

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
MSL/SECT/16/ Corporate Identity Number : L34101HR1985PLC020934 **August 26, 2016**
Ph. : 0124-4783000, 4783100, 2341001 Fax : 0124-2341359

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

MUNJALSHOWA

Dear Sir,

Sub: Regulations 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceedings and details of the voting result of the 31st Annual General Meeting respectively

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)

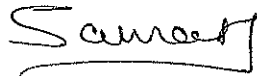
Further pursuant the Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting result of the business transacted at the AGM.

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



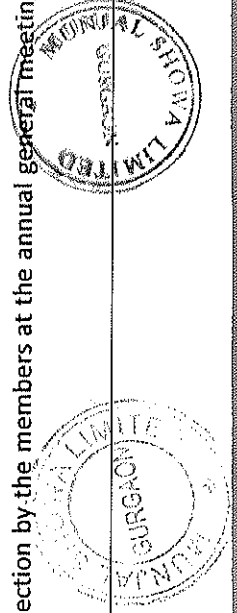
(SAURABH AGRAWAL)
Company Secretary

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

THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WAS HELD ON WEDNESDAY, THE 24TH DAY OF AUGUST 2016 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURGAON-122015 (HARYANA)

S. No.	Particulars	Details
1	Date of AGM	August 24, 2016
2	Director's Present:	<ol style="list-style-type: none"> 1. Mr. Devi Singh- Chairman- Authorized representative of Nomination & Remuneration Committee 2. Mr. Isao Ito- Joint Managing Director 3. Mr. Nand Lal Dhameja- Director- Authorized representative of Audit Committee & Chairman - Stakeholders Relationship Committee 4. Mr. Yogesh Chander Munjal- Managing Director
	In attendance:	<ol style="list-style-type: none"> 1. Mr. Pankaj Gupta- Chief Financial Officer 2. Mr. Saurabh Agrawal- Company Secretary 3. Mr. Deepak Mittal- Authorized representative of statutory auditor i.e. M/s. S.R. Batliboi & Co., LLP. 4. Mr. Satyender Kumar- M/s. Satyender Kumar & Associates, Company Secretaries- Secretarial Auditor of the Company
3	Total No. of shareholders on record date	As of Cut-off date i.e. August 17, 2016- 13590
4	No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	2 170
5	No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	Not Applicable, as no video conferencing facility was made available

Mr. Saurabh Agrawal, Company Secretary, welcomed the attendees. He informed the shareholders that Mr. Devi Singh, Chairman, would preside over the meeting. The requisite quorum being present, Company Secretary called the meeting to order. He stated that the Annual Report 2015-16 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. Devi Singh, Chairman, to commence the Meeting.



Mr. Singh introduced the directors and officers sitting on the dais. With the permission of the members present, the notice convening the 31st 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 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, 2016 (9:00 a.m.) to August 23, 2016 (5:00 p.m.) on all the resolutions set forth in the 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. He further informed that there would be no voting by show of hands.

The members were informed that the Board of Directors have 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.

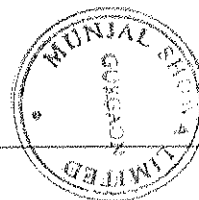
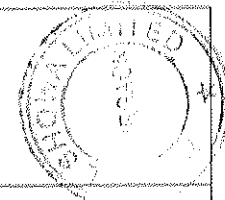
The Chairman informed that Mr. Satyendra Kumar, the scrutinizer would consolidate the results of remote e-voting and results of polling ballot voting at the meeting and then submit his report. The results along with the consolidated scrutinizer's report would be placed on the Company's website and would be communicate to the stock exchanges within 48 hours of the conclusion of the annual general meeting.

