

# MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 122 015 (Haryana) INDIA

E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net

Corporate Identity Number : L34101HR1985PLC020934, Pan No.: AAACM0070D

Ph. : 0124-4783000, 2341001 Fax : 0124-2341359

MSL/SECT/17/

July 29, 2017

The D.G.M. (Listing)  
Corporate Relation Department  
BSE Ltd  
1st Floor, P.J. Towers  
New Trading Ring, Dalal Street  
Mumbai-400 001  
Security Code: 520043

The Asst. Vice President  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: MUNJALSHOW

**Sub: Notice of 32<sup>nd</sup> Annual General Meeting.**

Dear Sir,

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Thursday, the 24<sup>th</sup> day of August, 2017 at the Company's Registered Office located at 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana at 11:00 A. M.

Please find enclosed a copy of the Notice of 32<sup>nd</sup> Annual General Meeting of the Company.

Further we will submit the Annual Report, after being approved and adopted by the shareholders at the 32<sup>nd</sup> Annual General Meeting of the Company.

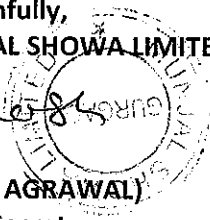
This is for your information and record.

Thanking You.

Yours Faithfully,  
For MUNJAL SHOWA LIMITED



(SAURABH AGRAWAL)  
Company Secretary



**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MUNJAL SHOWA LIMITED WILL BE HELD ON THURSDAY, THE 24<sup>TH</sup> DAY OF AUGUST 2017 AT 11:00 AM AT THE COMPANY'S REGISTERED OFFICE SITUATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (HARYANA) TO TRANSACT THE FOLLOWING BUSINESSES: -**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board and Auditors thereon.

**"RESOLVED THAT** the audited Financial Statements of the Company including Balance Sheet as at 31 March, 2017 and the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby received, considered and adopted."

2. To declare a dividend on equity shares for the financial year ending 2016-17.

**"RESOLVED THAT** a final dividend of Rs. 4/- per equity share on 39,995,000 equity shares of Rs. 2/- each fully paid up for the financial year 2016-17 be and is hereby approved and declared."

3. To appoint a director in place of Mr. Ashok Kumar Munjal (DIN 00003843), who retires by rotation and being eligible offers himself for re-appointment.

**"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 thereof, for the time being in force), Ashok Kumar Munjal (DIN 00003843), 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 Statutory Auditors and to fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram (Firm Registration No. 117366W/W-100018), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s S R Batliboi & Company LLP, Chartered Accountants, Gurugram (Firm Registration No. 301003E/E300005), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 37th AGM of the Company, subject to the ratification of their appointment by members at every annual general meeting, as applicable, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

**SPECIAL BUSINESS:**

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

5. **Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as a Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions,

if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Shigeki Kobayashi (DIN 07626553), who was appointed as an Additional Director (designated as Joint Managing Director) by the Board of Directors of the Company in its meeting held on October 26, 2016 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**6. Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as the Joint Managing Director of the Company**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Shigeki Kobayashi, as the Joint Managing Director of the Company for a period of five years with effect from October 26, 2016 to October 25, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and Mr. Shigeki Kobayashi.”

“**RESOLVED FURTHER THAT** Mr. Shigeki Kobayashi shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Shigeki Kobayashi, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule-V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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 or Director(s) to give effect to the aforesaid resolution.”

**7. Appointment of Mr. Teruyoshi Sato (DIN 07825074) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Teruyoshi Sato (DIN 07825074), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on May 19, 2017 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

**8. Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal, (DIN 00003491), Managing Director of the Company**

“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee and in partial modification of the earlier Resolution passed by the shareholders in the Thirty First Annual General Meeting held on August 24, 2016, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and subject to the approval of the Central

Government, if required, the Basic Salary payable to Mr. Yogesh Chander Munjal, Managing Director of the Company be increased to Rs. 17,50,000/- per month from the existing Rs. 16,00,000/- per month and special pay shall remain same at Rs. 3,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure.”

“**RESOLVED FURTHER THAT** the other terms and conditions of the appointment be and is hereby remains unchanged.”

“**RESOLVED FURTHER THAT** the aggregate of the remuneration payable to Mr. Yogesh Chander Munjal, Managing Director in a particular Financial Year will be subject to the overall ceiling limit laid down in Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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.”

