

# MUNJAL SHOWA LTD.

Regd: Office & Works : 9-11, Maruti Industrial Area, Gurugram - 122 015 (Haryana) INDIA  
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net  
Corporate Identity Number : L34101HR1985PLC020934, Pan No.: AAACM0070D  
Ph. : 0124-4783000, 2341001 Fax : 0124-2341359

MSL/SECT/18/

September 26, 2018

The D.G.M. (Listing),  
Corporate Relation Department  
BSE Ltd  
1st Floor, P.J. Towers  
New Trading Ring, Dalal Street.  
Mumbai-400 001  
Security Code: 520043

The Asst. Vice President  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: MUNJALSHOW

**Sub: Intimation of Proceedings of 33<sup>rd</sup> Annual General Meeting, Consolidated Scrutinizer's Report and Annual Report for the financial year 2017-18.**

Dear Sir,

We Wish to inform you that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, the 26<sup>th</sup> day of September, 2018 at the Company's Registered Office located at 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana at 11:00 A. M.

In this regard, please find attached herewith the following:

1. Proceedings of 33<sup>rd</sup> AGM in compliance with Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure I.**
2. 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 II.**
3. One copy of complete Annual Report for the financial year 2017-18 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at its 33<sup>rd</sup> AGM as **Annexure III.**

This is for your information and record.

Thanking You.

Yours Faithfully,  
For MUNJAL SHOWA LIMITED

  
(SAURABH AGRAWAL)  
Company Secretary



Encl: as above

<b>A. DETAILS OF THE PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING</b>	
THE 33 <sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WAS HELD ON WEDNESDAY, THE 26 <sup>TH</sup> DAY OF SEPTEMBER 2018 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (HARYANA)	
S. No.	Particulars
1	<p style="text-align: center;"><b>Date of AGM</b></p> <p style="text-align: center;">September 26, 2018</p>
2	<p style="text-align: center;"><b>Director's Present:</b></p> <p>MR. YOGESH CHANDER MUNJAL (Chairman &amp; Managing Director)            MR. SHIGEKI KOBAYASHI (Joint Managing Director)            MR. VINOD KUMAR AGRAWAL (Chairman of Audit Committee)            MR. S K MEHTA (Chairman of Nomination and Remuneration Committee)            MR. NAND LAL DHAMEJA (Chairman of Stakeholders Relationship Committee)            MR DEVI SINGH</p>
	<p style="text-align: center;"><b>In attendance:</b></p> <p>Mr. Pankaj Gupta- Chief Financial Officer            Mr. Saurabh Agrawal- Company Secretary            Mr. Pushkar Gupta- Authorized representative of Statutory Auditor- M/s. Deloitte Haskins &amp; Sells., LLP.            Mr. Satyender Kumar- Secretarial Auditor of the Company</p>
3	<p style="text-align: center;"><b>Members present:</b></p> <p>In person (including representatives): 79            In proxy: 0</p>
4	<p style="text-align: center;"><b>Total No. of shareholders on record date</b></p> <p style="text-align: center;">As of Cut-off date i.e. September 19, 2018 19495</p>
<p>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 2017-18 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.</p> <p>Mr. Yogesh Chander Munjal introduced the directors and officers sitting on the dais. The members were informed that Mr. Ashok Kumar Munjal, Mr. Pankaj Munjal, Mrs. Charu Munjal and Mr. Yasuhiro Yamamoto 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, Chairman 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</p>	



convening the 33<sup>rd</sup> Annual General Meeting, Board'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 September 23, 2018 (9:00 a.m.) to September 25, 2018 (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 33<sup>rd</sup> 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, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board and Auditors thereon.</p> <p><b>“RESOLVED THAT</b> the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2018 and the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
2	<p>To declare a dividend on equity shares for the financial year ending 2017-18.</p> <p><b>“RESOLVED THAT</b> a final dividend of Rs. 4.5/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2017-18 be and is hereby approved and declared.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
3	<p>To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment.</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
4	<p>To appoint a director in place of Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-appointment.</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



