

### Summary of Proceedings of 36<sup>th</sup> Annual General Meeting of Munjal Showa Limited

The 36<sup>th</sup> Annual General Meeting ('AGM' or 'meeting') of members of the Company was held on August 25, 2021 at 11:00 A.M. through video conferencing (VC)/ other audio visual means (OAVM).

The meeting was held in compliance with Circular No. 14/2020 dated April 08, 2020, Circular No. 17 /2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as 'Circulars') and SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P /2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P /2021/11 dated January 15, 2021 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.

Before starting the formal proceedings of the meeting a minute of silence in memory of the departed souls have been observed by the Board Members and Shareholders in the memory of all those who have lost their loved ones to this COVID 19 pandemic.

Mr. Yogesh Chander Munjal, Chairman and Managing Director of the Company chaired the meeting, welcomed the members at the virtual Annual General Meeting and started the formal proceedings of the meeting after ascertaining that the requisite quorum was present.

All the Board members were present at the meeting. 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.

Eighty-Nine (89) 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 36<sup>th</sup> AGM and the Annual Report for the financial year ended March 31, 2021 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 Sunday, August 22, 2021 (9:00 a.m. IST) and ended on Tuesday, August 24, 2021 (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 2020-21.

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.

On invitation of the Company Secretary, members who had registered themselves as speakers, were invited to ask queries/ share their suggestions on accounts or any other matter placed at the AGM. Shareholders were also provided the facility to ask questions or express their views through a tab available for online communication. Answers were given to the queries raised by the members.

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 8 of the Notice have been voted by the Members through remote e-Voting from August 22, 2021 to August 24, 2021. 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 36<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, 2021, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To consider, approve and declare final dividend on equity shares for the financial year 2020-21.	Ordinary
3.	To appoint a Director in place of Mrs. Charu Munjal (DIN: 03094545), who retires by rotation and, being eligible, offers herself for re-appointment	Ordinary
4.	To appoint a Director in place of Mr. Yogesh Chander Munjal (DIN: 00003491), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary
	<b>Special Business(es)</b>	
5.	Appointment of Mr. Kazuhiro Nishioka (DIN: 00602255) as a Director of the Company	Ordinary
6.	Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Chairman & Managing Director of the Company	Special



7.	Appointment of Mr. Yasuhiro Ashiki (DIN: 09132637) as Director of the Company	Ordinary
8.	Appointment of Mr. Yasuhiro Ashiki (DIN 09132637) as 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 two working days 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 11:36 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*  
(Geetanjali Sharma)

Company Secretary & Compliance Officer

