

**CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING THROUGH E-VOTING
SYSTEM AND THROUGH REMOTE E-VOTING**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 issued by MCA) and SEBI Circulars dated May 12, 2020 January 15, 2021 and May 13, 2022.

The Chairman of 37th Annual General Meeting of the Equity Shareholders of Munjal Showa Limited (the Company) held on 12th August, 2022 at Deemed Venue at 9-11, Maruti Industrial Area, Sector-18, Gurugram-122015 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") concluded at 11.42 A.M.

Dear Sir,

1. I Satyender Kumar of Satyender Kumar & Associates, Practicing Company Secretaries, Gurugram was appointed by the Board of Directors of Munjal Showa Limited ('the Company') vide Board resolution dated 30th May, 2022, as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") held prior to 37th Annual General Meeting (AGM) and process of e-voting at the AGM ("e-voting") and ascertain the requisite majority on remote e-voting and e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 as amended from time to time (Rules), in respect of the resolutions contained in the Notice of 37th Annual General Meeting issued by the Company to its member in terms of aforesaid Circulars, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) held on **12th August, 2022 at 11.00 A.M.**
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and the Circulars relating to conducting of AGM through VC/OAVM and voting by electronic means on the resolutions contained in the notice to the 37th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and for e-voting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice to the 37th Annual General Meeting (AGM), based on the reports generated from remote e-voting/e-voting process during the AGM, provided by Central



Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting/e-voting facilities.

3. Pursuant to Circulars referred above and as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time, an "Advertisement" was published on 19th July, 2022 in 'The Mint' (English) and The Hindustan (Hindi), specifying the mode of (VC/OAVM), date and time of the AGM, availability of the Notice on the Company's website and website of stock exchanges, manner of registration of email-ids by the members (both physical and demat) who are yet to register their email-ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

The Company hosted the notice of AGM on its website, for remote e-voting during the AGM and also intimated the same to the BSE Limited and National Stock Exchange Limited on 18th July, 2022. As informed by the Company the Notice of the AGM was also hosted at website of CDSL.

The Company has informed that on the basis of Register of Members and the list of Beneficial Owners made available by MCS Share Transfer Agent Limited the Registrar and Share Transfer Agent (RTA) and the depository viz. CDSL the Company completed the dispatch of notice on 18th July, 2022 by E-mail to 21,811 members who had already registered their email ids with the Company/Depositories.

- 4.1 The members of the Company as on the "cut off" date i.e. 5th August, 2022 were entitled to vote on the resolutions (Items No. 1 to 8 as set out in the Notice of the 37th Annual General Meeting of the Company).
- 4.2 The remote e-voting period remained open from Tuesday, 9th August, 2022 (9.00 a.m.) to Thursday, 11th August, 2022 (5.00 p.m.)
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Thursday, 11th August, 2022.
- 4.4 After the conclusion of Annual General Meeting the votes cast through remote e-voting process and e-voting at the AGM held through VC/OAVM were unblocked on 12th August, 2022 around 12.22 p.m. in the presence of two



witnesses, Mr. Anant Bisht and Mr. Dinesh Thakur who are not in the employment of the Company and who witness to the unblocking of votes.

- 4.5 Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Limited(<https://www.evotingindia.co.in>).

I hereby state that I have recorded details of all the votes by the shareholders through remote e-voting and e-voting at the AGM and have also checked and verified the same. I have also carried out full count of the votes. I hereby submit the consolidated report on the results of the votes cast by the shareholders through remote e-voting and e-voting at the AGM as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2022 together with the reports of Board of Directors and Auditors thereon.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	113	9	122	28152727	580	26153307	99.99
Dissent	10	0	10	2518	0	2518	0.01
Total	123	9	132	26155245	580	26155825	100.00

Accordingly, out of total 26155825, Remote e-votes and e-votes; 26153307 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2518 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 2

Ordinary Resolution to declare final dividend on equity shares for the financial year 2021-22

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	113	9	122	26152727	580	26153307	99.99
Dissent	10	0	10	2518	0	2518	0.01
Total	123	9	132	26155245	580	26155825	100.00

Accordingly, out of total 26155825, Remote e-votes and e-votes; 26153307 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2518 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.



Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 3

Ordinary Resolution for the appointment of a Director in place of Mrs. Charu Munjal (DIN: 03094545), who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	110	9	119	26148877	580	26149457	99.98
Dissent	12	0	12	6143	0	6143	0.02
Total	122	9	131	26155020	580	26155600	100.00

Accordingly, out of total 26155600, Remote e-votes and e-votes; 26149457 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.98% and 6143 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.02% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 4

Ordinary Resolution for the appointment of a Director in place of Mr. Yogesh Chander Munjal (DIN: 00003491), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	110	9	119	26148877	580	26149457	99.98
Dissent	12	0	12	6143	0	6143	0.02
Total	122	9	131	26155020	580	26155600	100.00

Accordingly, out of total 26155600, Remote e-votes and e-votes; 26149457 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.98% and 6143 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.02% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 5

Ordinary Resolution for the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	112	9	121	26152502	580	26153082	99.99
Dissent	10	0	10	2518	0	2518	0.01
Total	122	9	131	26155020	580	26155600	100.00

Accordingly, out of total 26155600, Remote e-votes and e-votes; 26153082 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 2518 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the Ordinary Resolution.



Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 6

Special Resolution for the change of category of Mr. Ashok Kumar Munjal (DIN: 00003843) as a Non-Executive Director to Non- Executive Independent Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	110	9	119	26148877	580	26149457	99.98
Dissent	12	0	12	6143	0	6143	0.02
Total	122	9	131	26155020	580	26155600	100.00

Accordingly, out of total 26155600, Remote e-votes and e-votes; 26149457 Votes were cast **ASSENTING** to the Special Resolution constituting 99.98% and 6143 Votes were cast **DISSENTING** to the Special Resolution constituting 0.02% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 7

Special Resolution for the appointment of Mrs. Kavita Venugopal (DIN: 07551521) as a Non- Executive Independent Women Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	112	9	121	26152502	580	26153082	99.99
Dissent	10	0	10	2518	0	2518	0.01
Total	122	9	131	26155020	580	26155600	100.00

Accordingly, out of total 26155600, Remote e-votes and e-votes; 26153082 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% and 2518 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 8

Ordinary Resolution for the change in designation and remuneration payable to Mr. Avi Munjal, (AVP) Business Development Department.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	109	9	118	10108904	580	10109484	99.94
Dissent	12	0	12	6143	0	6143	0.06
Total	121	9	130	10115047	580	10115627	100.00



Accordingly, out of total 10115627, Remote e-votes and e-votes; 10109484 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.94% and 6143 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.06% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed with requisite majority.

A list of Equity Shareholders who voted "For" and "Against" the resolution (both through remote e-voting and e-voting at the AGM) has been provided to the Company Secretary of the Company.

The electronic data and all other relevant records relating to remote e-voting and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 37th Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely,

For SATYENDER KUMAR & ASSOCIATES

Countersigned by

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS NO. 4087
C.P.NO. 5189
UDIN-F004087D000787320
Peer Reviewed Unit



Deha Bawla
For MUNJAL SHOWA LTD.
COMPANY SECRETARY

Place: Gurugram
Date: August 12, 2022