

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
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MSL/SECT/16/

August 24, 2016

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

MUNJALSHOW

Dear Sir,

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceedings of the 31st Annual General Meeting

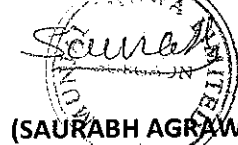
Pursuant the Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of 31st Annual General Meeting (AGM) of the Company held on Wednesday, August 24, 2016 at 11:00 A.M. at the Company's registered office situated at 9-11, Maruti Industrial Area, Sector-18, Gurgaon-122015 (Haryana)

Further, we are enclosing the consolidated report dated August 24, 2016 of the Scrutinizer on e-voting and voting through ballot paper at the 31st AGM. This report has been uploaded on the Company's Website.

This is for your information and record.

Thanking You.

**Yours Faithfully,
For MUNJAL SHOWA LIMITED**



(SAURABH AGRAWAL)
Company Secretary

A. DETAILS OF THE PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING

S. No.	Particulars	Details
1	Date of AGM	Annual General Meeting - Wednesday, August 24, 2016
2	Total No. of shareholders on record date	As of Cut-off date i.e. August 17, 2016- 13590
3	No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	2 170
4	No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	Not Applicable, as no video conferencing facility was made available

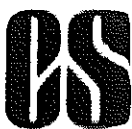
B. RESULTS OF THE 31ST ANNUAL GENERAL MEETING

S. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including Audited Balance Sheet as at March 31, 2016 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.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
2	To confirm the payment of Interim 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, 2016.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
3	To appoint Mrs. Charu Munjal (DIN 03094545), as Director liable to retire by rotation.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
4	Ratification of Appointment of Statutory Auditors	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
5	Amendment to Memorandum of Association of the Company	Special	E-voting and ballot paper at the AGM	Passed with requisite majority



6	Adoption of new set of the Articles of Association in accordance with Companies Act, 2013	Special	E-voting and ballot paper at the AGM	Passed with requisite majority
7	Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Managing Director	Special	E-voting and ballot paper at the AGM	Passed with requisite majority
8	Appointment of Mr. Pankaj Munjal (Din 00005330) as an Independent Director of the Company	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
9	Variation in the Terms of Appointment of Mr. Isao Ito, (DIN 05134031), Joint Managing Director of the Company	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority





SCRUTINIZER'S REPORT

The Chairman of
31st Annual General Meeting
of the Equity Shareholders of
Munjal Showa Limited (the Company)
held on 24th August, 2016 at
9-11, Maruti Industrial Area, Sector-18,
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 20th May, 2016, as the Scrutinizer to conduct the e-voting and poll process in respect of the resolutions contained in the notice of 31st Annual General Meeting of the members of the Company, held on 24th August, 2016 at 9-11, Maruti Industrial Area, Sector-18, Gurgaon-122015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the notice to the 31st Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the 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 31st Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide 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 e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 31st 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 1st August, 2016 in 'The Economic Times' (English) and 'Navbharat Times' (Hindi), the e-voting period remained open from Sunday, 21st August, 2016 (9.00 a.m.) to Tuesday, 23rd August, 2016 (5.00 p.m.)
- ii) The members of the Company as on the "cut off" date i.e. 17th August, 2016 were entitled to vote on the resolutions (Items No. 1 to 9 as set out in the Notice of the 31st Annual General Meeting of the Company).
- iii) The e-voting process was blocked at 5.00 p.m. on Tuesday, 23rd August, 2016.
- iv) The votes cast through e-voting process were unblocked on 24th August, 2016 after the adjournment of Annual General Meeting in the presence of two witnesses, Mr. Neeraj Mittal and Ms Sapna who are not in the employment of the Company and who witnessed 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, 2016 the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the e-voting facility in respect of resolutions (Items No. 1 to 9 as set out in the Notice of the 31st 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 adjournment of the AGM in presence of Mr. Neeraj Mittal and Ms Sapna who are not in the employment of the Company.



The votes were counted and the results of the poll were prepared in the presence of the aforesaid person and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes by the shareholders through, 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 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, 2016 including Audited Balance Sheet as at March 31, 2016 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	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	01	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 01 Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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 Interim dividend of Rs. 4.00/- per equity (i.e. 200%) of Rs. 2 each fully paid up for the financial year ended March 31, 2016.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	1	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000



Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 01 Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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 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	7	47	54	2221	26001721	26003942	97
Dissent	6	1	7	803545	1	803546	3
Total	13	48	61	805766	26001722	26807488	100

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26003942 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 97.000% and 803546 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 3.000% 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 to ratify the appointment of M/s. S R Batliboi & Company LLP, Chartered Accountants, (ICAI Firm registration No. 301003E/E300005), Gurgaon as Statutory Auditors of the Company from the conclusion of the 31st Annual General Meeting till the conclusion of 32nd 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	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	01	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 01 Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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

Special Resolution for the amendment to Memorandum of Association 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	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	01	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 01 Vote was cast **DISSENTING** to the Special Resolution constituting 0.001% of the votes polled on the **Special Resolution**.

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

Item No. 6

Special Resolution for adoption of new set of the Articles of Association of the Company in accordance with Companies Act, 2013.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	12	47	59	794669	26001721	26796390	99.959
Dissent	1	1	02	11097	1	11098	0.041
Total	13	48	61	805766	26001722	26807488	100.000

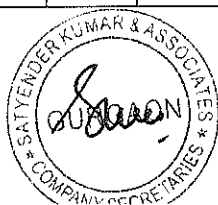
Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26796390 Votes were cast **ASSENTING** to the Special Resolution constituting 99.959% and 11098 Votes were cast **DISSENTING** to the Special Resolution constituting 0.041% of the votes polled on the **Special Resolution**.

Thus, the **Special 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 re-appointment of Mr. Yogesh Chander Munjal (DIN: 00003491) as Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	01	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000



Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 01 Vote was cast **DISSENTING** to the Special Resolution constituting 0.001% 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

Ordinary Resolution for the appointment of Mr. Pankaj Munjal (DIN: 00005330) 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	7	47	54	2221	26001721	26003942	97.000
Dissent	6	1	07	803545	1	803546	3.000
Total	13	48	61	805766	26001722	26807488	100.000

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26003942 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 97.000% and 803546 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 3.000% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary 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. Isao Ito (DIN: 05134031) - 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	13	47	60	805766	26001721	26807487	99.999
Dissent	0	1	01	0	1	1	0.001
Total	13	48	61	805766	26001722	26807488	100.000

Accordingly, out of total 26807488, E- Votes and Votes Polled at AGM; 26807487 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 01 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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.



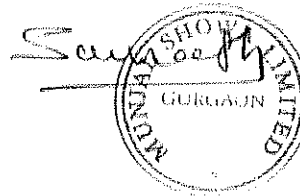
All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For Satyender Kumar & Associates
(Company Secretaries)

Countersigned by

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



Aleemuddin
Witness 1:

Witness 2 :

Name *NEERAJ MITTAL*
Address
Kush-506, Agrasen Awas
66, 2nd F. EXT. DELHI-110092

Name *Sapna*
Address
C/98, Ashok Vihar
(Phase II), Gurgaon

Folio No./Client ID No.

IN300118 / 11562858

Aleemuddin
Signatures

Signatures

Sapna

Place: Gurgaon
Date: August 24, 2016