5	<p>appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”</p> <p>To ratified the appointment of Statutory Auditors and to fix their remuneration.</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the resolution passed by the members at the 32nd Annual General Meeting for appointing M/s. Deloitte Haskins &amp; Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be determined of the Board, the Company hereby ratifies and confirms the appointment of M/s. Deloitte Haskins &amp; Sells LLP, as Statutory Auditors of the Company from the conclusion of 33rd Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company (i.e. for the financial year ending 31st March, 2019) on such remuneration as may be decided by the Board in consultation with Auditors plus applicable tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.</p> <p><b>RESOLVED FURTHER THAT</b> the annual ratification of appointment of Statutory Auditors at every annual general meeting, for their remaining term as aforesaid, shall be done, if so required under the Act.</p> <p><b>RESOLVED FURTHER THAT</b> 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”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
6	<p><b>Appointment of Mr. Yasuhiro Yamamoto (DIN 08127304) as a Director of the Company</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yasuhiro Yamamoto (DIN 08127304), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 30, 2018 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



7	<p><b>Variation in the Terms of Appointment of Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company</b></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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company be increased to Rs. 16,00,000/- per month from the existing Rs. 13,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure.”</p> <p><b>RESOLVED FURTHER THAT</b> 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. 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.”</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>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
8	<p><b>Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company</b></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 Second Annual General Meeting held on August 24, 2017, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company be increased to Rs.19,00,000/- per month from the existing Rs. 17,50,000/- per month with effect from</p>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



	<p>September 01, 2018 for the remaining period of his tenure.”</p> <p><b>“RESOLVED FURTHER THAT</b> the other terms and conditions of the appointment be and is hereby remains unchanged.”</p> <p><b>“RESOLVED FURTHER THAT</b> 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><b>“RESOLVED FURTHER THAT</b> 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>9</p>	<p><b>Re-appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director of the Company</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Vinod Kumar Agrawal (DIN 00004463), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.</p> <p><b>RESOLVED FURTHER THAT</b> 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>Special</p>	<p>E-voting and polling/ ballot paper at the AGM</p> <p>Passed with requisite majority</p>



10	<p><b>Re-appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director of the Company</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Surinder Kumar Mehta (DIN 00002888), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31<sup>st</sup> March 2024, who shall not be liable to retire by rotation.</p> <p><b>RESOLVED FURTHER THAT</b> 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>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
11	<p><b>Re-appointment of Mr. Nand Lal Dhameja (DIN 02351762) as an Independent Director of the Company</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Nand Lal Dhameja (DIN 02351762), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he</p>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority





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





**CONSOLIDATED SCRUTINIZER'S REPORT**

**The Chairman of  
33<sup>rd</sup> Annual General Meeting  
of the Equity Shareholders of  
Munjal Showa Limited (the Company)  
held on 26<sup>th</sup> September, 2018 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 30<sup>th</sup> May, 2018, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 33<sup>rd</sup> Annual General Meeting of the members of the Company, held on 26<sup>th</sup> September, 2018 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 33<sup>rd</sup> 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 33<sup>rd</sup> 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 33<sup>rd</sup> 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 30<sup>th</sup> August, 2018 in 'The Mint' (English) and The Hindustan (Hindi), the remote e-voting period remained open from Sunday, 23<sup>rd</sup> September, 2018 (9.00 a.m.) to Tuesday, 25<sup>th</sup> September 2018 (5.00 p.m.)

- ii) The members of the Company as on the "cut off" date i.e. 19<sup>th</sup> September, 2018 were entitled to vote on the resolutions (Items No. 1 to 12 as set out in the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Tuesday, 25<sup>th</sup> September, 2018.
- iv) The votes cast through remote e-voting process were unblocked on 26<sup>th</sup> September, 2018 after the conclusion of Annual General Meeting in the presence of two witnesses, Ms. Sohini Gupta and Mr. Ashwani Kumar 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 26<sup>th</sup> September, 2018 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 12 as set out in the Notice of the 33<sup>rd</sup> 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 Ms. Sohini Gupta and Mr. Ashwani Kumar 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.