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

**9. Variation in the Terms of Appointment of Mr. Shigeki Kobayashi, (DIN 07626553), Joint Managing Director of the Company**

“**RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded under Sections 196, 197, 203 with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and subject to the approval of the Central Government, if required, the Basic Salary payable to Mr. Shigeki Kobayashi, Joint Managing Director of the Company be increased to Rs. 13,50,000/- per month from the existing Rs. 12,00,000/- per month and special pay shall be Rs. 3,00,000/- per month from the existing Rs. 2,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure.”

“**RESOLVED FURTHER THAT** the other terms and conditions of the appointment be and is hereby remains unchanged.”

“**RESOLVED FURTHER THAT** the aggregate of the remuneration payable to Mr. Shigeki Kobayashi, Joint Managing Director in a particular Financial Year will be subject to the overall ceiling limit laid down in Section 197 read with Schedule V of the Companies Act, 2013 or such other amendments as may be prescribed at any point of time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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 or Director(s) to give effect to the aforesaid resolution.”

Place: Gurugram  
Dated: May 19, 2017

By order of the Board of Directors,  
for **MUNJAL SHOWA LIMITED**

**Registered Office:**

9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
**Email: cs@munjalshowa.net**  
**Website: www.munjalshowa.net**  
**CIN: L34101HR1985PLC020934**  
**Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL**  
**COMPANY SECRETARY**  
**Membership No. A36163**

**NOTES:-****01) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

The attendance slip and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

- 02) Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 03) A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as Annexure 1.
- 04) In terms of Section 152 of the Companies Act, 2013, Mr. Ashok Kumar Munjal (DIN 00003843), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief resume of Mr. Ashok Kumar Munjal is given in Annexure A and also in Board's Report.
- 05) The Explanatory Statement setting out the material facts concerning Special Business at Item Nos. 5 to 9 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed here to.
- 06) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 07) Pursuant to Section 91 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 12, 2017 to Thursday, August 24, 2017 (both days inclusive).
- 08) Members are requested to note that under Section 124 of Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further all shares, in respect of which dividends remain unclaimed for seven consecutive years or more, are also required to be transferred to the IEPF.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2008-09 to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2008-09 onwards on the website of the IEPF Authority viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.munjalshowa.net.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Registrar before the same becoming due for transfer to the Investor Education and Protection Fund.

09) Members are requested to notify immediately any change of address including their email IDs:

- i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
- ii) To the Company's Registrar, MCS Share Transfer Agent Limited, F-65 Okhla Industrial Area, Phase I, New Delhi 110 020 in respect of their physical share folios, if any, quoting their folio number.

10) Electronic Clearing Service (ECS) Facility

The Company has provided a facility to the Members for remittance of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the major cities and towns.

Members holding shares in the physical form who wish to avail ECS facility may authorize the Company with their ECS mandate in the prescribed Form which can be obtained from the Company upon request.

11) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.

12) 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 / transferee(s) are required to furnish a copy of their PAN to the Company / Registrar & Transfer Agent, MCS Share Transfer Agent Limited.

13) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

14) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register their email id.

16) A Route Map along with prominent landmark for easy location to reach the venue of Annual General

Meeting is annexed to the notice.

- 17) Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at Munjal Showa Limited, Plot No. 9 to 11, Maruti Industrial Area, Sector 18, Gurugram (HR) 122015 on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.
- 18) A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
- 19) A route map showing directions to reach the venue of the 32nd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, the members are provided with the facility to cast their votes on the resolutions through e-voting as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 32nd Annual General Meeting (AGM). The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through ballot/polling paper shall also be made available at the venue of the 32nd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd Day of July 2017 have the option to request for physical copy of the Ballot Form by sending an e-mail to [cs@munjalshowa.net](mailto:cs@munjalshowa.net) by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than one day before the General Meeting. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Members may also note that the Notice of the 32nd AGM and the Annual Report for FY 2016-17 will be available on the Company's website [www.munjalshowa.net](http://www.munjalshowa.net) for their download and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@munjalshowa.net](mailto:cs@munjalshowa.net).

The Company has appointed Mr. Satyender Kumar (FCS 4087), Proprietor- M/s Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutiniser shall after conclusion of voting at the AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM, make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the result of voting forthwith.

