

CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman of
30th Annual General Meeting
of the Equity Shareholders of
Munjal Showa Limited (the Company) held on 26th August, 2015 at
9-11, Maruti Industrial Area
Gurgaon-122015

Dear Sir,

I Satyender Kumar of M/s Satyender Kumar & Associates, Practicing Company Secretaries, Gurgaon was appointed by the Board of Directors of M/s **Munjal Showa Limited** ('the Company') vide Board resolution dated 22nd May, 2015, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 30th Annual General Meeting of the members of the Company, held on Wednesday, 26th August, 2015 at 11.00 a.m. at the Registered Office situated at 9-11, Maruti Industrial Area, Sector-18, Gurgaon-122015 (Haryana).

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 30th Annual General Meeting (AGM) of the members of the Company. My 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 30th 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 M/s 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 30th 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) Amendment Rules, 2015, on 4th August, 2015 in 'The Economic Times' (English) and 'Navbharat Times' (Hindi),



the remote e-voting period remained opened from Sunday, 23rd August, 2015 (9.00 a.m.) to Tuesday, 25th August, 2015 (5.00 p.m.).

- ii) The members of the Company as on the "cut off" date i.e. 19th August, 2015 were entitled to vote on the resolutions (Items No. 1 to 7 as set out in the Notice of the 30th Annual General Meeting of the Company).
- iii) The e-voting process was blocked at 5.00 p.m. on Tuesday, 25th August, 2015.
- iv) The votes cast through remote e-voting process were unblocked on 26th August, 2015 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Arvind Kohli (Client ID No. IN300781/10038522) and Mrs. Sohini Gupta (Client ID No. IN301549/31866183) who are not in the employment of the Company and who witnessed 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 Wednesday, 26th August, 2015 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 7 as set out in the Notice of the 30th 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. Arvind Kohli (Client ID No. IN300781/10038522) and Mrs. Sohini Gupta (Client ID No. IN301549/31866183) 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 persons 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:

ORDINARY BUSINESS

Item No. 1

Ordinary Resolution to consider and adopt of the Financial Statements of the Company for the year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and Auditors thereon.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	10	32	42	393358	26000798	26394156	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	10	32	42	393358	26000798	26394156	100.00%

Accordingly, out of 26394156, E-Votes and Poll Polled; 26394156 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% 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 unanimously.

Item No. 2

Ordinary Resolution to declare a dividend of Rs. 4.00/- per equity share on 3,99,95,000 equity shares of Rs. 2/- each fully paid up for the financial year 2014-15.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	10	32	42	393358	26000798	26394156	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	10	32	42	393358	26000798	26394156	100.00%



Accordingly, out of 26394156, E-Votes and Poll Polled; 26394156 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% 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 unanimously.

Item No. 3

Ordinary Resolution 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.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	7	32	39	360134	26000798	26360932	99.87%
Dissent	3	0	3	33224	0	33224	0.13%
Total	10	32	42	393358	26000798	26394156	100.00%

Accordingly, out of 26394156, E- Votes and Poll Polled; 26360932 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.87% of the votes polled on the **Ordinary Resolution** and 33224 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.13% 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 relating to ratification of appointment M/s. S R Batliboi & Company LLP, Chartered Accountants, (ICAI Firm registration No. 301003E), Gurgaon the retiring Auditors as Statutory Auditors of the Company from the conclusion of 30th Annual General Meeting to conclusion of 31st Annual General Meeting of the Company and to fix their remuneration.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	10	32	42	393358	26000798	26394156	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	10	32	42	393358	26000798	26394156	100.00%

Accordingly, out of 26394156, E-Votes and Poll Polled; 26394156 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% 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 unanimously.



Item No. 5

Ordinary Resolution for the appointment of Mr. Matsui Masanao (DIN00340218) as Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	9	32	41	382261	26000798	26383059	99.96%
Dissent	1	0	1	11097	0	11097	0.04%
Total	10	32	42	393358	26000798	26394156	100.00%

Accordingly, out of 26394156, E-Votes and Poll Polled; 26383059 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.96% of the votes polled on the **Ordinary Resolution** and 11097 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.04% 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 variation in the terms of appointment of Mr. Isao Ito-Joint Managing Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	10	32	42	393358	26000798	26394156	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	10	32	42	393358	26000798	26394156	100.00%

Accordingly, out of 26394156, E-Votes and Poll Polled; 26394156 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% 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 unanimously.

Item No. 7

Special Resolution for the variation in the terms of appointment of Mr. Yogesh Chander Munjal - Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	10	32	42	393358	26000798	26394156	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	10	32	42	393358	26000798	26394156	100.00%



Accordingly, out of 26394156, E-Votes and Poll Polled; 26394156 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% 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 unanimously.

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 30th 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

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



Countersigned by

[Signature]
Chairman of the Meeting

Witness 1: *Sohini Gupta*

Name: SOHINI GUPTA

Address: H.No. 4108
SECTOR-4
GURGAON 122001

Witness 2:

Name:

ANAND KUMAR
Address: 199, Sector 7 Urban Estate
GURGAON - 122001.

Folio No. /Client ID No. IN301549/
31866183

Sohini Gupta
Signatures:

Place: Gurgaon
Date: August 26, 2015

Folio No. /Client ID No. IN 300781 / 10038522

[Signature]
Signatures: