

### Summary of Proceedings of 35<sup>th</sup> Annual General Meeting of Munjal Showa Limited

The 35<sup>th</sup> Annual General Meeting ('AGM' or 'meeting') of members of the Company was held on September 10, 2020 at 11:00 a.m. through video conferencing (VC)/ other audio visual means (OAVM).

The meeting was held in compliance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17 /2020 dated April 13, 2020 read with General Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as 'Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P /2020/79 dated May 12, 2020 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Secretarial Standards and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Yogesh Chander Munjal, Chairman and Managing Director of the Company took the chair and started the formal proceedings of the meeting after ascertaining that the requisite quorum was present.

He introduced the other Board of Directors including the Chairman of the Audit Committee, Chairman of the Stakeholders' Relationship Committee and Chairman of the Nomination and Remuneration Committee, Chief Financial Officer and Company Secretary present at the meeting through VC from their respective locations. The Chairman further introduced the representatives of the Statutory Auditors and Secretarial Auditors who attended the meeting through VC from their respective locations. Mr. Yasuhiro Yamamoto, Director of the Company was unable to attend the meeting due to unavoidable reasons.

Forty-Two (42) Members attended the meeting through VC.

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

The Notice of the 35<sup>th</sup> AGM and the Annual Report for the financial year ended March 31, 2020 had already been circulated to the Members of the Company electronically.

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

The remote e-voting commenced on Monday, September 07, 2020 (9:00 a.m. IST) and ended on Wednesday, September 09, 2020 (5:00 p.m. IST). The Chairman informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote through remote e-voting.

The Chairman informed that the statutory registers and other documents as required under the Companies Act, 2013 were available for electronic inspection by the members, if they so desire and who have mailed the same to the Company. The notice of AGM was taken as read with the permission of members present. He further informed that there are no qualifications/observations or an adverse remark in the Auditors' Report and thus, it was taken as read.

Thereafter, the Chairman delivered his speech. He gave an overview of the global impact of Covid-19 pandemic, shared the Company's vision, strength in its human resources. He then updated the members about the business, operational and financial performance of the Company and the road ahead. He also shared the details of the CSR contribution made by the Company during the financial year 2019-20. He then completed his speech by thanking everyone present and by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.



The Company didn't receive any requests for registration as speaker during the AGM but received queries from some of the shareholders. Thereafter, the Chairman responded to the queries raised by the Members who have mailed the same to the Company. The Members were informed that the Company had already responded to their queries submitted in advance.

The business items placed before the members for approval as per the notice of the meeting were then summarized by the Chairman. The Chairman explained each item of the Notice and informed the Members that all item Nos. 1 to 4 of the Notice have been voted by the Members through remote e-Voting from September 07 to September 09, 2020. The Members present at the meeting, who had not voted through remote e-Voting, were allowed to cast their votes using e-Voting platform of CDSL.

The following items of Business as set out in the Notice convening the 35<sup>th</sup> AGM were considered and voted by the Members:

S. No.	Particulars	Type of Resolution
	Ordinary Business(es)	
1.	To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To declare a dividend on equity shares for the financial year 2019-20.	Ordinary
3.	To appoint a Director in place of Mr. Yasuhiro Yamamoto (DIN: 08127304), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
	<b>Special Business</b>	
4.	Variation in the terms of appointment of Mr. Shigeki Kobayashi (DIN: 07626553), Joint Managing Director of the Company.	Special

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

The Chairman mentioned that the results of remote e-voting and e-voting shall be announced within 48 hours of conclusion of the meeting. The results of the voting shall be displayed at the notice board at the Registered Office of the Company and shall also be placed on the website of the Company and on the website of CDSL i.e. the agency engaged for the purpose of providing remote e-voting and facility of e-voting at the AGM, and will be disseminated simultaneously to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites. The Chairman authorized the Company Secretary to declare the results of voting within the stipulated time.

The Chairman thanked the members for participating in the meeting. The meeting concluded at 11:24 A.M. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

Thanking you,

For MUNJAL SHOWA LIMITED

(Geetanjali Sharma)

Company Secretary & Compliance Officer

