

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/17/

August 24, 2017

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: Intimation of Proceedings of 32nd Annual General Meeting, Voting Result, Consolidated Scrutinizer's Report and Annual Report for the financial year 2016-17.

Dear Sir,

We Wish to inform you that the 32nd Annual General Meeting (AGM) of the Company was held on Thursday, the 24th day of August, 2017 at the Company's Registered Office located at 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana at 11:00 A. M.

In this regard, please find attached herewith the following:

1. Proceedings of 32nd AGM in compliance with Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I**.
2. Voting result of the businesses transacted at the 32nd AGM in compliance with Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure II**.
3. Consolidated Scrutinizer's Report in compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as **Annexure III**.
4. One copy of complete Annual Report for the financial year 2016-17 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at its 32nd AGM as **Annexure IV**.

This is for your information and record.

Thanking You.

Yours Faithfully,
For MUNJAL SHOWA LIMITED

Saurabh

(SAURABH AGRAWAL)
Company Secretary
A-36163



A. DETAILS OF THE PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING

THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WAS HELD ON THURSDAY, THE 24TH DAY OF AUGUST 2017 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (HARYANA)

S. No.	Particulars	Details
1	Date of AGM	August 24, 2017
2	Director's Present:	MR. YOGESH CHANDER MUNJAL (Chairman & Managing Director) MR. SHIGEKI KOBAYASHI (Joint Managing Director) MR DEVI SINGH (Member of Nomination and Remuneration Committee) MR. NAND LAL DHAMEJA (Chairman of Stakeholders Relationship Committee) MR. VINOD KUMAR AGRAWAL (Chairman of Audit Committee)
	In attendance:	1. Mr. Pankaj Gupta- Chief Financial Officer 2. Mr. Saurabh Agrawal- Company Secretary 3. Mr. Amit Garg- Authorized representative of statutory auditor i.e. M/s. S.R. Batliboi & Co., LLP. 4. Mr. Satyender Kumar- Secretarial Auditor of the Company
3	Members present: In person (including representatives): In proxy:	202 1
4	Total No. of shareholders on record date	As of Cut-off date i.e. August 17, 2017- 15671

Mr. Saurabh Agrawal, Company Secretary, welcomed the attendees. He informed the shareholders that Mr. Yogesh Chander Munjal, Chairman, would preside over the meeting. The requisite quorum being present, Company Secretary called the meeting to order. He stated that the Annual Report 2016-17 along with Notice of AGM has been posted/emailed, to all the shareholders of the Company. The Annual Report, the statutory registers and other documents as referred in the AGM Notice were available for inspection by the members at the annual general meeting. He then requested Mr. Yogesh Chander Munjal, Chairman, to commence the Meeting.

Mr. Yogesh Chander Munjal introduced the directors and officers sitting on the dais. The members were informed that Mr. SURINDER KUMAR MEHTA, MR. ASHOK KUMAR MUNJAL, MR. PANKAJ MUNJAL, MRS. CHARU MUNJAL and MR. SATO TERUYOSHJI directors of the Company could not be present at the AGM due to their personal exigencies. The Chairman further informed the members that the Chairman of the Audit Committee, authorized



representative of Nomination and Remuneration Committee and Chairman of Stakeholders Relationship Committee were present at the AGM. With the permission of the members present, the notice convening the 32nd Annual General Meeting, Director's Report and related documents were taken as read. The Chairman addressed the Members about the significant developments of the Company. The members were informed that there are no qualifications, observations, comments, disclaimer or other remarks in the Auditor's Report and Secretarial Audit Report, which have any adverse effect on the functioning of the Company. Thereafter the Chairman invited queries / clarifications from the shareholders, which were duly answered and the shareholders expressed satisfaction on the performance of the Company.

The Chairman informed that in compliance with the provisions of Companies Act, 2013 read with the rules made thereunder including the statutory modifications or re-enactments thereof and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, every listed Company has to mandatorily provide the remote e-voting facility to its shareholders. Accordingly, the Company had entered into an agreement with Central Depository Systems Limited (CDSL) for availing e-voting facility.

The remote e-voting period was scheduled from August 21, 2017 (9:00 a.m.) to August 23, 2017 (5:00 p.m.) for all the resolutions set forth in the AGM notice. The members present at the AGM and who have not cast their votes electronically were provided an opportunity to cast their vote through polling /ballot paper. He further informed that there would be no voting by show of hands.

