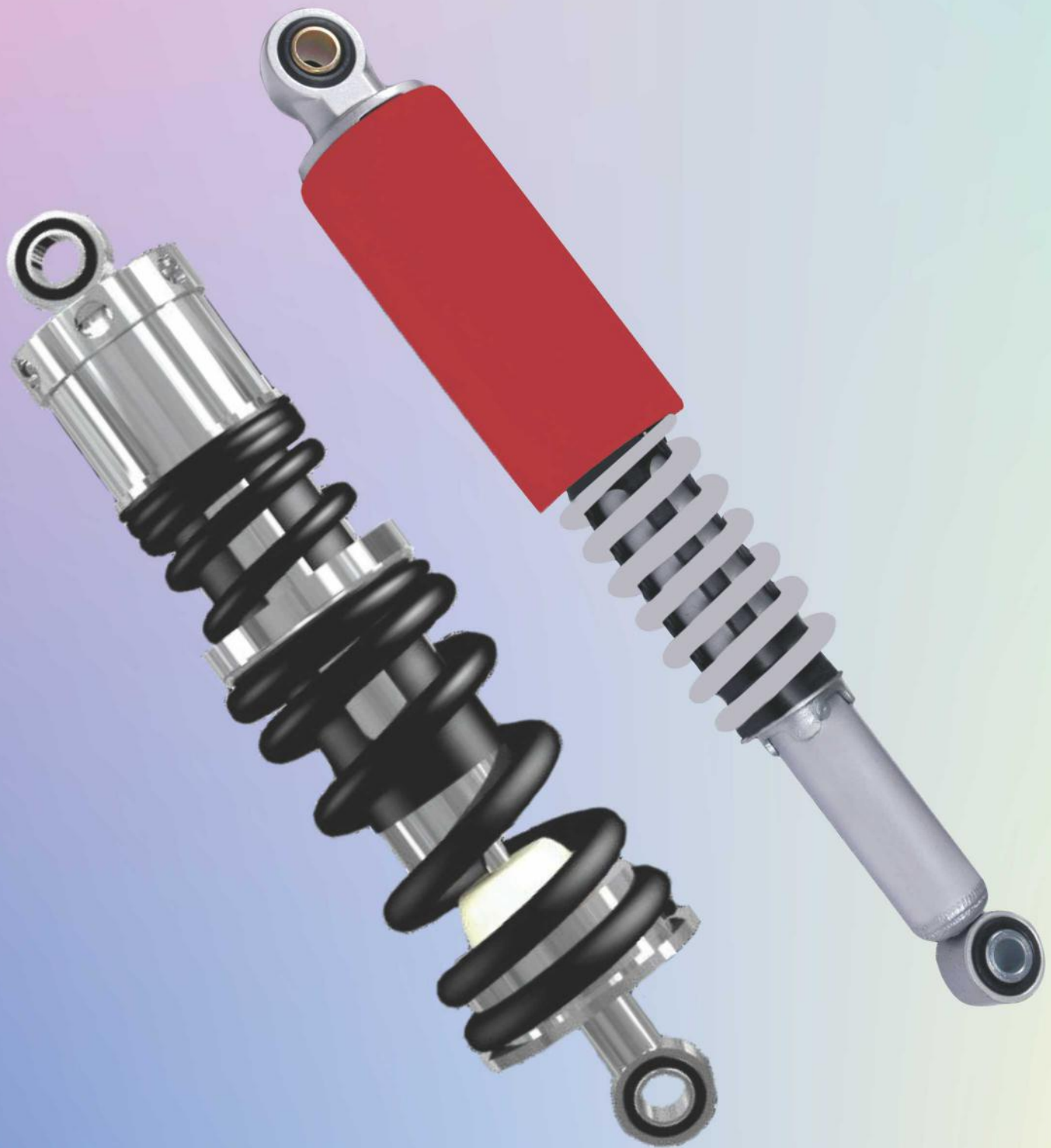


MUNJAL SHOWA LTD.



