

Notice

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MUNJAL SHOWA LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY THE 20TH DAY OF AUGUST 2025 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC/OAVM") AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (DEEMED VENUE) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

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:**

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

"RESOLVED THAT 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 be and are hereby received, considered and adopted."

2. **To consider, approve and declare final dividend on equity shares for the Financial Year 2024-25.**

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

"RESOLVED THAT final dividend of ₹ 4.50/- per equity share of ₹ 2.00 each fully paid up for the Financial Year 2024-25 be and is hereby approved and declared."

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.**

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

"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."

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.**

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

"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. Hitoshi Fukagawa (DIN: 10611378), 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."

SPECIAL BUSINESS:

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.**

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

"RESOLVED THAT pursuant to the provisions Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or

re-enactment thereof for the time being in force) and the rules made thereunder along with Regulation 24A and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s AKU & Associates, Practicing Company Secretaries (ICSI firm registration No. S2016DE428500) be and is hereby appointed as the Secretarial Auditors of the Company for a one term of five (5) consecutive years commencing from financial year 2025-26 to financial year 2029-30 ("Term"), who shall hold office from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2030, to undertake Secretarial Audit of the Company, on such remuneration and out of pocket expenses as may be decided/approved by the Board of Directors in consultation with the Secretarial Auditors of the Company from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee thereof) be and are hereby authorized to decide and/or alter the terms and conditions of the appointment, including the remuneration of the Secretarial Auditors, for the relevant year during the aforesaid term of their appointment."

6. Appointment of Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive, Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152,161 read with Schedule IV of the Companies Act, 2013 ("the Act"), the Companies (Appointment & Qualification of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and the rules made thereunder alongwith Regulation 16,17,25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the

Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Abhaya Shankar (DIN: 00008378) who was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company by the Board of Directors with effect from May 26, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for a term of five consecutive years with effect from May 26, 2025 till May 25, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

7. Appointment of Mr. Neeraj Munjal (DIN: 00037792) as Non-Executive, Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152,161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) and the rules made thereunder along with Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration committee, Audit Committee, Mr. Neeraj Munjal (DIN: 00037792) who was appointed as an Additional Director (Non-Executive, Non-Independent Director) of the Company w.e.f. May 26, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting

and in respect of whom the Company has received a notice in writing under Section 160 of the Act, and being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally 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."

8. Appointment of Mr. Tetsuya Katsumata (DIN: 11096018) as Non-Executive, Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152,161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) and the rules made thereunder along with Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration committee, Audit Committee, Mr. Tetsuya Katsumata (DIN: 11096018) who was appointed as an Additional Director (Non-executive, Non-Independent Director) of the Company w.e.f. May 26, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, and being eligible, offer himself for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and

Company Secretary of the Company, be and are hereby severally 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. Change in remuneration payable to Mr. Yogesh Chander Munjal (DIN: 00003491), Managing Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution.

"RESOLVED THAT in partial modification to the resolution passed by the shareholders in their Annual General Meeting(s) held on August 25, 2021 and resolution passed on August 22, 2024 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013(" the Act") and read with schedule V to the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being enforce) along with Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for time being enforce), and based on the recommendation of the Audit Committee ,Nomination and Remuneration Committee ,the Board of Directors and in accordance with the Nomination and Remuneration Policy of the Company, the consent of the members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Yogesh Chander Munjal as per the details and other benefits mentioned in explanatory statement with effect from September 01, 2025 till his remaining term of his appointment i.e. upto August 31, 2026.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Act read with Rules framed thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment thereof to the Act and SEBI Listing Regulations), consent of the Members of the company be and is hereby accorded that if in any financial year during the tenure of Mr. Yogesh Chander Munjal, the Company has no profits, or its profits are inadequate the Company shall pay the

remuneration to Mr. Yogesh Chander Munjal, as set out in the Explanatory Statement, annexed to the notice convening this meeting as the minimum remuneration for his remaining period of one year effective from September 01, 2025 till August 31, 2026.

RESOLVED FURTHER THAT the other terms and conditions as earlier approved by the shareholders in their Annual General Meeting(s) held on August 25, 2021 & August 22, 2024 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required including to increase or alter the above mentioned remuneration payable to Mr. Yogesh Chander Munjal, from time to time, in accordance with the Company's policy on performance measurement and appraisal and such other policies, if any and subject to the same not exceeding the limits as specified in section 197 read with Schedule V to the Companies Act, 2013 or other statutory modification(s) or re-enactment thereof and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

10. Change in designation and remuneration payable to Mr. Avi Munjal, Senior Vice President Business Development Department.