The members were informed that the Board of Directors has appointed Mr. Satyender Kumar, Practicing Company Secretary as scrutinizer to conduct the electronic and physical voting in a fair and transparent manner.

The Chairman then briefed the objectives and implications of the Ordinary and Special businesses set out in the AGM Notice. The businesses considered at the AGM, the type of resolution, the mode of voting and the status of the resolutions are included in part B of this annexure.

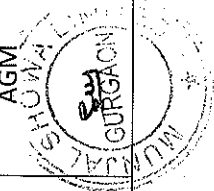
The Chairman informed that Mr. Satyender Kumar, the scrutinizer would consolidate the results of remote e-voting and results of polling /ballot paper voting at the meeting and then submit his report. The results along with the consolidated scrutinizer's report would be placed on the Company's website and website of CDSL. The same would be communicated to the stock exchanges within 48 hours of the conclusion of the annual general meeting and displayed at the Registered Office and Corporate Office of the Company.

The Chairman expressed his sincere thanks to the attendees for attending the meeting and declared the meeting as closed.

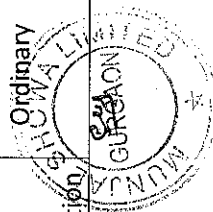


B. RESULTS OF THE 32nd ANNUAL GENERAL MEETING

S. No	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Status of Resolution
1	<p>To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including Audited Balance Sheet as at March 31, 2017 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.</p> <p>“RESOLVED THAT the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2017 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 thereon be and are hereby received, considered and adopted.”</p> <p>To declare a dividend on equity shares for the financial year ending 2016-17.</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
2	<p>“RESOLVED THAT a final dividend of Rs. 4/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2016-17 be and is hereby approved and declared.”</p> <p>To appoint a director in place of Mr. Ashok Kumar Munjal (DIN 00003843), who retires by rotation and being eligible offers himself for re-appointment.</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
3	<p>“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 thereof, for the time being in force), 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.”</p> <p>To appoint Statutory Auditors and to fix their remuneration.</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
4	<p>“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 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 thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s S R Batliboi & Company LLP, Chartered Accountants, Gurugram (Firm Registration No. 301003E/E300005), to</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



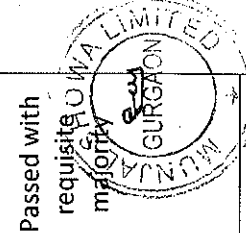
	<p>hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 37th AGM of the Company, subject to the ratification of their appointment by members at every annual general meeting, as applicable, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."</p> <p>Other Information: Date of cessation of statutory auditor: M/s S.R. Batliboi & Co has retired at the 32nd Annual General Meeting as per the Companies Act, 2013.</p> <p>Date of appointment of new statutory auditor: M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018) has been appointed at the 32nd Annual General Meeting held on August 24, 2017.</p> <p>Brief profile M/s Deloitte Haskins & Sells LLP: "Deloitte Haskins & Sells was constituted on October 11, 1997. On November 20, 2013, Deloitte Haskins & Sells, was converted to Deloitte Haskins & Sells LLP ("the Firm") which is incorporated under the Limited Liability Partnership Act, 2008. The Firms is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/ W-100018). The Firm has over 8000 professionals including 326 partners and 363 directors as on April 1, 2017."</p>		
5	<p>Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as a Director of the Company.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Shigeki Kobayashi (DIN 07626553), who was appointed as an Additional Director (designated as Joint Managing Director) by the Board of Directors of the Company in its meeting held on October 26, 2016 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."</p>	<p>Ordinary</p>	<p>E-voting and polling/ ballot paper at the AGM</p> <p>Passed with requisite majority</p>
6	<p>Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as the Joint Managing Director of the Company.</p> <p>"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration</p>	<p>Ordinary</p>	<p>E-voting and polling/ ballot paper at the AGM</p> <p>Passed with requisite majority</p>



