

MUNJAL SHOWA LIMITED

Registered Office & Works : 9-11, Maruti Industrial Area, Sector - 18, Gurugram - 122 015 (Haryana) INDIA
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net
Corporate Identity Number : L34101HR1985PLC020934, PAN : AAACM0070D
Phone : 0124-4783000

March 19, 2024

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

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

Ref: Intimation under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Subject: Voting Results of the Postal Ballot

Dear Sir/Madam,

This is in furtherance to our intimation dated February 12, 2024 w.r.t notice of postal ballot seeking approval of members of the Company by way of special resolution via remote e-voting only for “Appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of five consecutive years w.e.f 01st April, 2024.”

Please find enclosed herewith the following:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as “**Annexure- A**”.
2. Scrutinizer’s Report dated March 18, 2024 pursuant to Section 108 & 110 of the Companies Act, 2013 and relevant rules made thereunder as “**Annexure-B**”.
3. Proceedings under Regulation 30 read with Schedule III, Part A, Para A (13) of the SEBI Listing Regulations.

We wish to inform that pursuant to the approval of the requisite majority of members, Ms. Neetika Batra (DIN: 10219725) be and is hereby appointed as Non-Executive, Independent Director of the Company for a period of five consecutive years **w.e.f 01st April, 2024**.

The voting results along with the scrutinizer’s report will also be made available on the Company’s website at <https://www.munjalshowa.net/> and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com, and also displayed at the Registered Office of the Company.

This is for your information and records.

Thanking You

For Munjal Showa Limited

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

Encl: as above

VOTING RESULTS

Details of Postal Ballot remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Day & Date of Postal Ballot	Saturday, March 16, 2024
Total No. of shareholders on cut-off date i.e. February 09, 2024	27252
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	Not Applicable
No. of Resolution passed in the meeting	01

Special Resolution: Approval for the appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of five consecutive years w.e.f 01st April, 2024.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26004158	26000000	99.9840	26000000	0	100	0
	Poll			0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000	0	0	0	0
	Total	26004158	26000000	99.9840	26000000	0	100	0
Public-Institutions	E-Voting	503500	0	0.0000	0	0	0	0
	Poll			0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000	0	0	0	0
	Total	503500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	13487342	58813	0.4360	54303	4510	92.3316	7.6684
	Poll			0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000	0	0	0	0
	Total	13487342	58813	0.4360	54303	4510	92.3316	7.6684
Total		39995000	26058813	65.1551	26054303	4510	99.9826	0.0174
Whether resolution is Pass or Not.							Yes	

Based on the above, the Special Resolution has been passed with requisite majority.



SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman
Munjal Showa Limited
9-11, Maruti Industrial Area
Sector 18, Gurugram-122015,
Haryana**

Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolution set-out in the Postal Ballot Notice dated February 8, 2024

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020; 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023 ("MCA Circulars"), and Securities and Exchange Board of India ("SEBI") circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 6th October, 2023 (collectively referred to as "Circulars")

Dear Sir,

1. I, Satyender Kumar of Satyender Kumar & Associates, Practicing Company Secretaries, Gurugram was appointed by the Board of Directors of Munjal Showa Limited ('the Company') vide Board resolution dated February 8, 2024, as the Scrutinizer for the purpose of scrutinizing the postal ballot process through e-voting and ascertain the requisite majority on e-voting carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 as amended from time to time (Rules), in respect of the resolution contained in the Notice of Postal Ballot dated February 8, 2024 issued by the Company to its member in terms of aforesaid Circulars.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and the Circulars relating to conducting of Postal Ballot and voting by electronic means on the resolution contained in the Notice of Postal Ballot dated February 8, 2024 issued to the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice of Postal Ballot dated February 8, 2024, based on the reports generated from e-voting process during the Postal Ballot, provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities.
3. Pursuant to Circulars referred above and as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time, an "Advertisement" was published on 13th February, 2024 in 'Mint' (English) and "Hindustan" (Hindi), specifying the mode of voting facility namely e-voting dates and timings including availability of the Postal Ballot Notice on the Company's website and website of stock exchanges, and on the website of CDSL, manner of registration of email-ids by the members (both physical and demat) who are yet to register their email-ids with the Company, manner of voting through e-voting system.

The Company has informed that on the basis of Register of Members and the list of Beneficial Owners made available by MCS Share Transfer Agent Limited the Registrar and Share Transfer Agent (RTA) and the depositories, the Company completed the dispatch of notice on February 12, 2024 by e-mail to members who had already registered their e-mail ids with the Company/Depositories.

- 4.1 The members of the Company as on the "cut off" date i.e. Friday, February 9, 2024 were entitled to vote on the resolution (Item No. 1 as set out in the Notice of Postal Ballot of the Company).
- 4.2 The remote e-voting commenced on Friday, February 16, 2024 (09:00 A.M.) (IST) and ended on Saturday, March, 16, 2024 (05:00 P.M.) (IST) (both days inclusive).



- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Saturday, March 16, 2024.
- 4.4 After the conclusion of the remote e-voting on Sunday, March 17, 2024 the electronic votes cast were unblocked in the presence of two witnesses who were not in the employment of the Company.
- 4.5 Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the resolution that was put to vote, was generated from e-voting website of Central Depository Services (India) Limited (CDSL).

