

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**1. Name of Listed Entity**                      **Munjal Showa Limited**

**2. Quarter ending**                              **31<sup>st</sup> December, 2019**

I. Composition of Board of Directors										
Title (Mr. / Mrs.)	Name of the Director	DIN	PAN	Category (Chairperson/E xecutive/Non- Executive/inde pendent/Nomi nee)	Date of Appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independ ent Directorsh ip in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Yogesh Chander Munjal	00003491	ABMPM8677L	Chairman & Executive Director	16-May-1985	-	1	0	2	0

Mr.	Shigeki Kobayashi	07626553	ECWPK3489M	Executive Director	26-Oct-2016	-	1	0	1	0
Mr.	Yasuhiro Yamamoto	08127304	NA	Non-Executive Director	30-May-2018	-	1	0	0	0
Mr.	Ashok Kumar Munjal	00003843	ADQPM8088B	Non-Executive Director	02-Jan-1989	-	1	0	3	0
Mrs.	Charu Munjal	03094545	ADVPM3847K	Non-Executive Director	23-May-2014	-	2	0	0	0
Mr.	Devi Singh	00015681	AAHPS9542E	Non-Executive Independent Director	01-April-2019	9 months	1	1	1	0
Mr.	Vinod Kumar Agrawal	00004463	ACSPA8346D	Non-Executive Independent Director	01-April-2019	9 months	1	1	1	1
Mr.	Surinder Kumar Mehta	00002888	ACHPM4546J	Non-Executive Independent Director	01-April-2019	9 months	1	1	0	0
Mr.	Nand Lal Dhameja	02351762	AAFPD5146F	Non-Executive Independent Director	01-April-2019	9 months	1	1	2	1
Mrs.	Geeta Anand	00078091	AAJPA1541R	Non-Executive Independent Director	03-Nov-2018	14 months	1	1	0	0

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non Executive / Independent /Nominee )
Audit Committee	Mr. Vinod Kumar Agrawal	Chairperson –Non-Executive-Independent Director

	Mr. Nand Lal Dhameja Mr. Ashok Kumar Munjal Mr. Devi Singh	Member-Non-Executive-Independent Director Member-Non-Executive Director Member-Non-Executive-Independent Director
Nomination & Remuneration Committee	Mr. Surinder Kumar Mehta Mr. Vinod Kumar Agrawal Mr. Devi Singh Mr. Yogesh Chander Munjal	Chairperson –Non-Executive-Independent Director Member-Non-Executive-Independent Director Member-Non-Executive-Independent Director Member- Executive Director
Stakeholders Relationship Committee	Mr. Nand Lal Dhameja Mr. Yogesh Chander Munjal Mr. Shigeki Kobayashi Mr. Ashok Kumar Munjal	Chairperson –Non-Executive-Independent Director Member- Executive Director Member- Executive Director Member-Non-Executive Director
Corporate Social Responsibility Committee	Mr. Yogesh Chander Munjal Mr. Shigeki Kobayashi Mr. Vinod Kumar Agrawal	Chairperson- Executive Director Member- Executive Director Member-Non-Executive-Independent Director

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
31-07-2019	06-11-2019	97 days

<b>IV. Meeting of Committees</b>				
<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee	06-11-2019	Yes (3 members were present)	31-07-2019	97
Stakeholders Relationship Committee	06-11-2019	Yes (3 members were present)	31-07-2019	97

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

The report submitted for the previous quarter ended September 30, 2019 has been placed before Board of Directors at its meeting held on November 06, 2019. The same has been noted by the Board. No comments / observations / advice were received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

**Name:** Geetanjali Sharma  
**Designation:** Company Secretary & Compliance Officer

**Date:** January 13, 2020  
**Note:** NA denotes Not Applicable