<p>Managing Director of the Company.</p>	<p>“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 First Annual General Meeting held on August 24, 2016, 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, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal, Managing Director of the Company be increased to Rs. 17,50,000/- per month from the existing Rs. 16,00,000/- per month and special pay shall remain same at Rs. 3,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure.”</p> <p>“RESOLVED FURTHER THAT the other terms and conditions of the appointment be and is hereby remains unchanged.”</p> <p>“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.”</p> <p>“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.”</p>		<p>polling/ ballot paper at the AGM</p>	<p>requisite majority</p>
<p>9</p>	<p>Variation in the Terms of Appointment of Mr. Shigeki Kobayashi, (DIN 07626553), Joint Managing Director of the Company</p> <p>“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, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi, Joint Managing Director of the Company be increased to Rs. 13,50,000/- per month from the existing Rs. 12,00,000/- per month and special pay shall be Rs. 3,00,000/- per month from the existing Rs. 2,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure.”</p>	<p>Ordinary</p>	<p>E-voting and polling/ ballot paper at the AGM</p>	<p>Passed with requisite majority</p>



	<p>Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Shigeki Kobayashi, as the Joint Managing Director of the Company for a period of five years with effect from October 26, 2016 to October 25, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and Mr. Shigeki Kobayashi."</p> <p>"RESOLVED FURTHER THAT Mr. Shigeki Kobayashi shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013."</p> <p>"RESOLVED FURTHER THAT the remuneration payable to Mr. Shigeki Kobayashi, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time."</p> <p>"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."</p>		
7	<p>Appointment of Mr. Teruyoshi Sato (DIN 07825074) as a Director of the Company.</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Teruyoshi Sato (DIN 07825074), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 19, 2017 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."</p>	<p>Ordinary</p>	<p>E-voting and polling/ ballot paper at the AGM</p>
8	<p>Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal, (DIN 00003491),</p>	<p>Special</p>	<p>E-voting and</p>



Passed with requisite majority

Passed with

"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."



RESOLUTION WISE DETAILS OF VOTING RESULTS

Voting Results as per 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	August 24, 2017
Total No. of shareholders on record date i.e. August 17, 2017	15671
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	2
- Public:	201
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable, as no video conferencing facility was made available
- Promoters and Promoter Group:	
- Public:	

AGENDA WISE DISCLOSURE

The mode of voting for all the resolutions was:

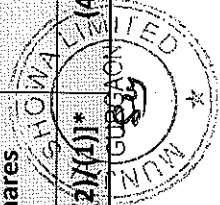
1. E-voting conducted between Monday, August 21, 2017 at 9.00 a.m. to Wednesday, August 23, 2017 at 5.00 p.m. and
2. Poll conducted at the Meeting

Given below the resolution wise combined results of E-voting and Poll

Resolution No. 1: Ordinary Resolution

"RESOLVED THAT the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2017 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 thereon be and are hereby received, considered and adopted."

		Whether promoter/ promoter group are interested in the agenda/resolution?				No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(4)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*



	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting	0	0.0000	0	0	0	0	
	Poll	26000000	99.9846	26000000	0	100.0000	0.0000	
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0	
	Total	26004000	99.9846	26000000	0	100.0000	0.0000	
Public-Institutions	E-Voting	170192	29.5586	170192	0	100.0000	0.0000	
	Poll	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0	
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3146	0.0235	3146	0	100.0000	0.0000	
	Poll	2810	0.0209	2810	0	100.0000	0.0000	
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0	
	Total	13415221	5956	0.0444	5956	0	100.0000	0.0000
	Total	39995000	26176148	65.4486	26176148	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

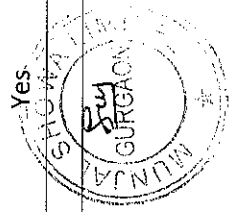
Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 3: Ordinary Resolution

“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 thereof, for the time being in force), 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.”



Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public- Institutions	E-Voting		170192	29.5586	170192	0	100.0000	0.0000
	Poll	575779	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3146	0.0235	3136	10	99.6821	0.3179
	Poll	13415221	2810	0.0209	2810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13415221	5956	0.0444	5946	10	99.8321	0.1679
Total		39995000	26176148	65.4486	26176138	10	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



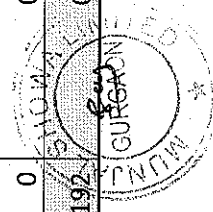
Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 4: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 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 thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s S R Batliboi & Company LLP, Chartered Accountants, Gurugram (Firm Registration No. 301003E/E300005), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 37th AGM of the Company, subject to the ratification of their appointment by members at every annual general meeting, as applicable, 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.”

