

# MUNJAL SHOWA LIMITED

Registered Office & Works : 9-11, Maruti Industrial Area, Sector - 18, Gurugram - 122 015 (Haryana) INDIA  
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net  
Corporate Identity Number : L34101HR1985PLC020934  
Phone : 0124-4783000

August 20, 2025

The D.G.M. (Listing)  
Corporate Relation Department  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
Security Code: 520043

The Asst. Vice President  
Listing Department  
National Stock Exchange of India  
Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: MUNJALSHOW

## Sub: Proceedings of 40<sup>th</sup> Annual General Meeting

Dear Sir/Madam,

We wish to inform you that the 40<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held today, viz. August 20, 2025 through video conferencing (VC)/ other audio visual means (OAVM). In this regard, please find enclosed the Proceedings of the 40<sup>th</sup> AGM of the Company in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, we wish to inform you that the results of remote e-voting and e-voting exercised at the AGM shall be announced within the stipulated time of two working days from the conclusion of the AGM. The results will be displayed at the Notice Board at the Registered Office of the Company and shall also be placed on the website of the Company and on the website of CDSL i.e. the agency engaged for the purpose of providing remote e-voting and facility of e-voting at the AGM, and will be disseminated simultaneously to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites.

This is for your information and further dissemination.

Thanking you,

For MUNJAL SHOWA LIMITED

*Neha Bansal*  
(Neha Bansal)  
Company Secretary & Compliance Officer  
Membership No.: A38848

Encl: as above



## **Summary of Proceedings of 40<sup>th</sup> Annual General Meeting of Munjal Showa Limited**

The 40<sup>th</sup> Annual General Meeting ('AGM' or 'meeting') of members of the Company was held on August 20, 2025 at 11:00 A.M. through video conferencing (VC)/ other audio visual means (OAVM).

The meeting was held in compliance with latest General Circular issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder.

Mr. Yogesh Chander Munjal, Chairman and Managing Director of the Company chaired the meeting, welcomed the members, fellow Board members and other stakeholders present at the virtual AGM and started the formal proceedings of the meeting after ascertaining that the requisite quorum was present.

The Chairman introduced the members of the Board of Directors including the Chairman of the Audit Committee and Chairman of the Stakeholders' Relationship Committee, Chief Financial Officer and Company Secretary present at the meeting through VC from their respective locations. The Chairman further introduced representatives of the Statutory Auditors and Secretarial Auditors who attended the meeting through VC from their respective locations in compliance with the requirements of the Secretarial Standard-2 on General Meeting.

The Chairman further informed that due to preoccupation, Mr. Tetsuya Katsumata is not able to attend the meeting.

A total of Seventy-Six (76) Members attended the meeting through VC.

The Chairman being satisfied, declared that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote on the items considered at the meeting.

The Notice of the 40<sup>th</sup> AGM and the Annual Report for the financial year ended March 31, 2025, had already been circulated to the Members of the Company electronically.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the AGM. The Chairman further informed that the Company had engaged Central Depository Services (India) Limited ("CDSL"), to provide the facility for remote e-voting and e-voting during the AGM and participation in the AGM through VC / OAVM facility.

The remote e-voting commenced on Sunday, August 17, 2025 (9:00 a.m. IST) and ended on Tuesday, August 19, 2025 (5:00 p.m. IST). The Chairman informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote through remote e-voting.

The Chairman informed that the statutory registers and other documents as required under the Companies Act, 2013 were available for electronic inspection by the members. He further



informed that proxy register was not available for inspection as the facility for appointment of proxies was not applicable. As the notice of AGM was made available to all the members, the same was taken as read. He further informed that there are no qualifications/observations or an adverse remark in the Statutory Auditors' Report. However, there were some observations in the Secretarial Audit Report mentioned below:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. There are no qualifications, reservation, adverse remark, observations, comments or disclaimer given by the Auditors in their Reports except mentioned below:

1. The audit trail has not been enabled in respect of changes for relevant tables made by users with privileged access and audit trail has not been enabled at the database level to log any direct data changes. Consequently, we are unable to validate whether there were any instances of the audit trail feature being tampered with.
2. Form MR-2 has filled 6 days delayed with the Ministry of Corporate Affair.
3. There was an instance of a delayed submission of letter issued by National Stock Exchange to the stock exchanges.
4. The company's adherence to the Secretarial Standards prescribed by the Institute of Company Secretaries of India (ICSI) relating to the Board, General and Committee Meeting (s) including the Notice, Agenda and maintenance of the Minute Book was observed to be satisfactory.