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

"RESOLVED THAT pursuant to the provisions of Sections 2(76), 188(1)(f) read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for time being enforce) and Regulation 23 and the other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for time being enforce) and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to

promote and change the designation of Mr. Avi Munjal, being relative of Mr. Yogesh Chander Munjal, Chairman & Managing Director and Mr. Neeraj Munjal, Director (Non-Executive) of the Company, from Senior Vice President to President and revise the remuneration from existing ₹ 593,792/- per month to ₹ 8,00,000/- per month plus other facilities and perquisites applicable in his grade "E7", as per the details mentioned in explanatory statement, subject to a maximum of ₹ 12,00,000/- per month, inclusive of all the perquisites and other benefits with effect from September 01, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to change the designation and/or increase or alter the above mentioned remuneration payable to Mr. Avi Munjal, from time to time, in accordance with the Company's policy on performance measurement and appraisal and such other policies, if any, subject to the maximum remuneration of ₹ 12,00,000/- per month inclusive of all perquisites and other benefit at his grade."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 2(76), 188(1)(f) read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for time being enforce) and Regulation 23, and the other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for time being enforce), and

based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the board of directors, consent of the members of the Company be and is hereby accorded to revise the remuneration of Mr. Yajan Kant Munjal General Manager, Business Development and Excellence Department, being relative of Mr. Yogesh Chander Munjal, Chairman & Managing Director and Mr. Neeraj Munjal, Director (Non-Executive) of the Company, from ₹ 2,50,000/- per month to ₹ 4,00,000 plus other facilities and perquisites applicable in his grade "E3", as per the details mentioned in explanatory statement, subject to a maximum of ₹ 8,00,000/- per month, inclusive of all the perquisites and other benefits with effect from September 01, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to change the designation and/or increase or alter the above mentioned remuneration payable to Mr. Yajan Kant Munjal, from time to time, in accordance with the Company's policy on performance measurement and appraisal and such other policies, if any, subject to the maximum remuneration of ₹ 8,00,000/- per month inclusive of all perquisites and other benefit at his grade."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

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

(Neha Bansal)

Company Secretary

Membership No. A38848

Place: Gurugram

Email: cs@munjalshowa.net

Date: May 26, 2025

Phone: +91 124 4783000

Registered Office:

9-11, Maruti Industrial Area

Sector- 18, Gurugram, Haryana – 122 015

Email: msladmin@munjalshowa.net

Website: www.munjalshowa.net

CIN: L34101HR1985PLC020934

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item No. 5 to 11 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 40th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 1. In view of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (Collectively referred as "MCA Circulars"), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (Collectively referred as "SEBI Circulars") issued by the Securities and Exchange Board of India (SEBI) (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), the Notice of the 40th AGM along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories Participant. Additionally, in accordance with Regulation 36(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with Company/Depositories Participant, providing the weblink of Company's website from where the Annual Report for the Financial year 2024-25 can be accessed. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-

visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circulars, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.munjalshowa.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The Board of Directors of the Company ("the Board") has appointed Mr. Arun Kumar (Membership No. F11553, COP No. 17196), Proprietor of M/s AKU & Associates, Practicing Company Secretaries (ICSI firm registration No. S2016DE428500) as the Scrutinizer, to scrutinize the remote e-Voting process as well as e-Voting process during the AGM in a fair & transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting (i.e. votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced within 2 working days or 3 days, whichever is earlier, from the conclusion of the 40th AGM.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.munjalshowa.net, and on the website of CDSL at www.evotingindia.com and also shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results at its Registered Office.
10. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Directors seeking appointment at the 40th AGM, forms integral part of the Notice of the 40th AGM as Annexure-A.

11. Disclosures as required in sub-regulation (5) of Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the appointment of Secretarial Auditor are forming part of the explanatory statement to the notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Sunday, August 17, 2025 at 09:00 A.M IST** and ends on **Tuesday, August 19, 2025 at 5:00 P.M IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on **Thursday, August 14, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & My Easi New (Token) Tab.

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

Type of shareholders	Login Method
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number</p>

Type of shareholders	Login Method
	<p>and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by

the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Munjal Showa Limited to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are

required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csarunkumar10@gmail.com, cs@munjalshowa.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Nine days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Nine days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied by the company.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 0991.

3. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 40th AGM and the Annual Report for the financial year 2024-25 including therein the Audited Financial Statements for the financial year 2024-25, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 40th AGM and the Annual Report for the financial year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address cs@munjalshowa.net or at RTA email address at helpdeskdelhi@mcsregistrars.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
4. The Notice of the 40th AGM and the Annual Report for the financial year 2024-25 including therein the Audited Financial Statements for the financial year 2024-25, will be available on the website of the Company at www.munjalshowa.net and on the website of National Stock Exchange of India Limited at www.nseindia.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, August 02, 2025 to Wednesday, August 20, 2025, both days inclusive, for closing and determining the entitlement of the Members to the Dividend for the financial year 2024-25.
6. The Board of Directors has recommended Dividend of ₹ 4.50 per Equity Share of ₹ 2.00 each for the year financial ended March 31, 2025 that is proposed to be paid subject to the approval of the shareholders at the 40th AGM.
7. The Company has fixed the 'cut-off date' on Friday, August 01, 2025 for determining entitlement of members to dividend for the financial year 2024-2025, if approved at the AGM.
8. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from April 01, 2021 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@munjalshowa.net.
9. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, August 01, 2025;
 - b. To all Members whose names stand in the Register of Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, August 01, 2025.
10. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address cs@munjalshowa.net by Thursday, August 07, 2025.
 - a. signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11-digit IFSC Code;

- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member, as registered with the Company.

11. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

12. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, as soon as possible.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly transferred ₹ 12,91,188 being the unpaid and unclaimed dividend amounts pertaining to Dividend for the financial year 2016-17, on October 24, 2024.

- 13. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.munjalshowa.net. Members who have not encashed dividend for the financial year 2017-18 or any subsequent dividends declared by the Company, are advised to write to the Company immediately.
- 14. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the

Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 33,531 Equity Shares for financial year 2016-17 of ₹ 2.00 each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the financial year 2024-25, to the IEPF Account, after following the prescribed procedure.

15. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

16. Further, Members who have not claimed/encashed their dividends in the last seven consecutive years from Financial Year 2017-2018 are advised to claim the same at earliest. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

18. 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 holding shares in physical form can submit their PAN details to the Company.

19. In terms of Regulation 40 of Listing Regulations, securities of listed Companies can only be transferred in dematerialized form with effect from April 01, 2019 except in case of request received for transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.

20. All documents referred in the Notice and explanatory statement and Statutory Registers i.e. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM and will also be available for inspection during the AGM. Members may request the same by sending an email at cs@munjalshowa.net from their registered email addresses.
21. Details, as required in sub-regulation (3) & (5) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Director seeking appointment/re-appointment and appointment of secretarial auditor at the 40th AGM, forms integral part of the Notice of the 40th AGM. Requisite declarations have been received from the Director for seeking appointment/re-appointment.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

As per the requirement of Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 5 to 11 of the accompanying Notice:

Item No. 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

M/s AKU & Associates, Practicing Company Secretaries (ICSI firm registration No. S2016DE428500) is a Proprietorship & Peer Reviewed firm located at New Delhi with over 8 years of experience in delivering proficient Legal and Secretarial Services to leading corporates. Mr. Arun Kumar is the proprietor of the M/s AKU & Associates, Practicing Company Secretaries.

He is also the Designated Partner of SGS Associates LLP, Practicing Company Secretaries. He is having long experience of liaisoning with various Ministries of Government of India including, Ministry of Corporate Affairs, Department of

Public Enterprises (DPE), Dept. of Disinvestment and other Statutory Authorities.

His specific areas of expertise include Board management, Compliance Management, Committee Management, IPO, Offer for Sale, Management of Secretarial/Share Department, Compliance of the provisions of the Companies Act, SEBI Guidelines, DPE Guidelines, Listing Agreement, Issue of Bonus Shares/Right Issue/Private Placement/Preferential Allotment, Split of Shares, Managing Annual General Meetings, Risk Management, Mergers & Acquisition, Liaison with Registrar and Share Transfer Agents, Depositories & Stock Exchanges.

In terms of Regulation 24A of the Listing Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s AKU & Associates, Practicing Company Secretaries is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 26, 2025, approved the appointment of M/s AKU & Associates, Practicing Company Secretaries as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company. M/s AKU & Associates, Practicing Company Secretaries has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India ("ICSI"). Furthermore, in terms of the amended regulations, M/s AKU & Associates, Practicing Company Secretaries has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed remuneration to be paid to M/s AKU & Associates, Practicing Company Secretaries for secretarial audit services for the financial year ending March 31, 2026, is ₹1.50 lakhs (Rupees One Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain other services/certifications from M/s AKU & Associates, Practicing Company Secretaries under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible

non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s AKU & Associates, Practicing Company Secretaries for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s AKU & Associates, Practicing Company Secretaries. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(5) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the resolution as set out in Item No. 5, to the members for their approval as an Ordinary Resolution.

Item no. 6

Appointment of Mr. Abhaya Shankar (DIN: 00008378) as Non-Executive, Independent Director of the Company.

The Board of Directors upon the recommendation of Nomination and Remuneration Committee appointed Mr. Abhaya Shankar (DIN:00008378) as the Additional Non-Executive Independent Director of the Company for five years with effect from May 26, 2025 to May 25, 2030 ("period of appointment"), subject to approval of Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company.

The Company has received (i) consent to act as Director in prescribed format Form DIR-2; (ii) declaration in Form DIR- 8 to effect that he is not disqualified to become a Director; (iii) a declaration from Mr. Abhaya Shankar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations; (iv) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (v) a notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company. In the opinion of the Board, Mr. Abhaya Shankar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Abhaya Shankar is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Abhaya Shankar, aged 69 years is having the experience of more than 21 years as board director, CEO and management consultant. He has vast experience in Led business transformation Develop and implement sales strategies. Brief professional background of Mr. Abhaya is mentioned below:

Sr. No	Organisation	Designation
1.	Ucal Limited	Board Director (Nov 2024-present)
2.	Aparna Enterprises Limited	Independent Director (Sep 2022 till present)
3.	MTAR Limited	CEO (May 2019-May 2020)
4.	HIL Limited	Managing Director (Jan 2008- Sep 2014)
5.	Tenneco Automotive USA (Indian Operations)	Managing Director (April 1998-Dec 2007)

Except Mr. Abhaya Shankar being an appointee, none of the Directors, Key Managerial Personnel (KMPs) and their relatives is interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in passing of the Resolution under Item No. 6 of the notice.