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

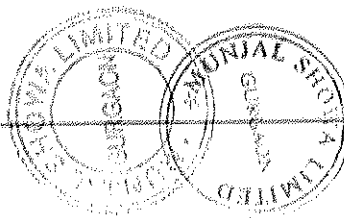


B. RESULTS OF THE 31ST ANNUAL GENERAL MEETING

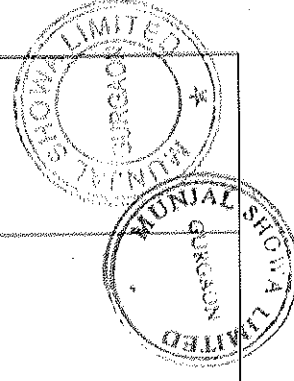
S. No	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 including Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the Financial 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: "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), Mrs. Charu Munjal, 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."	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
4	Ratification of Appointment of Statutory Auditors: "RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee, the appointment of M/s S R Batliboi & Company LLP, Chartered Accountants, Gurgaon (ICAI Firm registration No. 301003E/E300005), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-second AGM of the Company to be held in the year 2017 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors. 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"	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority



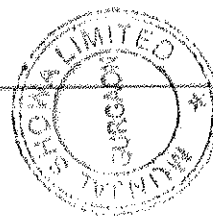
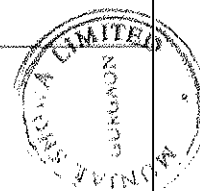
5	<p>Amendment to Memorandum of Association of the Company:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approval(s) required under all other applicable laws and regulations, if any, consent of the members be and is hereby accorded to amend / alter the Memorandum of Association of the Company and to align the same with the provisions of the Companies Act, 2013 and Rules made thereunder.</p> <p>RESOLVED FURTHER THAT the heading of the existing Clause III A, "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" be and is hereby substituted with the heading "The Objects to be pursued by the Company on its Incorporation are:"</p> <p>RESOLVED FURTHER THAT the heading of the existing Clause III B, "THE OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:" along with its clause 1 to 27 be and is hereby replaced with the heading "The Matters which are necessary for furtherance of the objects specified in Clause III A are:" along with new clauses 1 to 39.</p> <p>RESOLVED FURTHER THAT Clause III C (the Other Objects 1 to 70) of the Memorandum of Association of the Company be and is hereby completely deleted.</p> <p>RESOLVED FURTHER THAT the existing Clause IV of Memorandum of Association of the Company be and is hereby substituted with the new</p> <p>Clause IV to be read as:</p> <p>Clause IV: <i>"The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.</i></p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."</p> <p>Adoption of new set of the Articles of Association in accordance with Companies Act, 2013:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of</p>	Special	E-voting and ballot paper at the AGM	Passed with requisite majority
6	<p>"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of</p>	Special	E-voting and ballot paper at the AGM	Passed with requisite majority



	<p>the members be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."</p>			
7	<p>Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Managing Director:</p> <p>"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration 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 re-appointment of Mr. Yogesh Chander Munjal, as Managing Director of the Company for a further period of five years with effect from September 01, 2016 to August 31, 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 re-appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and Mr. Yogesh Chander Munjal.</p> <p>RESOLVED FURTHER THAT Mr. Yogesh Chander Munjal 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. Yogesh Chander Munjal, 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 limits as may be prescribed from time to 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 ballot paper at the AGM	Passed with requisite majority



8	<p>Appointment of Mr. Pankaj Munjal (Din 0005330) as an Independent Director of the Company:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Pankaj Munjal, Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 24, 2016 to August 23, 2021.</p> <p>Variation in the Terms of Appointment of Mr. Isao Ito, (DIN 05134031), Joint 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 Thirtieth Annual General Meeting held on August 26, 2015, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Isao Ito, Joint Managing Director of the Company be increased to Rs. 12,00,000/- per month from the existing Rs. 10,50,000/- per month and special pay shall be Rs. 2,00,000/- per month from the existing Rs. 1,00,000/- per month with effect from September 01, 2016 for the remaining period of his tenure.</p>	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
9	<p>RESOLVED FURTHER THAT Mr. Isao Ito, Joint Managing Director of the Company 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 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. Isao Ito, 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 limits as may be prescribed from time to 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>	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority



C. 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, 2016
No. of shareholders on record date i.e. August 17, 2016	13590
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	2
- Public:	170
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

The mode of voting for all the resolutions was:

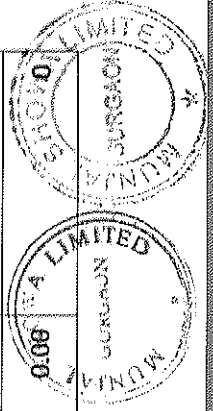
1. E-voting conducted between Sunday, August 21, 2016 at 9.00 a.m. to Tuesday, August 23, 2016 at 5.00 p.m. and
2. Poll conducted at the Meeting

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, 2016 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."

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
Promoter and Promoter	E-Voting	26004000	-2	(3)=[(2)/(1)]* 100	-4	-5	6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			0	0.000	0	0	0.00	



Group	Poll	26000000	99.985	26000000	0	100	0
	Total	26000000	99.985	26000000	0	100	0
Public-Institutions	E-Voting	803545	53.683	803545	0	100	0
	Poll	0	0.000	0	0	0	0
	Total	803545	53.683	803545	0	100	0
Public-Non Institutions	E-Voting	2221	0.018	2221	0	100	0
	Poll	1722	0.014	1721	1	99.942	0.058
	Total	3943	0.032	3942	1	99.975	0.025
Total		26807488	67.027	26807487	1	100.000	0.000

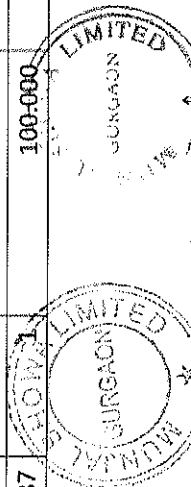
Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 2: Ordinary Resolution

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.

Whether promoter/ promoter group are interested in the agenda/resolution?							
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
Promoter and Promoter Group		-1	-2	(3)=[(2)/(1)]* 100	-4	-5	6)=[(4)/(2)]*100
	E-Voting		0	0.000	0	0	0
	Poll	26004000	26000000	99.985	26000000	0	100
Public-Institutions	Total		26000000	99.985	26000000	0	100
	E-Voting		803545	53.683	803545	0	100
	Poll	1496831	0	0.000	0	0	0
Public-Non Institutions	Total		803545	53.683	803545	0	100
	E-Voting		2221	0.018	2221	0	100
	Poll	12494169	1722	0.014	1721	1	99.942
Total	Total		3943	0.032	3942	1	99.975
		39995000	26807488	67.027	26807487	1	100.000
							0.000

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



Resolution No. 3: Ordinary Resolution

To appoint Mrs. Charu Munjal (DIN 03094545), as Director liable to retire by rotation.

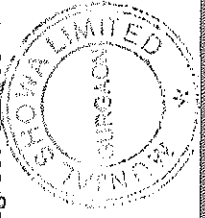
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mrs. Charu Munjal, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

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	0.000	0	0	0.00	0	
	Poll	26004000	26000000	99.985	26000000	0	100	0	
	Total		26000000	99.985	26000000	0	100	0	
Public-Institutions	E-Voting		803545	53.683	0	803545	0	100	
	Poll	1496831	0	0.000	0	0	0	0	
	Total		803545	53.683	0	803545	0	100	
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0	
	Poll	12494169	1722	0.014	1721	1	99.942	0.058	
	Total		3943	0.032	3942	1	99.975	0.025	
Total		39995000	26807488	67.027	26003942	803546	97.003	2.997	

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

Resolution No. 4: Ordinary Resolution
Ratification of Appointment of Statutory Auditors.

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee, the appointment of M/s S R Batliboi & Company LLP, Chartered Accountants, Gurgaon (ICAI Firm registration No. 301003E/E300005), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-second AGM of the Company to be held in the year 2017 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.