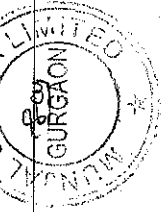
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

		Whether promoter/ promoter group are interested in the agenda/resolution?					No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		170192	29.5586	170192	0	100.0000	0.0000
	Poll	575779	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000



"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."

Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		170192	29.5586	170192	0	100.0000	0.0000
	Poll	575779	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3146	0.0235	3136	10	99.6821	0.3179
	Poll	13415221	2810	0.0209	2810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13415221	5956	0.0444	5946	10	99.8321	0.1679
Total		39995000	26176148	65.4486	26176138	10	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

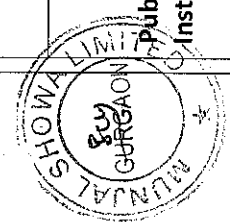


Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 7: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Teruyoshi Sato (DIN 07825074), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 19, 2017 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.”

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0		0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		170192	29.5586	170192	0	100.0000	0.0000
	Poll	575779	0	0.0000	0	0		0
	Postal Ballot (if applicable)		0	0.0000	0	0		0
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3146	0.0235	3146	0	100.0000	0.0000
	Poll	13415221	2810	0.0209	2810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0		0
	Total	13415221	5956	0.0444	5956	0	100.0000	0.0000



Total	39995000	26176148	65.4486	26176148	0	100.0000	0.0000
Whether resolution is Pass or Not.							
Yes							

Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 8: Special Resolution

“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 First Annual General Meeting held on August 24, 2016, 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, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal, Managing Director of the Company be increased to Rs. 17,50,000/- per month from the existing Rs. 16,00,000/- per month and special pay shall remain same at Rs. 3,00,000/- per month with effect from September 01, 2017 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.”

		Whether promoter/ promoter group are interested in the agenda/resolution?						No
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
Promoter	E-Voting	26004000	0	0.0000	0	0	100	100
								0



and Promoter Group	Poll Postal Ballot (if applicable)	Total	99.9846	26000000	26000000	0	100.0000	0.0000
		26004000	0.0000	0	0	0	0	0
			99.9846	26000000	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		29.5586	170192	170192	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	575779	0.0000	0	0	0	0	0
			0.0000	0	0	0	0	0
	Total	575779	29.5586	170192	170192	0	100.0000	0.0000
	E-Voting		0.0235	3146	3146	0	100.0000	0.0000
Public- Non Institutions	Poll Postal Ballot (if applicable)	13415221	0.0209	2810	2810	0	100.0000	0.0000
			0.0000	0	0	0	0	0
	Total	13415221	0.0444	5956	5956	0	100.0000	0.0000
	Total	39995000	65.4486	26176148	26176148	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Based on the above, the Special Resolution has been passed with requisite majority.

Resolution No. 9: Ordinary Resolution

"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, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi, Joint Managing Director of the Company be increased to Rs. 13,50,000/- per month from the existing Rs. 12,00,000/- per month and special pay shall be Rs. 3,00,000/- per month from the existing Rs. 2,00,000/- per month with effect from September 01, 2017 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."

Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*
		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	26004000	26000000	99.9846	26000000	0	100.0000	0.0000
Public-Institutions	E-Voting		170192	29.5586	170192	0	100.0000	0.0000
	Poll	575779	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	575779	170192	29.5586	170192	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3146	0.0235	3136	10	99.6821	0.3179
	Poll	13415221	2810	0.0209	2810	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13415221	5956	0.0444	5946	10	99.8321	0.1679
Total		39995000	26176148	65.4486	26176138	10	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Based on the above, the Ordinary Resolution has been passed with requisite majority.





SCRUTINIZER'S REPORT

The Chairman of
32nd Annual General Meeting
of the Equity Shareholders of
Munjal Showa Limited (the Company)
held on 24th August, 2017 at
9-11, Maruti Industrial Area, Sector-18,
Gurugram-122015

Dear Sir,

I, Satyender Kumar of Satyender Kumar & Associates, Practicing Company Secretaries, Gurugram was appointed by the Board of Directors of Munjal Showa Limited ('the Company') vide Board resolution dated 19th May, 2017, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 32nd Annual General Meeting of the members of the Company, held on 24th August, 2017 at 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 32nd Annual General Meeting (AGM), based on the reports generated from remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents MCS Share Transfer Agent Limited, New Delhi at the AGM.