33rd Annual Report 2017-18

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BOARD OF DIRECTORS

Mr. Yogesh Chander Munjal (Chairman & Managing Director)
 Mr. Shigeki Kobayashi (Joint Managing Director)
 Mr. Yasuhiro Yamamoto (w.e.f May 30, 2018)
 Mr. Teruyoshi Sato (upto May 30, 2018)
 Mr. Ashok Kumar Munjal
 Mrs. Charu Munjal
 Mr. Pankaj Munjal
 Mr. Devi Singh
 Mr. Vinod Kumar Agrawal
 Mr. Surinder Kumar Mehta
 Mr. Nand Lal Dhameja

AUDIT COMMITTEE

Mr. Vinod Kumar Agrawal-Chairman
 Mr. Devi Singh- Member
 Mr. Nand Lal Dhameja- Member
 Mr. Ashok Kumar Munjal- Member

SHARE TRANSFER/ STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Nand Lal Dhameja-Chairman
 Mr. Yogesh Chander Munjal-Member
 Mr. Shigeki Kobayashi- Member
 Mr. Ashok Kumar Munjal-Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Surinder Kumar Mehta-Chairman
 Mr. Vinod Kumar Agrawal-Member
 Mr. Devi Singh-Member
 Mr. Yogesh Chander Munjal (w.e.f. May 01, 2018)

CSR COMMITTEE

Mr. Yogesh Chander Munjal- Chairman
 Mr. Vinod Kumar Agrawal- Member
 Mr. Shigeki Kobayashi- Member

RISK MANAGEMENT COMMITTEE (Non-Mandatory)

Mr. Yogesh Chander Munjal- Chairman
 Mr. Pankaj Gupta-Member
 Mr. K. Chakravorty-Member

CHIEF FINANCIAL OFFICER

Mr. Pankaj Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Saurabh Agrawal

STATUTORY & TAX AUDITORS

M/s Deloitte Haskins & Sells LLP, Gurugram

INTERNAL AUDITORS

M/s Vaish & Associates, Chartered Accountants, New Delhi

SECRETARIAL AUDITORS

M/s Satyender Kumar & Associates, Gurugram

BANKERS

The Bank of Tokyo- Mitsubishi UFJ Limited
 Standard Chartered Bank
 State Bank of India
 Citi Bank N.A.
 Canara Bank
 HDFC Bank Limited
 Kotak Mahindra Bank Limited

SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
 F-65, Okhla Industrial Area, Phase I,
 New Delhi- 110 020
 Tel: 011-41406149-52; Fax: 41709881
 Email: helpdeskdelhi@mcsregistrars.com

TECHNICAL & FINANCIAL COLLABORATOR

Showa Corporation 1-14-1, Fujiwara -Cho Gyoda-shi Saitama Ken, Japan

REGISTERED OFFICE & WORKS

Gurugram Plant & Registered Office
 9-11, Maruti Industrial Area, Sector-18,
 Gurugram-122015, Haryana

Manesar Plant

Plot No. 26 E & F, Sector 3, IMT Manesar,
 Gurugram- 122 050, Haryana

Haridwar Plant

Plot No. 1, Industrial Park-2, Phase-1,
 Salempur Mehdood, Haridwar- 249403, Uttarakhand