SATYENDER KUMAR & ASSOCIATES

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, 2018 including Audited Balance Sheet as at March 31, 2018 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	33	26	59	634527	26001464	26635991	100.00
Dissent	0	0	0	0	0	0	0
Total	33	26	59	634527	26001464	26635991	100.00

Accordingly, out of total 26635991, E- Votes and Votes Polled at AGM; 26635991 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 declare final dividend of Rs. 4.50/- per equity share (i.e. 225%) of Rs. 2 each fully paid up for the financial year ended March 31, 2018.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	34	26	60	637354	26001464	26638818	100.00
Dissent	0	0	0	0	0	0	0
Total	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26638818 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 Mrs. Charu Munjal (DIN: 03094545) 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	28	26	54	583412	26001464	26584876	99.79
Dissent	6	0	6	53942	0	53942	0.21
Total	34	26	60	637354	26001464	26638818	100.00



SATYENDER KUMAR & ASSOCIATES

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26584876 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.79% and 53942 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.21% 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 re-appointment of Mr. Yogesh Chander Munjal (DIN: 00003491) 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	33	26	59	634872	26001464	26636336	99.99
Dissent	1	0	1	2482	0	2482	0.01
<b>Total</b>	<b>34</b>	<b>26</b>	<b>60</b>	<b>637354</b>	<b>26001464</b>	<b>26638818</b>	<b>100.00</b>

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26636336 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2482 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 ratification of 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 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting subject to annual 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	34	26	60	637354	26001464	26638818	100.00
Dissent	0	0	0	0	0	0	0
<b>Total</b>	<b>34</b>	<b>26</b>	<b>60</b>	<b>637354</b>	<b>26001464</b>	<b>26638818</b>	<b>100.00</b>

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26638818 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. Yasuhiro Yamamoto (DIN 08127304) 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	
<b>Assent</b>	33	26	59	634254	26001464	26635718	99.99
<b>Dissent</b>	1	0	1	3100	0	3100	0.01
<b>Total</b>	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26635718 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 3100 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**

Special 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	
<b>Assent</b>	33	26	59	634254	26001464	26635718	99.99
<b>Dissent</b>	1	0	1	3100	0	3100	0.01
<b>Total</b>	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26635718 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 3100 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

Thus, the **Special 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	
<b>Assent</b>	34	26	60	637354	26001464	26638818	100.00
<b>Dissent</b>	0	0	0	0	0	0	0
<b>Total</b>	34	26	60	637354	26001464	26638818	100.00



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Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26638818 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**

Special Resolution for the re-appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent 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	32	26	58	634772	26001464	26636236	99.99
Dissent	2	0	2	2582	0	2582	0.01
Total	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26636236 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 2582 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

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

**Item No. 10**

Special Resolution for the re-appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent 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	33	26	59	634872	26001464	26636336	99.99
Dissent	1	0	1	2482	0	2482	0.01
Total	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26636336 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 2482 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 10 of Notice of the Annual General Meeting passed with requisite majority.

**Item No. 11**

Special Resolution for the re-appointment of Mr. Nand Lal Dhameja (DIN 02351762) as an Independent 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	32	26	58	634772	26001464	26636236	99.99
Dissent	2	0	2	2582	0	2582	0.01
Total	34	26	60	637354	26001464	26638818	100.00



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Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26636236 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 2582 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 11 of Notice of the Annual General Meeting passed with requisite majority.

**Item No. 12**

Special Resolution for the re-appointment of Dr. Devi Singh (DIN 00015681) as an Independent 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	33	26	59	634872	26001464	26636336	99.99
Dissent	1	0	1	2482	0	2482	0.01
Total	34	26	60	637354	26001464	26638818	100.00

Accordingly, out of total 26638818, E- Votes and Votes Polled at AGM; 26636336 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 2482 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.


Thus, the **Special Resolution** as contained in Item No. 12 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 33<sup>rd</sup> 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  
Proprietor  
FCS 4087  
C.P.NO. 5189







Place: Gurugram  
Date: September 26, 2018