Mr. Abhaya Shankar does not hold by himself or for any other person on a beneficial basis, any shares in the Company as on the date of this notice.

Mr. Abhaya Shankar shall be entitled for sitting fee for attending meetings of the board or committee thereof.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the detail of the director is attached with the notice as Annexure A.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the resolution as set out in Item No. 6, to the members for their approval as a Special Resolution.

Item no. 7

Appointment of Mr. Neeraj Munjal (DIN: 00037792) as Non-Executive, Director of the Company.

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, Audit committee at its meeting held on May 26, 2025, appointed Mr. Neeraj Munjal (DIN: 00037792) as an Additional Director (Non-Executive) of the Company with effect from May 26, 2025 in accordance with the provisions of Section 161(1) of the Act and SEBI Listing Regulations. He holds office as an additional director upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. Requisite Notice under Section 160 of the Act proposing his candidature for the appointment of Mr. Neeraj Munjal as a Director on the Board of the Company, and shall be liable to Retire by rotation, has been received by the Company.

Mr. Neeraj Munjal, aged 58 years, having 25 years of vast experience in the field of precision and value engineering, production, planning, operations and new development in automobile industry and proficient to lead a team of engineers to evolve solution to complex manufacturing problems He is currently Managing Director of Shivam Autotech Limited.

Keeping in view the rich and varied experience of Mr. Neeraj Munjal in the industry, it would be in the interest of the Company to consider the appointment of Mr. Neeraj Munjal as the Director of the Company.

The Company has received requisite disclosures/declaration from Mr. Neeraj Munjal for being appointed as Director of the Company. As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement

of SEBI Orders regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Neeraj Munjal is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the detail of the director is attached with the notice as Annexure A.

Except Mr. Neeraj Munjal being an appointee and Mr. Yogesh Chander Munjal, Chairman & Managing Director (Father of Mr. Neeraj Munjal) none of the Directors, Key Managerial Personnel (KMPs) and their relatives is interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in passing of the Resolution under Item No. 7 of the notice.

Mr. Neeraj Munjal does not hold by himself or for any other person on a beneficial basis, any shares in the Company as on the date of this notice.

Mr. Neeraj Munjal shall be entitled for sitting fee for attending meetings of the Board or Committee thereof.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the resolution as set out in Item No. 7, to the members for their approval as Ordinary Resolution.

Item no. 8

Appointment of Mr. Tetsuya Katsumata (DIN: 11096018) as Non-Executive Director of the Company.

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, Audit committee at its meeting held on May 26, 2025, appointed Mr. Tetsuya Katsumata (DIN: 11096018) as an Additional Director (Non-Executive) of the Company with effect from May 26, 2025 in accordance with the provisions of Section 161(1) of the Act and SEBI Listing Regulations. He holds office as an additional director upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. Requisite Notice under Section 160 of the Act proposing his candidature for the appointment of Mr. Tetsuya Katsumata as a Director on the Board of the Company, and shall be liable to Retire by rotation, has been received by the Company.

Mr. Tetsuya Katsumata, aged 58 years, having 35 years of vast experience in the field of auto-component sector. He is having great skills of Production Control skills and expertise and Factory Line production planning. He is currently Vice President, Head of Chassis Business Unit, Motorcycle Business Division Astemo Limited, Japan.

Keeping in view the rich and varied experience of Mr. Tetsuya Katsumata in the Industry, it would be in the interest of the Company to consider the appointment of Mr. Tetsuya Katsumata as the Director of the Company.

The Company has received requisite disclosures/declaration from Mr. Tetsuya Katsumata for being appointed as Director of the Company. As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Tetsuya Katsumata is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the detail of the director is attached with the notice as Annexure A.

Except Mr. Tetsuya Katsumata being an appointee none of the Directors, Key Managerial Personnel (KMPs) and their relatives is interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in passing of the Resolution under Item No. 8 of the notice.

Mr. Tetsuya Katsumata does not hold by himself or for any other person on a beneficial basis, any shares in the Company as on the date of this notice.

Mr. Tetsuya Katsumata shall not be entitled to any sitting fee for attending meetings of the Board or Committee thereof.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the resolution as set out in Item No. 8, to the members for their approval as Ordinary Resolution.

Item no. 9

The members of the Company in their Annual General Meeting held on August 25, 2021 approved Re-appointment

of Mr. Yogesh Chander Munjal (DIN 00003491) as Chairman & Managing Director of the Company for a period of 5 years w.e.f. September 01, 2021 to August 31, 2026 and remuneration being payable to him. The shareholders also approved continuation of office of Mr. Yogesh Chander Munjal who has attained the age of 70 years on February 13, 2010 shall continue as Chairman & Managing Director till the expiry of his tenure upto August 31, 2026.

Mr. Yogesh Chander Munjal, aged 85 years, is an eminent personality in the corporate world. He graduated in the field of Architecture from the IIT, Roorkee. Ever since he finished his formal education, he was associated with many of the Hero Group companies in the capacity of CEO and contributed for making the companies as world leaders.