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?								
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	$(3)=[(2)/(1)]*\frac{100}{100}$	-4	-5	$6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.00	0
	Poll	26004000	26000000	99.985	26000000	0	100	0
	Total		26000000	99.985	26000000	0	100	0
Public-Institutions	E-Voting		803545	53.683	803545	0	100	0
	Poll	1496831	0	0.000	0	0	0	0
	Total		803545	53.683	803545	0	100	0
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0
	Poll	12494169	1722	0.014	1721	1	99.942	0.058
	Total		3943	0.032	3942	1	99.975	0.025
Total		39995000	26807488	67.027	26807487	1	100.000	0.000

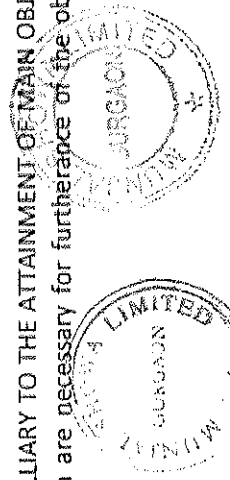
Based on the above, the Ordinary Resolution has been passed with requisite majority.

Resolution No. 5: Special Resolution
Amendment to Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approval(s) required under all other applicable laws and regulations, if any, consent of the members be and is hereby accorded to amend / alter the Memorandum of Association of the Company and to align the same with the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT the heading of the existing Clause III A, "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" be and is hereby substituted with the heading "The Objects to be pursued by the Company on its Incorporation are:"

RESOLVED FURTHER THAT the heading of the existing Clause III B, "THE OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF MAIN OBJECTS ARE:" along with its clause 1 to 27 be and is hereby replaced with the heading "The Matters which are necessary for furtherance of the objects specified in Clause III A are:" along with new clauses 1 to 39.



RESOLVED FURTHER THAT Clause III C (the Other Objects 1 to 70) of the Memorandum of Association of the Company be and is hereby completely deleted.

RESOLVED FURTHER THAT the existing Clause IV of Memorandum of Association of the Company be and is hereby substituted with the new Clause IV to be read as:

Clause IV: "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No
		-1	-2	(3)=[(2)/(1)]*100	-4	-5	6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.00	0	0
	Poll	26004000	26000000	99.985	26000000	0	100	0	0
	Total		26000000	99.985	26000000	0	100	0	0
Public Institutions	E-Voting		803545	53.683	803545	0	100	0	0
	Poll	1496831	0	0.000	0	0	0	0	0
	Total		803545	53.683	803545	0	100	0	0
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0	0
	Poll	12494169	1722	0.014	1721	1	99.942	0.058	0
	Total		3943	0.032	3942	1	99.975	0.025	0
Total		39995000	26807488	67.027	26807487	1	100.000	0.000	0

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



Resolution No. 6: Special Resolution

Adoption of new set of the Articles of Association in accordance with Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

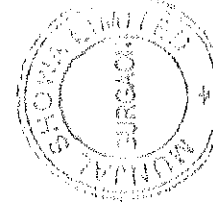
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

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)]*100	-4	-5	6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.00	0
	Poll	26004000	26000000	99.985	26000000	0	100	0
	Total		26000000	99.985	26000000	0	100	0
Public-Institutions	E-Voting		803545	53.683	792448	11097	98.619	1.381
	Poll	1496831	0	0.000	0	0	0	0
	Total		803545	53.683	792448	11097	98.619	1.381
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0
	Poll	12494169	1722	0.014	1721	1	99.942	0.058
	Total		3943	0.032	3942	1	99.975	0.025
Total		39995000	26807488	67.027	26796390	11098	99.959	0.041

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

Resolution No. 7: Special Resolution

Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Managing Director



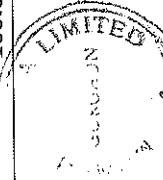
"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory 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 re-appointment of Mr. Yogesh Chander Munjal, as Managing Director of the Company for a further period of five years with effect from September 01, 2016 to August 31, 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 re-appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and Mr. Yogesh Chander Munjal.