The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.munjalshowa.net](http://www.munjalshowa.net) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**The instructions to members for voting electronically are as under:-**

- i. The voting period begins on Monday, August 21, 2017 at 9.00 a.m. and ends on Wednesday, August 23, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 17, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on August 23, 2017.
- ii. Members holding shares in physical or in demat form as on Thursday, August 17, 2017 shall only be eligible for e-voting.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the Munjal Showa Limited.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individual Shareholders & Custodians:
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The person, responsible to address the grievances connected with e-voting, is given below:

Name: Mr. Rakesh Dalvi

Designation: Deputy Manager

Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Toll free number: 18002005533  
Place: Gurugram  
Dated: May 19, 2017

By order of the Board of Directors,  
for **MUNJAL SHOWA LIMITED**

**Registered Office:**

9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
**Email: [cs@munjalshowa.net](mailto:cs@munjalshowa.net)**  
**Website: [www.munjalshowa.net](http://www.munjalshowa.net)**  
**CIN: L34101HR1985PLC020934**  
**Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL**  
**COMPANY SECRETARY**  
**Membership No. A36163**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 5 & 6**

The Board of Directors of the Company in its meeting held on October 26, 2016 has appointed Mr. Shigeki Kobayashi as an Additional Director of the Company w.e.f. October 26, 2016. A notice under Section 160 of the Companies Act, 2013 along with the requisite deposit has been received from a member proposing the candidature of Mr. Shigeki Kobayashi as a Director of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board, Nomination and Remuneration Committee, the Board of Directors of the Company, also passed a resolution on October 26, 2016 approving appointment of Mr. Shigeki Kobayashi, as the Joint Managing Director of the Company for a period of five years with effect from October 26, 2016 to October 25, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

Mr. Shigeki Kobayashi, aged 52 years, completed his graduation from Hamamatsu Technical High School, Shizuoka Prefecture, Japan. He started his career with Showa Corporation Japan in April 1982. In April 1989, he moved to Showa Indonesia Ltd as Technical Advisor. He served various positions in Showa Indonesia Ltd before joining Munjal Showa Limited as technical advisor. He has approx 34 years experience in technical field.

Keeping in view that Mr. Shigeki Kobayashi has rich and varied experience in the Industry, it would be in the interest of the Company to consider the employment of Mr. Shigeki Kobayashi as the Joint Managing Director of the Company.

The details of remuneration payable to Mr. Shigeki Kobayashi and the terms and conditions of the appointment are given below:

1. **Basic Salary:** Rs. 12,00,000/- (Rupees Twelve Lakhs only) per month.
2. **Special Pay:** Special pay will be Rs. 2,00,000/- (Rupees Two Lakhs only) per month.
3. **Commission:** He shall also be paid 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 Companies Act, 2013.
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:** Rent free furnished residential accommodation with free use of all the facilities and amenities including deploy of security guards shall be provided by the Company;

- b) **Medical Reimbursement:** Reimbursement of actual medical expenses incurred by him and his family in India; in addition, he will also be entitled to be covered under group mediclaim policy as per the rules of the Company;
- c) **Children's Education Allowance:** In case of children studying in India, actual expenses incurred, shall be admissible;
- d) **Leave Travel Concession:** Once in a year incurred in accordance with the Rules specified by the Company;
- e) **Club Fees:** Actual fees of clubs will be reimbursed;
- f) **Gas, Electricity & Water:** Actual Expenses on Gas, Electricity and Water will be paid by the Company;
- g) **Personal Accident Insurance:** Actual premium to be paid by the Company;
- h) **Car:** Facility of car(s) with driver;
- i) **Telephone:** Free telephone facility at Residence including internet and mobile phone facility;
- j) **Provision for servants at residence:** The Company shall provide the service of servants not exceeding two at the residence of appointee.
- k) **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 en-cashed;
- l) **Reimbursement of shifting expenses:** Reimbursement of expenses incurred for joining duty and returning to home country after completion of tenure: Actual expenses incurred on travel and packing, forwarding, loading/unloading as well as freight, insurance, custom duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India. On completion of the tenure, all the expenses referred to herein above for travel and forwarding the personal effects to Japan shall also be allowable to the appointee on his finally leaving the employment of Company. If however, they join another branch of the same/ related multinational Company, the branch to which they are transferred shall bear these expenses;
- m) **Reimbursement of other expenses:** Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company;
- n) **Contribution to Provident Funds:** As per Employee Provident Fund & Miscellaneous Provisions Act 1952, 12% of the basic salary shall be deducted from his salary and the same shall be deposited in the fund and the same amount of contribution shall be deposited from company's account; and

## 5. Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, are payable.

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

Explanation: For the aforesaid purposes "Family" means the spouse and the dependent children.