He was Chairman of CII, TPM Club of India, Founder Chairman of QCFI- Delhi Chapter, President of Gurgaon Industrial Association, Chairman of Confederation of Indian Industry (Haryana Committee), Regional Council Member of Confederation of Indian Industry, an Executive Committee Member of Automotive Component Association of India, President of the Rotary Club of Delhi Southend during the year 1991-92 & Vice Chairman of Rotary Education Foundation R.I. District-3010 and was on the Board of PANIIT Alumni Association.

Currently, he is Emeritus Chairman of Quality Circle Forum of India (Delhi Chapter), Chairman of Indian National Suggestion Schemes' Association (INSSAN), Northern India Chapter, Chairman of CII- Cluster of Competitiveness Committee, Executive Committee Member of Alumni Association of Roorkee, Patron of Arya Samaj, Greater Kailash-I, New Delhi, Patron of Alumni Association of National Institute of Technology, Life Member of Indian Institute of Public Administration, Member of National Safety Council, India Habitat Center, All India Management Association, Senior Active Member of Rotary Club of Delhi Southend and Vice Chairman of DAV School and Lala Diwan Chand Trust, Trustee in Vedic Sadhan Ashram, Dehradun and also working President of Shri Maharish Dayanand Saraswati Samarak Trust, Tankara and Vice Chairman of D.A.V College Managing Committee.

Throughout his career, he has received numerous awards including TPM Excellence Consistency Award from JIPM, Japan for Gurugram and Manesar plant and Life Time Achievement Award from Rotary Club (Delhi Chapter) and from Alumni Association of Roorkee, he has also received

the Best Client Award from Leadership Management Institute, USA.

He strongly believes in promoting education and is actively involved in corporate social activities of Educational institute, Hospitals, Spiritual & Religious institutions. His motto is to spread happiness and peace in the universe.

Based on the contribution made by Mr. Yogesh Chander Munjal towards the business performance of the Company, The Board of Directors in their meeting held on May 26, 2025, on the Recommendation of Nomination Remuneration Committee and Audit Committee, has recommended the revision in the remuneration of Mr. Yogesh Chander Munjal as per the following details which is in line with industry standards for a similar role:

1. **Basic Salary:** Basic salary is revised from ₹ 26,50,000 (₹ Twenty-Six Lakhs Fifty Thousand only) to ₹ 29,50,000/- (₹ Twenty Nine Lakhs Fifty Thousand only) per month.
2. **Special Pay:** ₹ 3,00,000/- (₹ Three Lakhs only) per month.
3. **Commission:** He shall also be allowed to a commission in addition to Basic Salary & Special Pay, perquisites and any other allowances, benefits, or amenities subject to the condition that the amount of commission shall not exceed 1% of the net profits of the Company in a particular financial year as computed in the manner referred to in Section 198 and any other applicable provisions of the Act.
4. **Perquisites and Allowances:** In addition to the above Basic Salary, Special Pay and Commission, he shall be entitled to the following perquisites and allowances:
 - a) **Residential Accommodation:** He shall be entitled to 60% of the basic salary relevant for the concerned period as and by way of House Rent Allowance with free use of all the facilities and amenities including deploy of security guards which shall be provided by the Company;
 - b) **Medical Reimbursement:** Reimbursement of actual medical insurance premium and medical expenses incurred by him;
 - c) **Leave Travel Concession:** Once in a year incurred in accordance with the Rules specified by the Company;

- d) **Club Fees:** Actual fees of clubs will be reimbursed;
- e) **Gas, Electricity & Water:** Actual Expenses on Gas, Electricity and Water will be paid by the Company;
- f) **Personal Accident Insurance:** Actual premium to be paid by the Company;
- g) **Insurance of Household goods:** Actual premium to be paid by the Company;
- h) **Car:** Facility of car(s) with driver;
- i) **Telephone:** Free telephone facility at Residence including mobile phone facility;
- j) **Leave:** One month's leave with full salary for every 11 months of service subject to the condition that the leave accumulated but not availed will not be encashed;
- k) **Provision for servants at residence:** The Company shall provide the service of servants not exceeding two at the residence of appointee.
- l) **Reimbursement of other expenses:** Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company;
- m) **Contribution to Provident and Superannuation Funds:** Company's contribution to Provident and Superannuation funds will be as per the Rules of the Company; and
- n) **Gratuity:** Not exceeding half month's salary for each completed year of service, as per the Rules of the Company.

The other terms and conditions as duly approved by the shareholders in their Annual General Meeting held on August 25, 2021 and August 22, 2024 shall remained unchanged.

5. Minimum Remuneration

In terms of the applicable provisions of Section 196, 197 and Schedule V of the Act, where in any financial year during the tenure of Mr. Yogesh Chander Munjal, the Company has no profits, or its profits are inadequate, the Company shall pay Mr. Yogesh Chander Munjal, the remuneration as specified in this explanatory statement, as the minimum remuneration for remaining period of one year effective from September 01, 2025 till August 31, 2026.

However, he shall not be entitled to any sitting fee for attending meetings of the Board or Committee thereof.

