ashok Kumar Munjal and Mrs. Charu Munjal.

The Chairman, then ascertained and declared that quorum being present, the meeting was called to order.

The Chairman thereafter commenced the meeting and welcomed the members to the 30th Annual General Meeting of the Company. He then introduced the Directors sitting on the dais to the members.

The Chairman welcomed the shareholders and informed that the following were open for inspection:

1. Notice convening the 30th Annual General Meeting
2. Board's Report along with Annexures thereto for the financial year ended March 31, 2015.
3. Audited accounts and auditor's report thereon for the financial year ended March 31, 2015.
4. The Register of Directors' and Key Managerial Personnel and their shareholdings
5. Register of Members
6. Register of Renewed and Duplicate Share Certificates
7. Register of charges
8. Register of contracts with related party and contracts and Bodies etc. in which directors are interested
9. Calculation of Median remuneration of the employees of the Company.

Thereafter, the Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Board's Report along with Annexure thereto and the Annual Accounts for the financial year ended March 31, 2015 were taken as read.

He, thereafter, delivered his speech to the members. The Chairman in his speech highlighted the economy performance and outlook, industry outlook, Company's performance, expansion plans, Control over cost and quality and enhancing shareholders value of the Company. The Chairman Speech is reproduced below.

"Dear Shareholders,

It gives me great pleasure to welcome you to the 30th Annual General Meeting.

Since you would have all received the copy of Annual Report for the year 2014-15 and with your permission, I take it as read.

ECONOMIC PERFORMANCE AND OUTLOOK

The country's demographic advantage and enhanced investments in infrastructure, manufacturing, education and socio-economic wellbeing are expected to create new



opportunities for growth. India's sub-urban and rural people are creating room for further growth as their quality of life is improving at a rapid pace.

India's GDP grew at a better pace, mainly towards the second half of the fiscal, at 7.3% in 2014-15. The basic parameters of the Indian economy signaled movement in the right direction. Reduction in interest rates by RBI by 75 basis points, declining inflation and favorable global oil prices and other commodities, all provided encouragement for an overall more positive economic outlook.

The Government's focus on ease of doing business and "Make in India" initiative are efforts in the right direction for boosting investment in the country.

INDUSTRY OUTLOOK

In 2014-15, the Indian automotive industry registered a growth of over 2.5 percent over last year, with overall automobile exports growing by 5.2 percent. India is forecast to witness multi-fold increase in motorisation as the working population and GDP per capita increases in the next ten years. The industry's long-term growth prospects remain healthy as domestic and global OEM demand continues to rise.

The Company is consistently and strongly consider changing customer preferences and excellence in quality. These are two important pillars for securing sustained growth and success in future, will continue to get special emphasis in the Company.

The Company will continue to benefit over the medium term from its strong business linkages with large motorcycle OEMs and its healthy operating efficiencies. The company will maintain its healthy financial risk profile over this period, supported by steady cash accruals and modest capex plans.

Overall, the Company expects the first half of FY 2015-16 to be challenging on account of slowing vehicle sales in rural India. Higher government spending in infrastructure could propel a stronger recovery in the second half, in both urban and rural India.

COMPANY PERFORMANCE

I am pleased to inform you that even in such challenging business environment, Your Company recorded 2.94 percent growth in revenue as of last year. Gross sales including other income increased from Rs. 17,407.44 million in FY-2014 to Rs. 17,919.70 million in FY-2015. Company recorded impressive growth in pre-tax profits despite the challenges posed by slowdown in the global and the national economy. Pre-tax profit grew to Rs. 1,063.07 million compared to Rs. 801.85 million, registering a growth of 32.58 percent.

EXPANSION PLANS

To meet the expected surge in demand in the coming years, your company expanded capacity. While each plant is now independent, sufficient buffers have been created within the plants, so that production can be stepped up in case of an exigency. Your Company is also consolidating & strengthening its synergies as well as its positioning in the Industry and reducing cycle time for developing new models.



Hero MotoCorp Limited (HMCL) commenced production during the year at Neemrana, Rajasthan. The Gujarat plant as announced by HMCL last year will begin operations in FY 2016-17, and in a phased manner, capacity will be ramped up, just as in Neemrana plant. HMCL has also proposed sixth plant in Andhra Pradesh – land for which is being acquired. Your Company is considering setting up its own plant in Gujarat. Of course, the final decision on such expansions will come only after considering the viability of supplies from the existing plant.

COST AND QUALITY CONTROL

Your Company continues to focus on cost leadership through efficiency, productivity and localization. We are not alone in this endeavour. All our vendors, employees, other associates have been contributing their bit to achieve the cost leadership goals of the Company.