YEARLY FINANCIAL RESULTS AT A GLANCE

	March'18	March'17	March'16	March'15	March'14
Share Capital	799.93	799.93	799.93	799.93	799.93
Reserve & Surplus	56162.32	50466.90	44492.09	40272.34	34812.93
Total Shareholder's Funds	56962.25	51266.83	45292.02	41072.27	35612.86
Unsecured Loans	0.00	0.00	0	0.00	0.00
Secured Loan	0.00	0.00	0	0.00	0.00
Total Term Liability	0.00	0.00	0	0.00	0.00
Liabilities & Provisions	22367.92	16309.94	15661.41	20202.78	21,814.06
Total Assets / Liabilities	79330.17	67576.76	60953.42	61275.04	57426.91
Revenue from operations (Net Excise duty & GST)	160210.77	147724.69	150183.71	164296.67	159797.31
(% Growth year on year)	0.08	-0.02	-8.59%	2.82%	2.64%
Profit Before Interest Depn. & Tax (PBDIT)	13379.62	11707.16	11727.48	13542.34	11129.86
Profit Before Interest Depn. & Tax (PBDIT)-%	8.35	7.92	7.81	8.24	6.97
Interest	14.93	5.40	12.19	44.54	270.32
Depreciation	2824.46	2906.22	2929.84	2867.09	2840.99
Profit Before Tax (PBT)	10540.23	8795.55	8785.45	10630.71	8018.55
Profit After Tax (PAT)	7751.42	6071.33	6115.23	7562.89	6970.09
Earnings per Share (EPS) (Rs.)	19.38	14.14	15.29	18.91	17.43
Book Value per Share (Rs.)	142.42	128.18	113.24	102.69	89.03
Dividend payout %	# 225%	200%	200%	200%	175.00%
Dividend per share	# 4.5	4.00	4.00	4.00	3.50

Recommended by Board of Directors

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WILL BE HELD ON WEDNESDAY, THE 26TH DAY OF SEPTEMBER 2018 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (HARYANA) TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board and Auditors thereon.

"RESOLVED THAT the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2018 and the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare a dividend on equity shares for the financial year ending 2017-18.

"RESOLVED THAT a final dividend of Rs. 4.5/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2017-18 be and is hereby approved and declared."

3. To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment.

"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(s) thereof, for the time being in force), Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To appoint a director in place of Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-appointment.

"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(s) thereof, for the time being in force), Mr. Yogesh Chander Munjal (DIN 00003491), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. To ratify the appointment of Statutory Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the resolution passed by the members at the 32nd Annual General Meeting for appointing M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be determined of the Board, the Company hereby ratifies and confirms the appointment of M/s. Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company from the conclusion of 33rd Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company (i.e. for the financial year ending 31st March, 2019) on such remuneration as may be decided by the Board in consultation with Auditors plus applicable tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT the annual ratification of appointment of Statutory Auditors at every annual general meeting, for their remaining term as aforesaid, shall be done, if so required under the Act.

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”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

6. Appointment of Mr. Yasuhiro Yamamoto (DIN 08127304) as a Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yasuhiro Yamamoto (DIN 08127304), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 30, 2018 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

7. Variation in the Terms of Appointment of Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi (DIN 07626553), Joint Managing Director of the Company be increased to Rs. 16,00,000/- per month from the existing Rs. 13,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure.”

“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. Shigeki Kobayashi, Joint Managing Director in a particular Financial Year will be subject to the overall ceiling limit laid down in Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.”

“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.”

8. Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491), 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 Thirty Second Annual General Meeting held on August 24, 2017, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal (DIN 00003491), Managing Director of the Company be increased to Rs. 19,00,000/- per month from the existing Rs. 17,50,000/- per month with effect from September 01, 2018 for the remaining period of his tenure.”

“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. Yogesh Chander Munjal, Managing Director in a particular Financial Year will be subject to the overall ceiling limit laid down in Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.”

“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 to give effect to the aforesaid resolution.”

9. Re-appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director of the Company

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

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 to give effect to the aforesaid resolution.”

10. Re-appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director of the Company

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

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 to give effect to the aforesaid resolution.”

11. Re-appointment of Mr. Nand Lal Dhameja (DIN 02351762) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and the Nomination and Remuneration Policy of the Company, Mr. Nand Lal Dhameja (DIN 02351762), Independent Director of the Company, whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided

in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years with effect from April 1, 2019 to 31st March 2024, who shall not be liable to retire by rotation.

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 to give effect to the aforesaid resolution."

12. Re-appointment of Dr. Devi Singh (DIN 00015681) as an Independent Director of the Company

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

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 to give effect to the aforesaid resolution."