Memorandum of Interest/Concern:

The terms as detailed in the resolution read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under section 190 of the Act.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the details of the director are attached with the notice as Annexure A.

Except Mr. Yogesh Chander Munjal and Mr. Neeraj Munjal, Director (Non-Executive), none of the Director, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in the Resolution under Item No. 9 of the notice.

As at date of this notice, Mr. Yogesh Chander Munjal does not hold any shares in the Company.

The Board recommends the resolution as set out in Item No. 9, to the members for their approval as Special Resolution.

Item no. 10**Change in designation and remuneration payable to Mr. Avi Munjal, Senior Vice President Business Development Department.**

Mr Avi Munjal is grandson of Mr. Yogesh Chander Munjal, Chairman & Managing Director, son of Mr. Neeraj Munjal, Non-Executive Director and Brother of Mr. Yajan Kant Munjal, General Manager of the Company. He has completed the Bachelor Degree of science in Business Administration from American University, Kogod School of Business from Washington DC in May 2018. During this period, he has taken extensive training from American Showa, Mitsubishin Corporation (America), U.S. Chamber of Commerce, Storganize, Pricewaterhouse Coopers in various field like Risk management, Customer Development, communication and management etc.

He has inherited an enormous legacy and shouldered higher assignments during his training. His sincerity, commitment and ideas have resulted in opening up of new opportunities for the Company.

Currently Mr. Avi Munjal had been drawing a remuneration of ₹ 593,792 p.m.

In terms of the Corporate Governance Guidelines of the Company and upon the recommendation of the Audit and Nomination and Remuneration Committee, the Board of Directors of the Company, passed a resolution on May 26, 2025 approving change of designation and remuneration of Mr. Avi Munjal. This is subject to the approval of the shareholders at this Annual General Meeting.

Mr. Avi Munjal was appointed as an Asst. General Manager, General & Administration Department on November 03, 2018. On the recommendation of the Nomination and Remuneration Committee and Audit Committee, and in the board meeting held on July 31, 2020 the Board of Directors of the Company, revise the designation and remuneration of Mr. Avi Munjal from Assistant General Manager to Deputy General Manager, with effect from April 01, 2020.

On the recommendation of the Nomination and Remuneration Committee and Audit Committee and in the board meeting held on February 08, 2022, Board Approve the change in designation of Mr. Avi Munjal from Deputy General Manager to Assistant Vice President (AVP), Business Development Department of the Company.

Further On the recommendation of the Nomination and Remuneration Committee and Audit Committee and in the board meeting held on November 11, 2024, Board Approve the change in designation of Mr. Avi Munjal from Assistant Vice President (AVP) to Senior Vice president, Business Development Department of the Company.

Mr. Avi Munjal is presently designated as Senior Vice President of the Business Development Department of the Company. Further, considering his contribution towards the growth of the Company, it is recommended by Nomination and Remuneration Committee, Audit Committee and board

of director to promote and change the designation of Mr. Avi Munjal Senior Vice President to President on the remuneration details as mentioned below:

Particulars	Current Remuneration	Proposed Remuneration
Designation	Senior Vice President	President
Basic Salary	220,000	300,000
House Rent Allowance	187,000	255,000
Children Education Allowance	1,600	1,600
Conveyance Allowance/Reimbursement	14,450	14,450
Maintenance Allowance	3,700	3,700
Servant Allowance	1,700	1,700
Uniform Washing Allowance	500	500
Leave Travel Allowance	36,667	50,000
Medical Reimbursement/ Allowance	36,667	50,000
Provident Fund	26,400	36,000
Other Allowance	2,830	2,830
Ex-Gratia	2,185	2,185
Superannuation	22,000	30,000
Diwali Gift	412	412
Mediclaime	500	500
Total salary per month	596,210	788,477
Annual Remuneration (A)	7,114,924	9,422,124
Gratuity as per Gratuity Act (B)	10,577	14,423
Total Cost to the Company (A+B)	7,125,501	9,436,547
Monthly CTC	593,792	786,379

In addition to the above, he will also be entitled for:

- Car facility with the driver
- Telephone facility

Mr. Avi Munjal is an employee of the company so tenure of employment is not specified.

Except Mr. Avi Munjal, Mr. Yogesh Chander Munjal, Chairman & Managing Director, Mr. Neeraj Munjal, Director (Non-Executive), and Mr. Yajan Munja General Manager none of the Directors, Key Managerial Personnel (KMPs) and their relatives is interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in passing of the Resolution under Item No. 10 of the notice.

This Explanatory Statement is regarded as a disclosure under SEBI Circular dated November 22, 2021 SEBI/HO/CFD/CMD1/CIR/P/2021/662.

The Board recommends the resolution as set out in Item No. 10, to the members for their approval as Ordinary Resolution.

ITEM NO. 11

Revision in of salary of Mr. Yajan Kant Munjal General Manager, General and Administration Department.

Mr Yajan Kant Munjal is grandson of Mr. Yogesh Chander Munjal, Chairman & Managing Director and the son of Mr. Neeraj Munjal, Non-Executive Director and Brother of

Mr. Avi Munjal, President of the Company. He has completed the post-graduation degree of MSc Management and Systems from New York University in May 2025 and graduation degree in Bachelor of Business Administration from The George Washington University in May 2022.