The terms of appointment and remuneration including minimum remuneration 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 Companies Act, 2013.

Mr. Shigeki Kobayashi shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

Except Mr. Shigeki Kobayashi, and his relative none of the Directors, Key Managerial Personnel

(KMPs) and their relatives are interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company. Presently, Mr. Shigeki Kobayashi does not hold any equity shares in the Company.

He is presently not holding the directorship of any Company.

The Board recommends the resolution to the members for their approval.

**Item No. 7**

The Board of Directors of the Company in its meeting held on May 19, 2017 has appointed Mr. Teruyoshi Sato as an Additional Director of the Company w.e.f. May 19, 2017. A notice under Section 160 of the Companies Act, 2013 along with the requisite deposit has been received from a member proposing the candidature of Mr. Teruyoshi Sato as a Director of the Company.

Mr. Teruyoshi Sato, aged 57 years, having 34 years of vast experience in technical field, completed his Bachelor of Engineering from Tokai University, Japan. He started his career with Showa Corporation, Japan in 1983. He managed Business Planning office, Motorcycle and Hydraulic Components operation department till 2012 and then he was promoted as president, Showa Regional Center (Thailand) Co. Ltd. In April 2015, he was appointed as President of PT Showa Indonesia Manufacturing. Now he has been serving to Showa Corporation, Japan as the General Manager of Business and Production Planning Division, Motorcycle and Hydraulic Components Operations since April 2017.

Keeping in view that Mr. Teruyoshi Sato has rich and varied experience in the Industry; it would be in the interest of the Company to consider the employment of Mr. Teruyoshi Sato as the Director of the Company.

He is presently not holding the directorship of any Company.

Except Mr. Teruyoshi Sato and his relatives, none of the Director, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise in the Resolution under Item No. 7 of the notice. Mr. Teruyoshi Sato does not hold any equity shares in the Company.

The Board recommends the resolution to the members for their approval.

**Item No. 8**

Mr. Yogesh Chander Munjal, aged 77 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 is the Chairman of Indian National Suggestion Schemes' Assn. (INSSAN) – (Northern India Chapter), Japan Desk of PHD Chamber of Commerce & Industry and TPM Club of India, Regional Council member of CII, Executive member of ACMA, Life member of Indian Institute of Public Administration, Member of National Safety council, All India Management Association. Earlier, he served as president of Gurugram Industrial Association, Chairman of CII (Haryana Committee) and Chairman of Haryana Chamber of Commerce and Industry, Gurugram.

He is a member of the Alumni Assn. of University, Roorkee and India Habitat Centre. He is senior active member of Rotary Club of Delhi Southend and served as President of the club during the year 1991-92 & member of Rotary Education Foundation R.I. District – 3010. He is a member of Board of Governors of Amity Business School, member of Governing Council of Mist University, Managing Committee member of D.A.V. Public School, Gurugram.

He has received Best Client Award in 1999 from Leadership Management Institute U S A, at Hawaii.

The Members had approved the basic salary of Mr. Yogesh Chander Munjal - Managing Director as Rs. 16, 00, 000/- p.m. and special pay as Rs. 3,00,000/- p.m. with effect from September 01, 2016 in the Thirty

First Annual General Meeting held on August 24, 2016. Under the leadership of Mr. Yogesh Chander Munjal, the Company has grown since his appointment inspite of the challenging environment. In view of the vast experience and valuable contribution made by Mr. Yogesh Chander Munjal towards the growth of the Company and the job responsibilities handled by the Managing Director in the challenging environment, and on the basis of the recommendations of the Nomination and Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 19, 2017, revised the basic salary of Managing Director to Rs.17,50,000/- per month from the existing Rs. 16,00,000/- per month and special pay shall remain same at Rs. 3,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure. All other terms and conditions of his appointment including allowances, perquisites and benefits will remain same.