Your Company continue to maintain and uphold the prestigious ISO 14001-2004, TS 16949-2009 and OHSAS 18001-2007 certifications. These provide continuous improvements, help prevent defects and reduce wastes and variation in the supply chain. Your Company's plants at Gurgaon & Manesar achieved the next level called consistency level of TPM Excellence Award from Japan Institute of Plant Maintenance (JIPM) in March 2014. Now we have started TPM journey to our Haridwar Plant.

ENHANCING SHAREHOLDER VALUE

Continuing with the investor friendly policy of your Company for rewarding shareholders, we are pleased to recommend for your approval a dividend of 200 percent as against of 175 per cent in last year. The dividend payout has increased from 100% to 200% in short span of five years. This is one of the best payouts in the industry, and reflects the deep culture of shareholder wealth creation in Your Company.

ACKNOWLEDGEMENT

I wish to place on record my deep appreciation for the support and valued guidance received from my colleagues on the Board from time to time. I also wish to take this opportunity to thank the customers, vendors, bankers, investors, Central and State Governments and other agencies for their continued support, cooperation during the year.

I also wish to take this opportunity to convey my sincere appreciation and gratitude to our collaborators, Showa Corporation, Japan and our Indian promoters, the Munjal family and the Hero Group for their matchless support and in keeping us updated on the quality front.

Our success is in large measure due to the commitment and dedication of our employees and I would like to thank them for their most outstanding performance. We have a motivated, dedicated and hardworking staff at all levels and we intend to continue to maintain this enviable track record.

Above all, I also take this opportunity to express my gratitude to all our stakeholders for the confidence you have bestowed on us. We look forward to your continued support in the future.

I once again thank all for attending the 30th Annual General meeting.”



At the request of the Chairman, Mr. Pankaj Gupta, CFO informed the Members that in terms of Section 145 of the Companies Act 2013, only the qualifications, observations or comments mentioned in the Auditor's Report, which had any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observations or comments, the Independent Auditor's Report and Secretarial Auditor's Report was not required to be read.

The Chairman explained in detail the objective and implications of all the resolutions. The queries raised by shareholders were suitably replied by the Chairman on the above resolutions.

4. PASSING OF RESOLUTION THROUGH REMOTE E- VOTING AND POLL.

On the instruction of the Chairman, Mr. Saurabh Agrawal, Company Secretary further informed the members that in compliance with the provisions of Companies Act, 2013 and rules made there under and Clause 35B of Listing Agreement, the Company had provided facility of remote electronic voting (e- Voting) to the shareholders of the Company to vote electronically in the Annual General Meeting, and pursuant to the provision 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, the Company had extended the remote e-voting facility to the Annual General Meeting. The e-voting commenced from August 23, 2015 at 9.00 A.M. and ended on August 25, 2015 at 5.00 P.M. In line with regulatory changes, voting by show of hand was not permitted at the Annual General Meeting where remote e-voting was offered to the Members. Therefore, the voting at the Annual General Meeting would be conducted by Poll. He then explained that the Polling Paper has already been distributed to you and requested the Members, Proxies and Corporate Representatives to fill voting sheets by ticking their assent or dissent in front of the resolution number on which they are voting in relevant column. He also explained that the voting right will depend upon the number of shares they hold-Proportion principle i.e. one share; one vote. A Member/Proxy is permitted to use his votes differently, say some in favor and some against the resolution. The Member/Proxy may also cast all his votes in "For/assent" or "against/dissent" the resolution or may split his votes as mentioned above. After casting the vote please sign the Polling Paper and put the Polling Paper into Polling Box.

The Chairman further explained the objective and implications of the Resolutions before they are put to vote at the Meeting.

The Chairman stated that Mr. Satyender Kumar, Practicing Company Secretary was appointed as the Scrutinizer for the remote e-voting and poll process.

The Chairman ordered the poll and invited Mr. Satyender Kumar to scrutinize the poll proceedings and requested him to submit his report before 17:30 Hours on August 26, 2015.

Thereafter, Chairman welcomed question from the Shareholders and provided clarifications thereto. The Chairman invited the members to raise queries on the performance and working results of the Company, if they so wished.



The Chairman informed that on receipt of Scrutinizer's Report, the result shall be declared by August 26, 2015 and shall be sent to stock exchanges, to be uploaded on the website of the Agency, who has provided the remote e-voting facility and thereafter will be available on the Company's website www.munjalshowa.net.

On the basis of the Consolidated Scrutinizer's Report for Remote E-voting and Poll conducted at the Annual General Meeting dated August 26, 2015, all the Ordinary / Special resolutions as set out at item number 01 to 07 of the notice of 30th Annual General meeting of the Company have duly passed with requisite majority. The result of E-voting and Poll are as under:

ORDINARY BUSINESS: -

05. ADOPTION OF THE BALANCE SHEET AS AT 31ST MARCH, 2015 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND REPORTS OF THE BOARD AND AUDITOR'S REPORT THEREON.

"RESOLVED THAT the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2015 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 ("the Board") and Auditors there on be and are hereby received, considered and adopted."