I now submit my report as under on the results of the postal ballot remote e-voting in respect of the Special Resolution:

Item No. 1

Special Resolution-Approval for the appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of Five Consecutive Year w.e.f. 1.4.2024

i) Votes in favour of resolution

Numbers of members voted	Number of valid votes cast	% of total number of valid votes cast
129	26054303	99.98

ii) Votes against the resolution

Numbers of members voted	Number of valid votes cast	% of total number of valid votes cast
23	4510	0.02

iii) Invalid Votes

Numbers of members whose votes were declared invalid	Total Number of invalid votes cast
0	0

The **Special Resolution** as contained in Item No. 1 of the Postal Ballot Notice passed with requisite majority.



The electronic data and all other relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

You may accordingly declare the result of voting by Postal Ballot.

Thanking you,
Yours Sincerely,

**For SATYENDER KUMAR & ASSOCIATES
Company Secretaries**

Countersigned by

*Satyender
Kumar*

**SATYENDER KUMAR
Proprietor
FCS NO. 4087
C.P.NO. 5189
UDIN- F004087E003596137
Peer Reviewed Unit**



**Place: Gurugram
Date: March 18, 2024**

MINUTES OF THE POSTAL BALLOT PROCEEDINGS OF MUNJAL SHOWA LIMITED (“THE COMPANY”) CONDUCTED THROUGH REMOTE E-VOTING FOR SEEKING APPROVAL OF THE MEMBERS FOR SPECIAL RESOLUTION PROPOSED VIDE POSTAL BALLOT NOTICE DATED 08TH FEBRUARY, 2024 IN COMPLIANCE WITH RULE 25 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (EFFECTIVE DATE 16TH MARCH, 2024 BEING THE LAST DATE OF E-VOTING BY THE MEMBERS)

The Board of Directors of the Company in its meeting held on February 08, 2024, had approved the postal ballot notice entailing the following Special resolution to be considered and approved by member(s) through remote e-voting pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and such other applicable laws and regulations along with relevant Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and SEBI in this regard, as amended from time to time.

S. No.	Description of Special Resolution
1.	Approval for the appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of five consecutive years w.e.f., 01st April, 2024.

1. The Company had engaged the services of Central Depository Services (India) Limited (“**CDSL**”) for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
2. The Board has appointed Mr. Satyender Kumar (FCS: 4087 and COP No.: 5189), Practicing Company Secretary and proprietor of M/s Satyender Kumar & Associates (Company Secretaries), Gurugram, who has given his consent to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with applicable Ministry of Corporate Affairs (“**MCA**”) and Securities and Exchange Board of India (“**SEBI**”) circulars, if any, the postal ballot notice was sent through electronic mode to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (Depositories) and whose e-mail addresses were registered with the Company/ Depositories/Depository Participant(s) as on the cut-off date, February 09, 2024 (“**Cut-off date**”).

3. The total number of shareholders as on the cut-off date was 27,252.

4. The Notice was also placed on the website of the Company at <https://www.munjalshowa.net/>, websites of the Stock Exchanges and on the e-voting website of CDSL at www.evotingindia.com.
5. A newspaper advertisement was published on Tuesday, February 13, 2024, in newspapers viz. “**Mint**” in (English language) and “**Hindustan**” in (Hindi language), being the principal vernacular language of Gurugram intimating, inter-alia, the completion of dispatch of postal ballot notices to the eligible members.
6. The detailed procedure and instructions for e-voting were duly communicated to the Members as a part of the Notice.
7. The remote e-voting commenced on **Friday, February 16, 2024 (9.00 A.M. IST)** and ended on **Saturday, March 16, 2024 (5.00 P.M IST)**.
8. The Scrutinizer unblocked the votes casted under e-voting and downloaded the details on **Sunday, March 17, 2024** from CDSL portal in the presence of two witnesses who are not in the employment of the Company.
9. The Scrutinizer then rendered his report to the Chairman on **Monday, March 18, 2024**.
10. The Chairman took the report on record and declared that the resolution set out in the postal ballot notice dated February 08, 2024 has been passed with requisite majority on March 16, 2024, being the last date of remote e-voting.
11. The text of resolution as set out in the postal ballot notice dated February 08, 2024, that was passed by the members was as follows:

Special Business:

ITEM NO. 1

Approval for the Appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of five consecutive years w.e.f., 01st April, 2024.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to

the provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company and based on the recommendations of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Ms. Neetika Batra (DIN: 10219725), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from **01st April, 2024**, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as Non-Executive, Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from **01st April, 2024 up to 31st March, 2029**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Summary of the voting results as per the Scrutinizer’s Report is here-as under:

i) Votes in favour of resolution

Numbers of members voted	Number of valid votes cast	% of total number of valid votes cast
129	26054303	99.98

ii) Votes against the resolution

Numbers of members voted	Number of valid votes cast	% of total number of valid votes cast
23	4510	0.02

iii) Invalid Votes

Numbers of members whose votes were declared invalid	Total Number of invalid votes cast
0	0

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the SEBI Listing Regulations.

The results along with the scrutinizer’s report were displayed on the notice board of the Company’s Registered Office and were also made available on the website of the Company i.e. <https://www.munjalshowa.net/> and on the website of CDSL at www.evotingindia.com.

The results were also submitted to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited where the securities of the Company are listed.

The Scrutinizer handed over the detailed report on remote e-voting and other related papers and registers to the Company for records and safe custody.