During the period 2019-2025, he has taken extensive training from Newton Consulting Group (New Delhi), Mitsubishin Corporation (New York), Tech Mahindra (Americas) and Tarform Motorcycle (New York) in various field like Digital Marketing Intern, Corporate Communications and Sustainability Intern Business Development Manager and Business Strategy and Operations Manager etc.

He has inherited an enormous legacy and shouldered higher assignments during his training. His sincerity, commitment and ideas have resulted in opening up of new opportunities for the Company.

In terms of the Corporate Governance Guidelines of the Company and upon the recommendation of the Audit and Nomination and Remuneration Committee, the Board of Directors of the Company, passed a resolution on May 26, 2025 approving revision in remuneration of Mr. Yajan Kant Munjal. This is subject to the approval of the shareholders at this Annual General Meeting.

Mr. Yajan Kant Munjal is appointed as a General Manager Business Excellence and Development department on May 26, 2025. On the recommendation of the Nomination and Remuneration Committee and Audit Committee, and in the board meeting held on May 26, 2025 the Board of Directors of the Company, revise the remuneration of Mr. Yajan Kant Munjal General Manager with effect from September 01, 2025 which is subject to the approval of the shareholders at this Annual General Meeting.

It is recommended by Nomination and Remuneration Committee, Audit Committee and board of directors to revise the remuneration of Mr. Yajan Kant Munjal General Manager as details mentioned below:

Particulars	Current Remuneration	Proposed Remuneration
Basic Salary	80,000	150,000
House Rent Allowance	56,000	105,000
Conveyance Allowance/Reimbursement	10,050	10,050
Children Education Allowance	1,050	1,050
Servant Allowance	1,000	1,000
Uniform Washing Allowance	500	500
Maintenance Allowance	1,950	1,950
Medical Reimbursement/ Allowance	13,333	25,000
Ex-Gratia	2,252	2,252
Leave Travel Allowance	13,333	25,000
Provident Fund	9,600	18,000
Gratuity as per Gratuity Act	3,846	7,212
Superannuation	8,000	15,000
Diwali Gift	412	412
Mediclaime	291	291
Total salary per month	201,617	362,717
Total Cost to the Company	2,419,404	4,352,604

In addition to the above, he will also be entitled for:

- Car facility with the driver
- Telephone facility

Mr. Yajan Kant Munjal is an employee of the company so tenure of employment is not specified.

Except Mr. Yajan Kant Munjal, Mr. Yogesh Chander Munjal, Chairman & Managing Director and Mr. Neeraj Munjal, Director (Non-Executive), none of the Directors, Key Managerial Personnel (KMPs) and their relatives is interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in passing of the Resolution under Item No. 11 of the notice.

This Explanatory Statement is regarded as a disclosure under SEBI Circular dated November 22, 2021 SEBI/HO/CFD/CMD1/CIR/P/2021/662.

The Board recommends the resolution as set out in Item No. 11, to the members for their approval as Ordinary Resolution.

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

**(Neha Bansal)
Company Secretary
Membership No. A38848
Email: cs@munjalshowa.net
Phone: +91 124 4783000**

**Place: Gurugram
Date: May 26, 2025**

**Registered Office:
9-11, Maruti Industrial Area
Sector- 18, Gurugram, Haryana – 122 015
Email: msladmin@munjalshowa.net
Website: www.munjalshowa.net
CIN: L34101HR1985PLC020934**

Annexure A

Details of the Directors seeking appointment/re-appointment in the 40th Annual General Meeting/ variation of the terms of remuneration, in pursuance of Regulation 36(3) SEBI Listing Regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Yogesh Chander Munjal	Mr. Hitoshi Fukagawa	Mr. Abhaya Shankar	Mr. Neeraj Munjal	Mr. Tetsuya Katsumata
DIN	00003491	10611378	00008378	00037792	11096018
Date of Birth & age	13/02/1940 85 Years	21/06/1968 56 Years	26-03-1956 69 Years	01-07-1967 58 Years	08-02-1967 58 Years
Qualification	B. Arch.	Graduation in Mechanical Course	B.tech in Mechanical Engineering and MBA	Business Management from Bradford College, England	Chiba Institute of Technology, Faculty of Engineering
Experience and Expertise/ Brief resume	60 years of experience in the field of engineering industry, investment, finance and auto component	38 years of vast experience in the field of Engineering, Production, Planning and new development.	21 years of vast experience in Led business transformation, Develop and implement sales strategies	25 years of rich experience in auto-component sector. He has vast experience in precision and value engineering, proficient to lead a team of engineers to evolve solution to complex manufacturing problems	35 years of rich experience in auto-component sector. He has vast experience in 1. Production Control skills and expertise 2. Factory Line production planning
Remuneration proposed to be paid	Provided in Explanatory Statement of the Notice	as approved by shareholder in 39th AGM i.e. on August 21, 2025, i.e. ₹ 20,00,000 pm (Rupees Twenty Lakhs per month and others allowance and perquisites)	Provided in Explanatory Statement of the Notice	Provided in Explanatory Statement of the Notice	Provided in Explanatory Statement of the Notice
Date of first appointment on the Board	16/05/1985	29/05/2024	26/05/2025	26/05/2025	26/05/2025
Number of Meetings of Board attended during the year	4	4	N.A	N.A	N.A
Directorships held in other companies	1. Dayanand Munjal Investments Private Limited 2. Shivam Autotech Limited	NIL	1. Kellton Tech Solutions Limited 2. Ucal Limited 3. Smartbike Mobility Private Limited 4. Sri Havisha Hospitality And Infrastructure Limited 5. Aparna Enterprises Limited 6. Raygan Finvest Pvt LLp.	Dayanand Munjal Investments Pvt Ltd. Shivam Autotech Limited	NIL