In respect of remote e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 32nd Annual General Meeting sent to members and in terms of "Advertisement" published as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, on



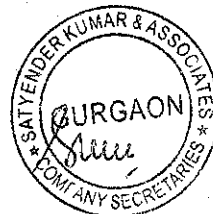
31st July, 2017 in 'The Business Standard' (English) and (Hindi), the remote e-voting period remained open from Monday, 21st August, 2017 (9.00 a.m.) to Wednesday, 23rd August, 2017 (5.00 p.m.)

- ii) The members of the Company as on the "cut off" date i.e. 17th August, 2017 were entitled to vote on the resolutions (Items No. 1 to 9 as set out in the Notice of the 32nd Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Wednesday, 23rd August, 2017.
- iv) The votes cast through remote e-voting process were unblocked on 24th August, 2017 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Shripal Singh Mohnot and Mr. Santosh Bhutani who are not in the employment of the Company and who witness to the unblocking of votes.
- v) Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>).

At the Annual General meeting held on 24th August, 2017 the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the remote e-voting facility in respect of resolutions (Items No. 1 to 9 as set out in the Notice of the 32nd Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

The poll box containing the poll papers was unblocked after the conclusion of the AGM in presence of Mr. Shripal Singh Mohnot and Mr. Santosh Bhutani who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.



I hereby state that I have recorded details of all the votes by the shareholders through, remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt of the Audited Financial Statements for the Financial Year ended March 31, 2017 including Audited Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the Financial Year ended on that date together with the reports of Board and Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	16	86	102	173338	26002810	26176148	100.00
Dissent	0	0	0	0	0	0	0
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176148 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 2

Ordinary Resolution to confirm the payment of final dividend of Rs. 4.00/- per equity share (i.e. 200%) of Rs. 2 each fully paid up for the financial year ended March 31, 2017.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	16	86	102	173338	26002810	26176148	100.00
Dissent	0	0	0	0	0	0	0
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176148 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 3

Ordinary Resolution for the re-appointment of Mr. Ashok Kumar Munjal (DIN: 00003843) as Director liable to retire by rotation.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	15	86	101	173328	26002810	26176138	99.99
Dissent	1	0	1	10	0	10	0.01
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176138 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 10 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 4

Ordinary Resolution for the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company from the conclusion of the 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting subject to the ratification of their appointment by members at every annual general meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	15	86	101	170538	26002810	26173348	99.99
Dissent	1	0	1	2800	0	2800	0.01
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26173348 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2800 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 5

Ordinary Resolution for the Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as a Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	16	86	102	173338	26002810	26176148	100.00
Dissent	0	0	0	0	0	0	0
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176148 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 6

Ordinary Resolution for the Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as the Joint Managing Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	15	86	101	173328	26002810	26176138	99.99
Dissent	1	0	1	10	0	10	0.01
Total	16	86	102	173338	26002810	26176148	100.00

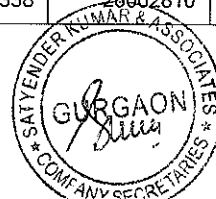
Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176138 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 10 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 7

Ordinary Resolution for the Appointment of Mr. Teruyoshi Sato (DIN 07825074) as a Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	16	86	102	173338	26002810	26176148	100.00
Dissent	0	0	0	0	0	0	0
Total	16	86	102	173338	26002810	26176148	100.00



Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176148 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 8

Special Resolution for the variation in the Terms of Appointment of Mr. Yogesh Chander Munjal, (DIN 00003491), Managing Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	16	86	102	173338	26002810	26176148	100.00
Dissent	0	0	0	0	0	0	0
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176148 Votes were cast **ASSENTING** to the Special Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Special Resolution constituting 0% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 9

Ordinary Resolution for the Variation in the Terms of Appointment of Mr. Shigeki Kobayashi, (DIN 07626553), Joint Managing Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	15	86	101	173328	26002810	26176138	99.99
Dissent	1	0	1	10	0	10	0.01
Total	16	86	102	173338	26002810	26176148	100.00

Accordingly, out of total 26176148, E- Votes and Votes Polled at AGM; 26176138 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 10 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice of the Annual General Meeting passed with requisite majority.



All the relevant records of remote e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 32nd Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For **SATYENDER KUMAR & ASSOCIATES**

Countersigned by

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS 4087
C.P.NO. 5189



Place: Gurugram
Date: August 24, 2017