RESOLVED FURTHER THAT Mr. Yogesh Chander Munjal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mr. Yogesh Chander Munjal, 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 limits as may be prescribed from time to 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	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	0.000	0	0	0.00	0	
	Poll	26004000	26000000	99.985	26000000	0	100	0	
	Total		26000000	99.985	26000000	0	100	0	
Public-Institutions	E-Voting		803545	53.683	803545	0	100	0	
	Poll	1496831	0	0.000	0	0	0	0	
	Total		803545	53.683	803545	0	100	0	
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0	
	Poll	12494169	1722	0.014	1721	1	99.942	0.058	
	Total		3943	0.032	3942	1	99.975	0.025	
Total		39995000	26807488	67.027	26807487	1	100.000	0.000	



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

Resolution No. 8: Ordinary Resolution
Appointment of Mr. Pankaj Munjal (Din 000053330) as an Independent Director of the Company

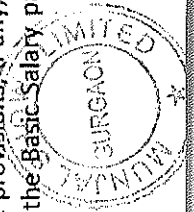
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Pankaj Munjal, Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 24, 2016 to August 23, 2021.

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	No
		-1	-2	(3)=[(2)/(1)]*100	-4	-5	6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.00	0	0
	Poll	26004000	26000000	99.985	26000000	0	100	0	0
	Total		26000000	99.985	26000000	0	100	0	0
Public-Institutions	E-Voting		803545	53.683	0	803545	0	0	100
	Poll	1496831	0	0.000	0	0	0	0	0
	Total		803545	53.683	0	803545	0	0	100
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0	0
	Poll	12494169	1722	0.014	1721	1	99.942	0.058	0.058
	Total		3943	0.032	3942	1	99.975	0.025	0.025
Total		39995000	26807488	67.027	26003942	803546	97.003	2.997	

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

Resolution No. 9: Ordinary Resolution
Variation in the Terms of Appointment of Mr. Isao Ito, (DIN 05134031), Joint Managing Director of the Company

"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 Thirtieth Annual General Meeting held on August 26, 2015, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Isao Ito, Joint Managing Director of the



Company be increased to Rs. 12,00,000/- per month from the existing Rs. 10,50,000/- per month and special pay shall be Rs. 2,00,000/- per month from the existing Rs. 1,00,000/- per month with effect from September 01, 2016 for the remaining period of his tenure.

RESOLVED FURTHER THAT Mr. Isao Ito, Joint Managing Director of the Company shall be liable to retire by rotation in pursuance of section 152 and any other provisions of the Companies Act, 2013.

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. Isao Ito, 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 limits as may be prescribed from time to 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.

Director(s) to give effect to the aforesaid resolution.								
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	0.000	0	0	0.00	0
	Poll	26004000	26000000	99.985	26000000	0	100	0
	Total		26000000	99.985	26000000	0	100	0
Public-Institutions	E-Voting	1496831	803545	53.683	803545	0	100	0
	Poll		0	0.000	0	0	0	0
	Total		803545	53.683	803545	0	100	0
Public-Non Institutions	E-Voting		2221	0.018	2221	0	100	0
	Poll	12494169	1722	0.014	1721	1	99.942	0.058
	Total		3943	0.032	3942	1	99.975	0.025
Total		39995000	26807488	67.027	26807487	1	100.000	0.000

Based on the above, the Ordinary Resolution has been 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.



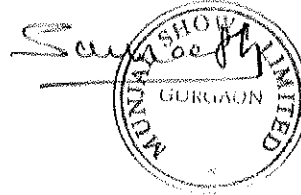
All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For Satyender Kumar & Associates
(Company Secretaries)

Countersigned by

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



Neeraj Mittal
Witness 1:

Witness 2 :

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

Name *Sapna*
Address
C/96, Ashok Vihar
(Phase II), Gurgaon

Folio No./Client ID No.

IN300118 / 11562858

Neeraj Mittal
Signatures

Signatures

Place: *Gurgaon*
Date: August 24, 2016

Sapna