The terms of appointment and remuneration including minimum remuneration 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 Companies Act, 2013.

Except Mr. Yogesh Chander Munjal and Mrs. Charu Munjal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 8 except to the extent of their shareholding in the Company. Mr. Yogesh Chander Munjal does not hold any equity shares in the Company.

The Board recommends the resolution to the members for their approval.

**Item No. 9**

Under the leadership of Mr. Shigeki Kobayashi, the profitability of the Company has grown since his appointment inspite of the challenging environment. In view of the vast experience and valuable contribution made by Mr. Shigeki Kobayashi towards the growth of the Company and the job responsibilities handled by the Joint Managing Director in the challenging environment, and on the basis of the recommendations of the Nomination and Remuneration Committee, your Board of Directors have, by passing a Resolution in their meeting held on May 19, 2017, revised the basic salary of Joint Managing Director to Rs.13,50,000/- per month from the existing Rs. 12,00,000/- per month and special pay shall be Rs. 3,00,000/- per month from the existing Rs. 2,00,000/- per month with effect from September 01, 2017 for the remaining period of his tenure. All other terms and conditions of his appointment including allowances, perquisites and benefits will remain same.

Except Mr. Shigeki Kobayashi and his relatives, 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. Mr. Shigeki Kobayashi does not hold any equity shares in the Company.

The Board recommends the resolution to the members for their approval.

Place: Gurugram  
Dated: May 19, 2017

By order of the Board of Directors,  
for **MUNJAL SHOWALIMITED**

**Registered Office:**

9-11, Maruti Industrial Area  
Sector- 18, Gurugram, Haryana - 122 015  
**Email: [cs@munjalshowa.net](mailto:cs@munjalshowa.net)**  
**Website: [www.munjalshowa.net](http://www.munjalshowa.net)**  
**CIN: L34101HR1985PLC020934**  
**Phone No. 0124-4783000 Fax No. 0124-2341359**

**SAURABH AGRAWAL**  
**COMPANY SECRETARY**  
**Membership No. A36163**

**Annexure A**

**Details of the directors seeking appointment/re-appointment in the forthcoming Annual General Meeting (In pursuance of SEBI (LODR) Regulations, 2015)**

Name of the Director	Mr. Ashok Kumar Munjal	Mr. Shigeki Kobayashi	Mr. Teruyoshi Sato	My. Yogesh Chander Munjal
DIN	00003843	07626553	07825074	0003491
Date of Birth & age	14/02/1951 66 Years	03/04/1964 52 Years	16/02/1960 57 Years	13/02/1940 77 Years
Date of Appointment	02/01/1989	26/10/2016	19/05/2017	16/05/1985
Qualification	Commerce and Law Graduate from Punjab University	Graduation from Hamamatsu Technical High School, Shizuoka Prefecture, Japan.	Bachelor of Engineering from Tokai University, Japan	B. Arch.
Relationship with Directors	None	None	None	None
Experience and Expertise	33 years of experience in the field of engineering industry, investment, finance and auto component	34 years' experience in technical field	34 years' experience in technical field	53 years of experience in the field of engineering industry, investment, finance and auto component
Number of Meetings of the Board attended during the year	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.
Directorships held in other companies	A AND N AUTOCAST PRIVATE LIMITED SKH EDUCATION PRIVATE LIMITED MARUTI INSURANCE BROKING PRIVATE LIMITED SUNGLow INDUSTRIES PRIVATE LIMITED H & H INDUSTRIES PRIVATE LIMITED LEDPRA INFRACON PRIVATE LIMITED RADHA KISHAN BUILDWELL PRIVATE LIMITED PRIVILEGE ESTATES PRIVATE LIMITED H AND H REAL ESTATE PRIVATE LIMITED KRISHNA ISHIZAKI AUTO LIMITED ORIENT CRAFT LIMITED CHANDERNAGAR CHEMICALS AND MINERALS PRIVATE LIMITED SUNBEAM AUTO PRIVATE LIMITED	None Except Munjal Showa Limited	NIL	HERO CYCLES LIMITED  DAYANAND MUNJAL INVESTMENTS PVT LTD  MUNJAL SHOWA LIMITED

