

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

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Munjal Showa Limited

2. Quarter ending: 30th September, 2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non - Executive/ind ependent/No minee) &	Date of Appointment in the current term /cessation	Tenur e*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	No. of post of Chairpers on in Audit/ Stakehol der Committ ee held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
Mr.	Devi Singh	PAN: AAHPS9542E DIN: 00015681	Chairman & Independent Director	01-04-2014	30 Month s	1	nil	nil
Mr.	Yogesh Chander Munjal	PAN: ABMPM8677L DIN: 00003491	Executive Director	16/05/1985	-	1	1	Nil
Mr.	Isao Ito**	PAN: ACOP16288E DIN: 05134031	Executive Director	24/05/2013	-	1	1	Nil
Mr.	Matsui Masanao	PAN: NA DIN: 00340218	Non-Executive Director	22/05/2015	-	1	nil	nil
Mr.	Pankaj Munjal***	PAN: ABMPM8660 M	Independent Director	24-08-2016	01 month s	1	2	nil



		DIN: 00005330						
Mr.	Ashok Kumar Munjhal	PAN: ADQPM8088B DIN: 00003843	Non-Executive Director	02-01-1989	-	1	3	nil
Mrs.	Charu Munjal	PAN: ADVPM3847K DIN: 03094545	Non-Executive Director	23-05-2014	-	2	nil	nil
Mr.	Vinod Kumar Agrawal	PAN: ACSPA8346D DIN: 00004463	Independent Director	01-04-2014	30 Month s	1	nil	1
Mr.	Surinder Kumar Mehta	PAN: ACHPM4546J DIN: 00002888	Independent Director	01-04-2014	30 Month s	1	nil	1
Mr.	Nand Dhameja	PAN: AAFPD5146F DIN: 02351762	Independent Director	01-04-2014	30 Month s	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.

** Ceased w.e.f. September 30, 2016

***Appointed as an Independent Director of the Company w.e.f. August 24, 2016



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non Executive / independent /Nominee) ⁵
1. Audit Committee	Mr. Vinod Kumar Agrawal	Chairperson / Independent Director
	Mr. Nand Dhameja	Independent Director
	Mr. Ashok Kumar Munjal	Non-Executive Director
2. Nomination & Remuneration Committee	Mr. Surinder Kumar Mehta	Chairperson/ Independent Director
	Mr. Vinod Kumar Agrawal	Independent Director
	Mr. Devi Singh	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. Yogesh Chander Munjal	Chairperson/ Executive Director
	Mr. Isao Ito*	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

*Ceased w.e.f. September 30, 2016

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)
20.05.2016	29.07.2016	69 Days

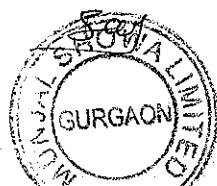
V. Meeting of Committees

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*
28.07.2016 (Audit Committee)	Yes (All 3 members were present)	19.05.2016 (Audit Committee)	69 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

Subject	Compliance status (Yes/No/NA)refer note below



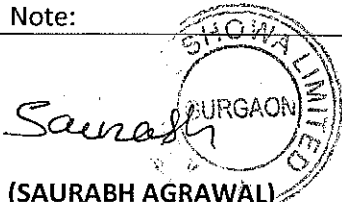
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note
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.
2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report shall be placed before Board of Directors in the next meeting. The report submitted in the previous quarter has been placed before Board of Directors.

Note:


(SAURABH AGRAWAL)

A-36163

Company Secretary & Compliance Officer

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes The Chairperson authorised Mr. Nand Lal Dhameja (Independent Director and Member of the Audit Committee) to represent the Audit Committee at the AGM on his behalf
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes The Chairperson authorised Mr. Devi Singh (Chairman of the Company and Member of the Nomination and Remuneration Committee) to represent the Nomination and Remuneration Committee at the AGM on his behalf
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Saurabh</i></p> <p>(SAURABH AGRAWAL) A-36163 Company Secretary & Compliance Officer</p> 