Name of the Director	Mr. Yogesh Chander Munjal	Mr. Hitoshi Fukagawa	Mr. Abhaya Shankar	Mr. Neeraj Munjal	Mr. Tetsuya Katsumata
Listed entities in which director has resigned in past 3 years	Nil	Nil	Nil	Nil	Nil
Board Membership of Listed Companies as on March 31, 2025	1. Munjal Showa Limited 2. Shivam Autotech Limited.	Nil	1. Kellton Tech Solutions Limited 2. Ucal Limited 3. Sri Havisha Hospitality And Infrastructure Limited 4. Aparna Enterprises Limited	1. Shivam Autotech Limited	Nil
Chairman/ Member of the Committee of the Board of directors as on March 31, 2025	Munjal Showa Limited – Member of Stakeholders Relationship Committee & Chairman of CSR Committee Member of Nomination and Remuneration Committee Member of Risk Management Committee Shivam Autotech Limited- Member of Audit Committee Member of Nomination and Remuneration Committee Member of Stakeholder Relationship Committee.	Nil	Ucal Limited- Member of Stakeholder Relationship committee Sri Havisha Hospitality and Infrastructure Limited- Audit Committee- Chairman Stakeholder Relationship Committee-Member Aparna Enterprises Limited- Audit Committee- Chairman	Shivam Autotech Limited- Member of Stakeholder Relationship committee	Nil
Number of Shares held in the Company as on March 31, 2025	NIL	NIL	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	Father of Mr. Neeraj Munjal Non-executive Director	NIL	NIL	Son of Mr. Yogesh Chander Munjal, Managing Director	NIL

Name of the Director	Mr. Yogesh Chander Munjal	Mr. Hitoshi Fukagawa	Mr. Abhaya Shankar	Mr. Neeraj Munjal	Mr. Tetsuya Katsumata
Terms and Conditions of appointment or re-appointment along with details of remuneration last drawn by such person	<p>As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net</p> <p>Details of the remuneration drawn is mentioned in the Corporate Governance Report.</p>	<p>As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net</p> <p>Details of the remuneration drawn is mentioned in the Corporate Governance Report.</p>	<p>As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net</p> <p>Remuneration drawn not applicable</p>	<p>As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net</p> <p>Remuneration drawn not applicable</p>	<p>As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net</p> <p>Remuneration drawn not applicable</p>

Annexure B

Information as required under Schedule V of the Companies Act, 2013 is provided below

I. GENERAL INFORMATION

S.No	Particulars/Subject	Information
1.	Nature of industry	Manufacturer of Auto Components
2.	Date or expected date of commencement of commercial Production	March 11, 1987
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	In the Financial year 2024-25, the Company made a turnover of ₹ 1,25,044.73 lakhs (Gross) and Profit of ₹ 2886.98 lakhs after tax.
5.	Export performance and net foreign exchange collections	₹ 40.96 Lakhs

II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particulars /Subject	Mr. Yogesh Chander Munjal
1.	Background Details	
2.	Past remuneration	As mentioned in explanatory statement under Item No. 9.
3.	Recognition or awards	
4.	Job profile and his suitability	
5.	Remuneration proposed	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	
7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Mr. Yogesh Chander Munjal does not have any pecuniary relationship with the Company other than the remuneration he received as Executive Director of the Company and he is not related to any director/ managerial personnel except Mr. Neeraj Munjal, Non-Executive Director, Mr. Avi Munjal President (Business Development department) and Mr. Yajan Kant Munjal General Manager (Business Excellence and Department) of the Company.

III. OTHER INFORMATION

S.No.	Particular/Subject	Information
1.	Reason of loss or inadequate profits	<p>The Company is currently profitable and we expect the trend to continue in coming years.</p> <p>These Special Resolution is proposed pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Yogesh Chander Munjal.</p>
2.	Steps taken or proposed to be taken for improvement	<p>Reducing the expenditure to the extent possible.</p> <p>Searching for new customers and doing active discussion with proposed customers.</p> <p>Company has been aggressively pursuing and implementing its strategies to improve financial performance.</p>
3.	Expected increase in the productivity and profits in measurable terms	<p>The Company has taken various initiatives to maintain its leadership, improve market share and financial performance.</p> <p>It has been aggressively pursuing and implementing its strategies to improve financial performance. But it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.</p>