Board Membership of Listed Companies as on March 31, 2017	MUNJAL SHOWA LIMITED	MUNJAL SHOWA LIMITED	NIL	Chairman of MUNJAL SHOWA LIMITED
Chairman/Member of the Committee of the Board of directors as on March 31, 2017	Member of Audit Committee & Stakeholders Relationship Committee in Munjal Showa Limited. He is also a member of Audit Committee of Orient Craft Limited	Member in Stakeholders Relationship Committee & CSR Committee of Munjal Showa Limited	None	Member of Stakeholders Relationship Committee & Chairman of CSR Committee of Munjal Showa Limited  Member of Audit Committee and Nomination and Remuneration Committee of Hero Cycles Limited
Number of Shares held in the Company as on March 31, 2017	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited	Nil shares in Munjal Showa Limited
Relationship with other directors, manager and other Key Managerial Personnel of the company	NIL	NIL	NIL	NIL
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website  Non-executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the Board of Directors from time to time	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website  Details of the remuneration drawn by such person, is mentioned in the Corporate Governance report	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website  Remuneration last drawn: Nil	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website  Details of the remuneration drawn by such person, is mentioned in the Corporate Governance report

**Munjal Showa Limited**

Registered Office: 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015, CIN: L34101HR1985PLC020934  
Web: www.munjalshowa.net, Email: cs@munjalshowa.net, Tel: +91 124 4783000/4783100

**ATTENDANCE SLIP**

DP ID, Client ID No. / Folio No:.....

No. of Share(s) held:

Name of the Member/ proxy (IN BLOCK LETTERS)

Address of the member

I, hereby record my presence at the 32nd Annual General Meeting of the Munjal Showa Limited held on Thursday the 24th Day of August 2017 at 9-11, Maruti Industrial Area, Sector-18, Gurugram-122 015, Haryana at 11.00 A.M.

Signature of the member/ Proxy

Notes:

- i) Please complete this attendance slip and hand it over at the entrance of the meeting hall
- ii) Members are informed that no duplicate slips will be issued at the venue of the meeting and are requested to bring this slip for the Meeting.

**Munjal Showa Limited**

Registered Office: 9-11, Maruti Industrial Area, Sector-18, Gurugram -122015, CIN: L34101HR1985PLC020934  
Web: www.munjalshowa.net, Email: cs@munjalshowa.net, Tel: +91-124-4783000/4783100

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address: _____ _____
E-mail ID: _____ Folio No. /DP ID and Client ID: _____

I/We, being the Member(s) of \_\_\_\_\_ shares of the above mentioned Company, hereby appoint

