

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Munjal Showa Limited

2. Quarter ending: 31<sup>st</sup> December, 2015

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/Non - Executive/independent/Non minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Brijmohan Lall Munjal*	PAN: ADZPM3512B DIN: 00004134	Chairperson	Date of Appointment: 15-10-1986 Date of cessation: 01-11-2015	-	At the beginning of the Quarter : 2 At the end of the quarter: Nil	nil	nil
Mr.	Yogesh Chander Munjal	PAN: ABMPM8677L DIN: 00003491	Executive Director	Date of Appointment in the current term: 01/09/2011	-	1	1	nil
Mr.	Isao Ito	PAN: ACOPI6288E DIN: 05134031	Executive Director	Date of Appointment: 03/09/2013	-	1	1	nil
Mr.	Matsui Masanao	PAN: NA DIN: 00340218	Non-Executive Director	Date of Appointment: 26/08/2015	-	1	nil	nil

Mr.	Pankaj Munjal	PAN: ABMPM8660 M DIN: 00005330	Non-Executive Director	Date of Appointment: 16-05-1985	-	1	nil	nil
Mr.	Ashok Kumar Munjal	PAN: ADQPM8088B DIN: 00003843	Non-Executive Director	Date of Appointment: 02-01-1989	-	1	3	nil
Mrs.	Charu Munjal	PAN: ADVPM3847K DIN: 03094545	Non-Executive Director	Date of Appointment: 28/08/2014	-	2	nil	nil
Mr.	Krishan Chand Sethi	PAN: AAAPS0138D DIN: 00004471	Independent Director	Date of Appointment in the current term: 01/04/2014	1 Year 9 Month	1	1	nil
Mr.	Vinod Kumar Agrawal	PAN: ACSPA8346D DIN: 00004463	Independent Director	Date of Appointment in the current term: 01/04/2014	1 Year 9 Month	1	nil	1
Mr.	Devi Singh	PAN: AAHPS9542E DIN: 00015681	Independent Director	Date of Appointment in the current term: 01/04/2014	1 Year 9 Month	1	nil	nil
Mr.	Surinder Kumar Mehta	PAN: ACHPM4546J DIN: 00002888	Independent Director	Date of Appointment in the current term: 01/04/2014	1 Year 9 Month	1	nil	1
Mr.	Nand Dhameja	PAN: AAFPD5146F DIN: 02351762	Independent Director	Date of Appointment in the current term: 01/04/2014	1 Year 9 Month	1	1	1

\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.  
\* Mr. Brijmohan Lall Munjal expired on November 01, 2015

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non Executive / independent /Nominee ) <sup>§</sup>
1. Audit Committee	Mr. Vinod Kumar Agrawal	Chairperson / Independent Director
	Mr. Krishan Chand Sethi	Independent Director
	Mr. Nand Dhameja	Independent Director
	Mr. Ashok Kumar Munjal	Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Krishan Chand Sethi	Chairperson / Independent Director
	Mr. Vinod Kumar Agrawal	Independent Director
	Mr. Devi Singh	Independent Director
	Mr. Surinder Kumar Mehta	Independent Director
3. Share Transfer/ Stakeholders Relationship	Mr. Nand Dhameja	Chairperson / Independent Director
	Mr. Yogesh Chander Munjal	Executive Director
	Mr. Isao Ito	Executive Director
	Mr. Ashok Kumar Munjal	Non-Executive Director
4. Corporate Social Responsibility Committee	Mr. Krishan Chand Sethi	Chairperson / Independent Director
	Mr. Yogesh Chander Munjal	Executive Director
	Mr. Vinod Kumar Agrawal	Independent Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
31-07-2015	30-10-2015	90 Days

## V. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
29-10-2015 (Audit Committee)	Yes (3 members were present out of 4 members)	30-07-2015 (Audit Committee)	90 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

## V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
Whether prior approval of audit committee obtained	YES

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	

<p><b>VI. Affirmations</b></p>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)*</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report shall be placed before Board of Directors in the next meeting.</p> <p><i>*Note: The provision regarding constitution of Risk Management Committee is not applicable.</i></p>
<p><b>(SAURABH AGRAWAL)</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>Name &amp; Designation</b></p>