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
Ph. : 0124-4783000, 4783100, 2341001 Fax : 0124-2341359

COURIER E-mail

MSL/SECT/15/ August 27, 2015

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

Reg: Clause 35A of The Listing Agreement Regarding Voting Results of the Annual General Meeting of the Company held on 26th day of August 2015.

Dear Sir,

Please find enclosed voting result of the Annual General Meeting of the Company, which was held on 26th day of August 2015 at the Company's Registered office located at 9-11, Maruti Industrial Area, Sector-18, Gurgaon-122015, Haryana.

This is for your information and record please.

Please acknowledge the receipt.

Thanking You.

Yours Faithfully,
For MUNJAL SHOWA LIMITED

MUNJAL SHOWA LIMITED GURGAON

(SAURABH AGRAWAL)
Company Secretary

Encl: As above

MUNJAL SHOWA LTD.

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Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Date of AGM	**August 26, 2015**
No. of shareholders on record date	**12597**
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	 **2** **158**
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	**Not Applicable, as no video conferencing facility was made available**

AGENDA WISE

The mode of voting for all the resolutions was:

1. **E-voting conducted between Sunday, August 23, 2015 at 9.00 a.m. to Tuesday, August 25, 2015 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, 2015 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."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

MUNJAL SHOWA LIMITED GURGAON

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 2: Ordinary Resolution

"RESOLVED THAT a final dividend of Rs. 4.00/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2014-15 be and is hereby approved and declared."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 3: Ordinary Resolution

"RESOLVED THAT Mr. Ashok Kumar Munjal (DIN 00003843), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	357809	33224	91.50	8.50
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26360932	33224	99.87	0.13

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

Resolution No. 4: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s S R Batliboi & Company LLP, Chartered Accountants, Gurgaon (ICAI Firm registration No. 301003E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-first AGM of the Company to be held in the year 2016 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."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 5: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Matsui Masanao (DIN 00340218), who was appointed as an additional Director of the Company by the Board of Directors w.e.f. May 22, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company and who holds office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has receive a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}* 100	(4)	(5)	(6) = {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	379936	11097	97.16	2.84
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26383059	11097	99.96	0.04

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

Resolution No. 6 : Ordinary Resolution

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and in partial modification of the earlier Resolution passed by the shareholders in the Twenty Ninth Annual General Meeting held on August 28, 2014, 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 (DIN 05134031) be increased to Rs. 10,50,000/- per month from the existing Rs. 9,00,000/- per month and Special Pay of Rs. 1,00,000/- per month w.e.f. September 01, 2015 for the remaining period of his tenure.

RESOLVED FURTHER THAT all other terms and conditions of his appointment including remuneration (Including allowances, perquisites and benefits) shall remain unchanged.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to him in any 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."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional	585649	391033	66.77	391033	0	100	0

holders							
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 7: Special Resolution

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and in partial modification of the earlier Resolution passed by the shareholders in the Twenty Ninth Annual General Meeting held on August 28, 2014, the consent of the Company be and is hereby accorded under Sections 196, 197, 203, read 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. Yogesh Chander Munjal- Managing Director (DIN 00003491) be increased to Rs. 14,50,000/- per month from Rs. 13,00,000/- per month w.e.f. September 01, 2015 for the remaining period of his tenure.

RESOLVED FURTHER THAT all other terms and conditions of his appointment including remuneration (Including allowances, perquisites and benefits) shall remain unchanged.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to him in any 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."

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3) = {(2)/(1)}*100	(4)	(5)	(6) = {(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	585649	391033	66.77	391033	0	100	0
Public others	13405351	3123	0.02	3123	0	100	0
Total	39995000	26394156	65.99	26394156	0	100	0

Based on the above, the Special Resolution has been passed unanimously.

FOR MUNJAL SHOWA LIMITED

(SAURABH AGRAWAL)
COMPANY SECRETARY
MEMBERSHIP NO 36163

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),

SATYENDER KUMAR & ASSOCIATES * GURGAON * COMPANY SECRETARIES

"Ganpati Sadan" 99, Sector-40, Gurgaon - 122001, Haryana, India
Tel. : +91-124-2383399, 4047099 • Mobile : 9811278266 • E-mail : satyenderfcs@rediffmail.com ; satyenderfcs@gmail.com

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.

SATYENDER KUMAR & ASSOCIATES * COMPANY SECRETARIES * GURGAON

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%

SATYENDER KUMAR & ASSOCIATES * COMPANY SECRETARIES * GURGAON

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%

SATYENDER KUMAR & ASSOCIATES GURGAON

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

SATYENDER KUMAR & ASSOCIATES * COMPANY SECRETARIES * GURGAON

Countersigned by

Chairman of the Meeting

Witness 1 : Sohini Gupta.

Name: SOHINI GUPTA

Address: H.No - 408, SECTOR - 4 GURGAON 122001

Witness 2 :

Name: ARVIND KOHLI

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

Folio No. /Client ID No. IN301549/31866183 **Folio No. /Client ID No.** IN300781/10038522

Sohini Gupta.

Signatures:

Signatures:

Place: Gurgaon
Date: August 26, 2015