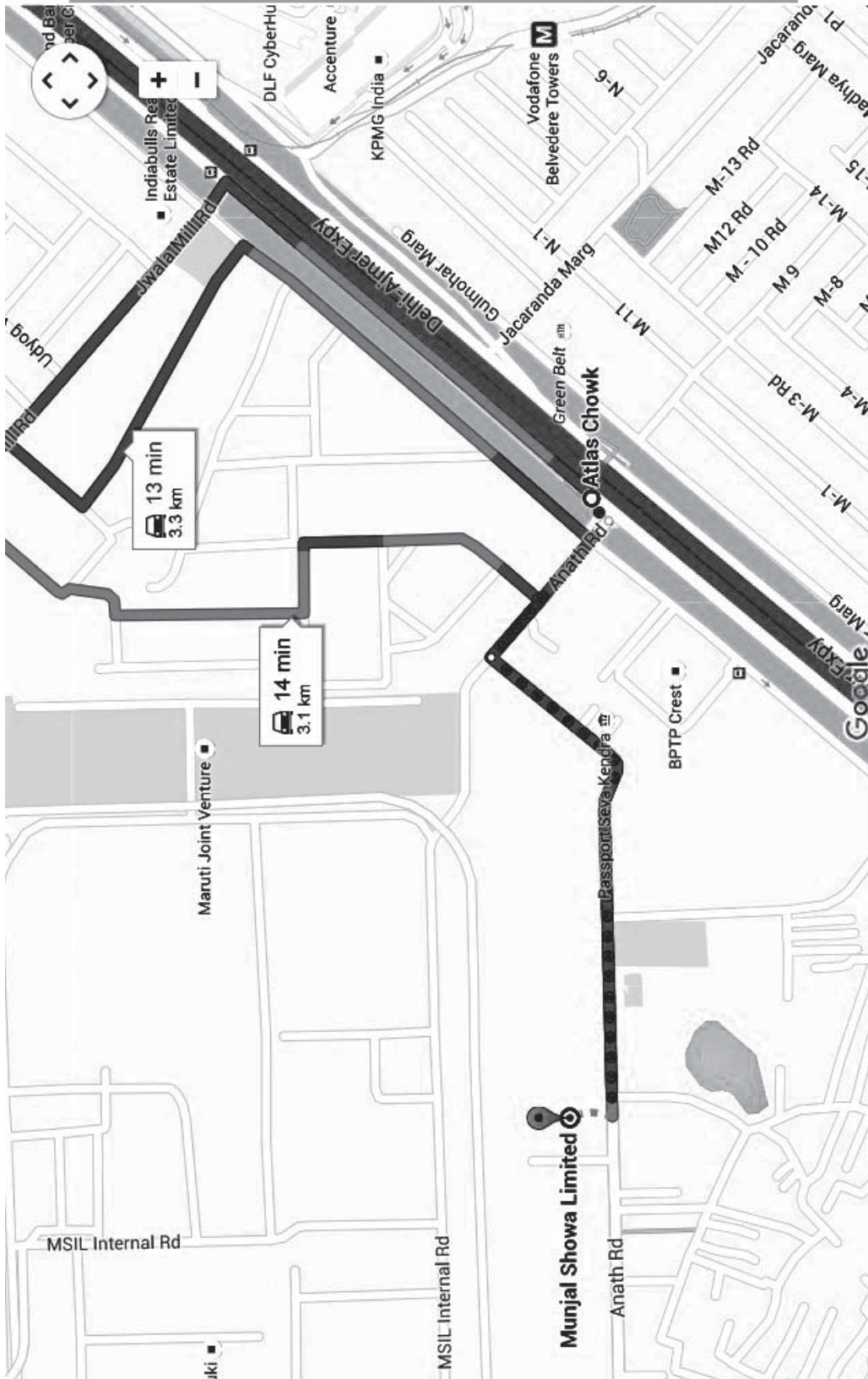
Name: \_\_\_\_\_ E-mail ID \_\_\_\_\_

Address: \_\_\_\_\_ Signature: , or failing him/her

\_\_\_\_\_  
Name: \_\_\_\_\_ E-mail ID \_\_\_\_\_

Address: \_\_\_\_\_ Signature: , or failing him/her

‘Route map for the 32nd AGM’



as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday the 24th Day of August 2017 at 11:00 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res No.	Description	For	Against
<b>Ordinary Business</b>			
1	Adoption of Annual Accounts and Reports thereon for the Financial Year ended March 31st, 2017 (Ordinary Resolution)		
2	To declare a dividend on equity shares for the financial year ending 2016-17. (Ordinary Resolution)		
3	To appoint Mr. Ashok Kumar Munjal (DIN 00003843), as Director liable to retire by rotation. (Ordinary Resolution)		
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-seventh AGM of the Company to be held in the year 2022 and to fix their remuneration. (Ordinary Resolution)		
<b>Special Business</b>			
5	Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as a Director of the Company. (Ordinary Resolution)		
6	Appointment of Mr. Shigeki Kobayashi (DIN 07626553) as the Joint Managing Director of the Company. (Ordinary Resolution)		
7	Appointment of Mr. Teruyoshi Sato (DIN 07825074) as a Director of the Company. (Ordinary Resolution)		
8	Variation in the Terms of Appointment of Mr. Yogesh Chander Munjal, (DIN 00003491), Managing Director of the Company. (Special Resolution)		
9	Variation in the Terms of Appointment of Mr. Shigeki Kobayashi, (DIN 07626553), Joint Managing Director of the Company. (Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature \_\_\_\_\_

Affix  
Revenue  
Stamp

Notes:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be Member of the Company. Pursuant to the provisions of section 105 of Companies act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than 10 percent of the total Share Capital of the Company. Members holding more than 10 percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act a proxy for any other Member.
3. This form of Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company at Munjal Showa Limited, 9-11, Maruti Industrial Area, Gurugram-122015 not later than FORTY-EIGHT hours before the commencement of aforesaid meeting.