Place: Gurugram
Dated: May 30, 2018

By Order of the Board of Directors,
for **MUNJAL SHOWA LIMITED**

Registered Office:

9-11, Maruti Industrial Area
Sector- 18, Gurugram, Haryana - 122 015
Email: cs@munjalshowa.net
Website: www.munjalshowa.net
CIN: L34101HR1985PLC020934
Phone No. 0124-4783000 **Fax No.** 0124-2341359

SAURABH AGRAWAL
COMPANY SECRETARY
Membership No. A36163

NOTES:-

- 01) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

The attendance slip and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

- 02) Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 03) A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting (hereinafter referred as "AGM") is annexed herewith as Annexure A.
- 04) In terms of Section 152 of the Companies Act, 2013, Mrs. Charu Munjal & Mr. Yogesh Chander Munjal, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their re-appointments. Brief resume of such directors is given in Annexure A.
- 05) The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 6 to 12 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed hereto.
- 06) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 07) Pursuant to Section 91 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purpose of 33rd AGM of the Company and for determining the entitlement of the shareholders for dividend for the financial year 2017-18, as may be approved by the Members at the meeting.
- 08) Members are requested to note that under Section 124 and Section 125 of Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further all shares, in respect of which dividends remain unclaimed for seven consecutive years or more, have been transferred to the IEPF.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2009-10 to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2009-10 onwards on the website of the IEPF Authority viz. www.iepf.gov.in and under 'Investors' section on the website of the Company, www.munjajshowa.net.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Registrar before the same becoming due for transfer to the Investor Education and Protection Fund.

- 09) Members are requested to notify immediately any change of address including their email IDs:
- i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - ii) To the Company's Registrar, MCS Share Transfer Agent Limited, F-65 Okhla Industrial Area, Phase I, New Delhi 110 020 in respect of their physical share folios, if any, quoting their folio number.
- 10) Electronic Clearing Service (ECS) Facility
- The Company has provided a facility to the Members for remittance of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the major cities and towns. Members holding shares in the physical form who wish to avail ECS facility may authorize the Company with their ECS mandate in the prescribed Form which can be obtained from the Company upon request.
- 11) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members / transferee(s) are required to furnish a copy of their PAN to the Company / Registrar & Transfer Agent, MCS Share Transfer Agent Limited.
- 13) Members are requested to bring their copy of the Annual Report to the AGM. In order to enable us to register your attendance at the venue of the AGM, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
- 14) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 15) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register their email id.
- 16) A Route Map along with prominent landmark showing directions for easy location to reach the venue of the 33rd AGM is annexed to the notice as per the requirement of the Secretarial Standards.
- 17) All the relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Munjal Showa Limited, Plot No. 9 to 11, Maruti Industrial Area, Sector 18, Gurugram (HR) 122015 on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
- 18) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the members are provided with the facility to cast their votes on the resolutions through e-voting as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 33rd AGM. The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through ballot/polling paper shall also be made available at the venue of the 33rd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, August 25, 2018 have the option to request for physical copy of the Ballot Form by sending an e-mail to cs@munjalshowa.net by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than one day before the General Meeting. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Members may also note that the Notice of the 33rd AGM and the Annual Report for FY 2017-18 will be available on the Company's website www.munjalshowa.net for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@munjalshowa.net.

The Company has appointed Mr. Satyender Kumar (FCS 4087), Proprietor- M/s Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Wednesday, September 19, 2018.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than three (3) days after the conclusion of the AGM to the Chairman of the Company.

The Chairman, or any other director authorized by the board, shall declare the result if the voting forthwith.

The Results alongwith the Scrutinizer's Report shall be placed on the Company's website www.munjalshowa.net and on the website of CDSL e-Voting i.e. www.evotingindia.com immediately after the results are declared by the Chairman or any Director authorized by the Chairman, and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be posted on the notice board of the Company at the registered office as well as at the head office and corporate office of the Company, if any.

The instructions to members for voting electronically are as under:-

- i. The voting period begins on Sunday, September 23, 2018 at 9.00 a.m. and ends on Tuesday, September 25, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Tuesday, September 25, 2018.
- ii. Members holding shares in physical or in demat form as on Wednesday, September 19, 2018 shall only be eligible