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Thereafter, the Chairman declared that the above Ordinary resolution was passed unanimously.

06. DECLARATION OF DIVIDEND FOR THE YEAR 2014-15



“RESOLVED THAT a final dividend of Rs. 4.00/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2014-15 be and is hereby approved and declared.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

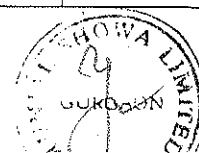
Thereafter, the Chairman declared that the above Ordinary resolution was passed unanimously.

07. RE-APPOINTMENT OF MR. ASHOK KUMAR MUNJAL (DIN 00003843),

“RESOLVED THAT Mr. Ashok Kumar Munjal (DIN 00003843), 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.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$



Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	357809	33224	91.50	8.50
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26360932	33224	99.87	0.13

Thereafter, the Chairman declared that the above Ordinary resolution was passed with requisite majority.

08. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s S R Batliboi & Company LLP, Chartered Accountants, Gurgaon (ICAI Firm registration No. 301003E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-first AGM of the Company to be held in the year 2016 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/Pub lic	No. of Shares Held	No of votes Polled (E- Voting & Poll)	% of votes polled on outstandin g shares (E-Voting & Poll)	No. of votes in favor (E- Voting & Poll)	No of votes against (E- Voting & Poll)	% of votes in favor on votes polled(E- Voting & Poll)	% of votes against on votes polled(E- Voting & Poll)
	(1)	(2)	(3) = $\{(2)/(1)\} * 100$	(4)	(5)	(6) = $\{(4)/(2)\} * 100$	(7) = $\{(5)/(2)\} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Thereafter, the Chairman declared that the above Ordinary resolution was passed unanimously.

SPECIAL BUSINESS: -



09. APPOINTMENT OF MR. MATSUI MASANAO (DIN 00340218) AS DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 149, 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 thereof for the time being in force) Mr. Matsui Masanao (DIN 00340218), who was appointed as an additional Director of the Company by the Board of Directors w.e.f. May 22, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has receive a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{\{(2)/(1)\} * 100}{100}$	(4)	(5)	(6) = $\frac{\{(4)/(2)\} * 100}{100}$	(7) = $\frac{\{(5)/(2)\} * 100}{100}$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	379936	11097	97.16	2.84
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26383059	11097	99.96	0.04

Thereafter, the Chairman declared that the above Ordinary resolution was passed with requisite majority.

10. VARIATION IN THE TERMS OF APPOINTMENT OF MR. ISAO ITO-JOINT MANAGING DIRECTOR

“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 Twenty Ninth Annual General Meeting held on August 28, 2014, 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 there under, and subject to the approval of the Central Government, if required the Basic Salary payable to Mr. Isao Ito- Joint Managing Director (DIN 05134031) be increased to Rs. 10,50,000/- per month from the existing Rs. 9,00,000/- per month and Special Pay of Rs. 1,00,000/- per month w.e.f. September 01, 2015 for the remaining period of his tenure.



RESOLVED FURTHER THAT all other terms and conditions of his appointment including remuneration (Including allowances, perquisites and benefits) 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 Section 197 read with Schedule V of the Companies Act, 2013.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{\{(2)/(1)\} * 100}{100}$	(4)	(5)	(6) = $\frac{\{(4)/(2)\} * 100}{100}$	(7) = $\frac{\{(5)/(2)\} * 100}{100}$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Thereafter, the Chairman declared that the above Ordinary resolution was passed unanimously.

11. VARIATION IN THE TERMS OF APPOINTMENT OF MR. YOGESH CHANDER MUNJAL- MANAGING DIRECTOR

“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 Twenty Ninth Annual General Meeting held on August 28, 2014, the consent of the Company be and is hereby accorded under Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, and subject to the approval of the Central Government, if required the Basic Salary payable to Mr. Yogesh Chander Munjal- Managing Director (DIN 00003491) be increased to Rs. 14,50,000/- per month from Rs. 13,00,000/- per month w.e.f. September 01, 2015 for the remaining period of his tenure.

RESOLVED FURTHER THAT all other terms and conditions of his appointment including remuneration (Including allowances, perquisites and benefits) 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 Section 197 read with Schedule V of the Companies Act, 2013.”

As per report received from the scrutinizer the result of remote e- voting and poll is as under for above said resolution:-

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Thereafter, the Chairman declared that the above Special resolution was passed unanimously.

The Chairman thanked the members for their keen interest and participation in the meeting and declared the meeting is concluded with a vote of thanks to the Chair.

12. VOTE OF THANKS

On adoption of all resolutions proposed in the Notice, the Meeting concluded at 18:15 with a vote of thanks to the Chair.

Place: Gurgaon

Date of preparation: 28.08.2015

Date of Signing: 24/9/2015


(CHAIRMAN)

