



**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, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by MCA) and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.

**The Chairman of 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of Munjal Showa Limited (the Company) held on 22<sup>nd</sup> August, 2023 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") and e-voting process concluded at 11.43 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 30<sup>th</sup> May, 2023, as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") held prior to 38<sup>th</sup> 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 38<sup>th</sup> 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 **22<sup>nd</sup> August, 2023 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 38<sup>th</sup> 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 38<sup>th</sup> 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 27<sup>th</sup> July, 2023 in 'Mint' (English) and '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 26<sup>th</sup> July, 2023. 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 26<sup>th</sup> July, 2023 by E-mail to 21856 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. 16<sup>th</sup> August, 2023 were entitled to vote on the resolutions (Items No. 1 to 5 as set out in the Notice of the 38<sup>th</sup> Annual General Meeting of the Company).
- 4.2 As per details provided by the Company, the remote e-voting period remained open from Saturday, 19<sup>th</sup> August, 2023 (9.00 a.m.) to Monday, 21<sup>st</sup> August, 2023 (5.00 p.m.)
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Monday, 21<sup>st</sup> August, 2023.
- 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 22<sup>nd</sup> August, 2023 around 1.58 p.m. in the presence of two witnesses, Mr. Sandeep Mehta and Mrs. Alka Narang 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, 2023, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2023 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	
<b>Assent</b>	119	9	128	16061767	9961275	26023042	99.983
<b>Dissent</b>	11	0	11	4409	0	4409	0.017
<b>Total</b>	130	9	139	16066176	9961275	26027451	100.000

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26023042 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.983% and 4409 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.017% 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 2022-23.**

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	
<b>Assent</b>	119	9	128	16065364	9961275	26026639	99.997
<b>Dissent</b>	10	0	10	809	0	809	0.003
<b>Total</b>	129	9	138	16066173	9961275	26027448	100.000

Accordingly, out of total 26027448 Remote e-votes and e-votes; 26026639 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.997% and 809 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.003% 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 Mr. Yasuhiro Ashiki (DIN: 09132637), 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	
<b>Assent</b>	114	9	123	16061274	9961275	26022549	99.981
<b>Dissent</b>	16	0	16	4902	0	4902	0.019
<b>Total</b>	130	9	139	16066176	9961275	26027451	100.00

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26022549 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.981% and 4902 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.019% 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. Kazuhiro Nishioka (DIN: 00602255), 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	
<b>Assent</b>	114	9	123	16061274	9961275	26022549	99.981
<b>Dissent</b>	16	0	16	4902	0	4902	0.019
<b>Total</b>	130	9	139	16066176	9961275	26027451	100.00

Accordingly, out of total 26027451 Remote e-votes and e-votes; 26022549 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.981% and 4902 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.019% 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**

**Special Resolution for Change in remuneration payable to Mr. Yogesh Chander Munjal (DIN: 00003491), Managing 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	113	9	122	16061370	9961275	26022645	99.982
Dissent	17	0	17	4806	0	4806	0.018
<b>Total</b>	<b>130</b>	<b>9</b>	<b>139</b>	<b>16066176</b>	<b>9961275</b>	<b>26027451</b>	<b>100.00</b>

Accordingly, out of total 26027451, Remote e-votes and e-votes; 26022645 Votes were cast **ASSENTING** to the Special Resolution constituting 99.982% and 4806 Votes were cast **DISSENTING** to the Special Resolution constituting 0.018% of the votes polled on the **Special Resolution**.

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

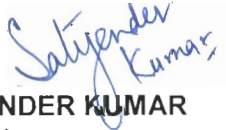
A list of Equity Shareholders who voted "For" and "Against" the resolution (both through remote e-voting and e-voting at the AGM) has been provided to the Company Secretary of the Company.

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 38<sup>th</sup> 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**  
Proprietor  
FCS NO. 4087  
C.P.NO. 5189  
UDIN-F004087E000845631  
Peer Reviewed Unit



Place: Gurugram  
Date: August 23, 2023