

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Munjal Showa Limited

2. Quarter ending: 31<sup>st</sup> March, 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & 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.	Yogesh Chander Munjal	PAN: ABMPM8677L DIN: 00003491	Chairman & Executive Director	16/05/1985	-	1	2	Nil
Mr.	Shigeki Kobayashi	PAN: ECWPK3489M DIN: 07626553	Executive Director	26/10/2016	-	1	1	Nil
Mr.	Matsui Masanao	PAN: NA DIN: 00340218	Non-Executive Director	22/05/2015	-	1	Nil	Nil
Mr.	Ashok Kumar Munjal	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.	Pankaj Munjal	PAN: ABMPM8660 M DIN: 00005330	Independent Director	24/08/2016	07 months	1	2	Nil
Mr.	Devi Singh	PAN: AAHPS9542E DIN: 00015681	Independent Director	01/04/2014	36 Months	1	1	Nil
Mr.	Vinod Kumar Agrawal	PAN: ACSPA8346D DIN: 00004463	Independent Director	01/04/2014	36 Months	1	1	1
Mr.	Surinder Kumar Mehta	PAN: ACHPM4546J DIN: 00002888	Independent Director	01/04/2014	36 Months	1	1	1
Mr.	Nand Lal Dhameja	PAN: AAFPD5146F DIN: 02351762	Independent Director	01/04/2014	36 Months	1	2	1

### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non Executive / independent /Nominee )
1. Audit Committee	Mr. Vinod Kumar Agrawal	Chairperson / Independent Director
	Mr. Nand Lal Dhameja	Independent Director
	Mr. Ashok Kumar Munjal	Non-Executive Director
	Mr. Devi Singh	Independent 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 Lal Dhameja	Chairperson / Independent Director
	Mr. Yogesh Chander Munjal	Executive Director
	Mr. Shigeki Kobayashi	Executive Director
	Mr. Ashok Kumar Munjal	Non-Executive Director
4. Corporate Social Responsibility Committee	Mr. Yogesh Chander Munjal	Chairperson/ Executive Director
	Mr. Shigeki Kobayashi	Executive Director
	Mr. Vinod Kumar Agrawal	Independent Director

### 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)
26.10.2016	03.02.2017	99 Days

<b>V. Meeting of Committees</b>			
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
02.02.2017 (Audit Committee)	Yes (3 members were present)	25.10.2016 (Audit Committee)	99 Days

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> 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

<b>VI. Affirmations</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	NA
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.	Yes
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.	Yes
5. This report shall be placed before Board of Directors in the next Board Meeting. The report submitted in the previous quarter has been placed before Board of Directors.	Yes

**(SAURABH AGRAWAL)**

**A-36163**

**Company Secretary & Compliance Officer**

## Compliance Report on Corporate Governance

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes*
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes**
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

\* The Company pays only sitting fee to non executive directors within limits specified in the Companies Act, 2013.

\*\* The Members of the Board are informed about the risks of the Company and the Board of Directors take necessary steps to minimize it.

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

*Note: The requirement to approved Material Subsidiary Policy is not applicable as the Company does not have any subsidiary company.*

**SAURABH AGRAWAL**  
**(Company Secretary & Compliance Officer)**  
**ACS 36163**