**Management Reply on Secretarial Auditor remark:**

1. Audit Trail as pointed out by the auditor's audit trail feature was available throughout the year except for direct changes in the relevant tables at application level. Internal controls for the year 2024-25 were running effectively throughout the year.
2. Form MR-2 has been filled with the MCA with a delay of 6 days due to unavailability of auditor certificate on time and technical issues on the Ministry of Corporate Affair website.
3. As per Regulation 30 of SEBI LODR, 2015 the company submitted the letter issued by National stock exchange to the stock exchanges in as soon as reasonable possible time i.e. the day when it comes in the knowledge of Compliance Officer.
4. The company's committed to comply the Secretarial Standards prescribed by the Institute of Company Secretaries of India (ICSI) relating to all Meeting (s) including the Notice, Agenda and maintenance of the Minutes. Further, the Company is committed to continually enhancing its corporate governance practices.

The Company had always followed good corporate practices and will ensure timely compliance going forward.

Accordingly, the remaining reports are not required to read out as provided in the Companies Act, 2013.

Thereafter, the Chairman delivered his speech.

He enlightened the members about the business, operational and financial performance of the Company, Economic performance, outlook of Auto Component Industry and the road ahead. He also shared the details of the CSR contribution made by the Company during the financial year 2024-25.





He then concluded his speech by thanking everyone present at the meeting and by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

The business items placed before the members for approval as per the notice of the meeting were then summarized by the Company Secretary Mrs. Neha Bansal. The Company Secretary explained item Nos. 1 to 11.

The following items of Business as set out in the Notice convening the 40<sup>th</sup> AGM were considered and voted by the Members:

S. No.	Particulars	Type of Resolution
<b>Ordinary Businesses</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, Statement of change in equity and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To consider, approve and declare final dividend on equity shares for the Financial Year 2024-25.	Ordinary
3.	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.	Ordinary
4.	To appoint a Director in place of Mr. Hitoshi Fukagawa (DIN: 10611378), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
<b>Special Businesses</b>		
5.	To appoint M/s. AKU & Associates, Practicing Company Secretaries (ICSI firm registration No. S2016DE428500) as Secretarial Auditors of the Company and to fix their remuneration.	Ordinary
6.	Appointment of Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive, Independent Director of the Company.	Special
7.	Appointment of Mr. Neeraj Munjal (DIN: 00037792) as Non-Executive, Director of the Company.	Ordinary
8.	Appointment of Mr. Tetsuya Katsumata (DIN: 11096018) as Non-Executive, Director of the Company.	Ordinary
9.	Change in remuneration payable to Mr. Yogesh Chander Munjal (DIN: 00003491), Managing Director of the Company.	Special
10.	Change in designation and remuneration payable to Mr. Avi Munjal, Senior Vice President Business Development Department.	Ordinary



*Neha*

11	Revision in salary of Mr. Yajan Kant Munjal General Manager, Business Development and Excellence department.	Ordinary
----	--	----------

On the invitation of the Company Secretary, members who had registered themselves as speakers were invited to raise their queries or share suggestions pertaining to the accounts or any other matter placed before the Annual General Meeting (AGM). The Chairman duly responded to all the queries raised by the members.

The Chairman informed the Members that Item Nos. 1 to 11 of the Notice had been voted upon by the Members through remote e-voting conducted from August 17, 2025 to August 19, 2025. Members who were present at the meeting and had not cast their votes through remote e-voting were provided an opportunity to vote during the meeting through the e-voting platform facilitated by CDSL.

The Chairman further informed the members that the Board of Directors has appointed Mr. Arun Kumar, Proprietor M/s AKU & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

The Chairman mentioned that the results of remote e-voting and e-voting shall be announced within two working days of conclusion of the meeting. The results of the voting shall be displayed on the notice board at the Registered Office of the Company and shall also be placed on the website of the Company and on the website of CDSL i.e. the agency engaged for the purpose of providing remote e-voting and facility of e-voting at the AGM, and will be disseminated simultaneously to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites. The Chairman authorized the Company Secretary to declare the results of voting within the stipulated time.

The Chairman thanked the members for attending the meeting. The meeting concluded at 11:46 A.M. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

Thanking you,

For **MUNJAL SHOWA LIMITED**

*Neha Bansal*  
(Neha Bansal)

Company Secretary & Compliance Officer

