

# MUNJAL SHOWA LIMITED

Registered Office & Works : 9-11, Maruti Industrial Area, Sector - 18, Gurugram - 122 015 (Haryana) INDIA  
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net  
Corporate Identity Number : L34101HR1985PLC020934, PAN : AAACM0070D  
Phone : 0124-4783000

February 12, 2024

The D.G.M. (Listing)  
Corporate Relation Department  
BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
Security Code: 520043

The Asst. Vice President  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: MUNJALSHOW

Dear Sir/ Madam,

## **Sub: Intimation of Postal Ballot Notice**

Pursuant to the Regulation 30 and other applicable regulations of the **SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("Listing Regulations")** please find enclosed herewith the Notice of the postal ballot, this Postal Ballot Notice is being sent by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 09th February, 2024 ("Cut-off date")** .

The Company has engaged the services of **Central Depository Services (India) Limited ("CDSL")** for providing e-voting facility to the Shareholders. Shareholders are requested to note that the Remote e-voting will commence **on 09.00 A.M. (IST) on Friday, 16th February, 2024 and ends at 05.00 P.M. (IST) on Saturday, 16th March, 2024 (inclusive of both days)**.

The results of the Postal ballot through remote e-voting will be announced within two working days from the conclusion of the remote e-voting period for the postal ballot. The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company at **www.munjalshowa.net** and on the website of CDSL at **www.evotingindia.com**.

Kindly take the same on record.

Thanking You.

Yours faithfully,

**For Munjal Showa Limited**

**(Neha Bansal)**  
**Company Secretary & Compliance Officer**

*Encl: as above*

# **MUNJAL SHOWA LIMITED**

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## **NOTICE OF POSTAL BALLOT**

### **[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") inter-alia for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 9/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars"); and Securities and Exchange Board of India ("SEBI") circular dated 12<sup>th</sup> May, 2020, dated 15<sup>th</sup> January, 2021, dated 13<sup>th</sup> May, 2022, 5<sup>th</sup> January, 2023 and dated 6<sup>th</sup> October, 2023 (collectively referred to as "Circulars") read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and notified by MCA and any other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Postal Ballot Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ("e-voting").

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository Participant(s) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 09<sup>th</sup> February, 2024 ("cut-off date")**. The details of the procedure to cast the vote form part of the Notes to this Notice. As per the Circulars issued by MCA and SEBI from time to time, please note that the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot.

The remote e-voting period commences from **09.00 A.M. (IST) on Friday, 16<sup>th</sup> February, 2024** and ends at **05.00 P.M. (IST) on Saturday, 16<sup>th</sup> March, 2024**.

The Company has appointed Mr. Satyender Kumar (FCS: 4087 and COP No.: 5189), Practicing Company Secretary and proprietor of M/s Satyender Kumar & Associates (Company Secretaries), Gurugram, who

has given his consent to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Upon completion of scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer’s Report will be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website <https://www.munjshowa.net/> and on the website of Central Depository Services (India) Limited (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com).

### **Special Business:**

#### **ITEM NO. 1**

#### **Approval for the appointment of Ms. Neetika Batra (DIN: 10219725) as Non-Executive, Independent Director of the Company for a period of five consecutive years w.e.f 01<sup>st</sup> April, 2024.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company and based on the recommendations of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Ms. Neetika Batra (DIN: 10219725), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from **01<sup>st</sup> April, 2024**, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as Non-Executive, Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from **01<sup>st</sup> April, 2024 up to 31<sup>st</sup> March, 2029**.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Place: Gurugram**  
**Date: 08.02.2024**

By Order of the Board  
**For Munjal Showa Limited**

**Neha Bansal** Digitally signed by Neha Bansal  
Date: 2024.02.08 15:56:38  
+05'30'

**Neha Bansal**  
**Company Secretary and Compliance Officer**  
**M. No.: A38848**

## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act stating the reasons and justification for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI Listing Regulations form part of the Explanatory Statement forming part of this Notice. Additional information pursuant to Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment is appended and be construed as a part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (Depositories) and whose email address is registered with the Company/ Depositories/ Depository Participant(s) as on Friday, 9<sup>th</sup> February, 2024 ("Cut-off date") For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10.
3. In compliance with Regulation 44 of the Listing Regulation and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and circulars issued by MCA & SEBI referred above, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system
4. The voting for this Postal Ballot cannot be exercised through proxy.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from RTA/Depositories as on **Friday, 9<sup>th</sup> February, 2024**, being the cut-off date, are only entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the service of CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members may please note that the Postal **Ballot Notice will also be available on the Company's website at <https://www.munjalshowa.net/>**, websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at **[www.bseindia.com](http://www.bseindia.com)** and **[www.nseindia.com](http://www.nseindia.com)** respectively, and website of CDSL at **[www.evotingindia.com](http://www.evotingindia.com)**.
8. All the material documents referred to in the Notice and Explanatory Statement, are available for inspection by the members at the Registered office / Corporate Office of the Company on all working days between **09:00 A.M. (IST) and 05:30 P.M. (IST)** from the date of dispatch of the Notice up to the last date of e-voting i.e. **Saturday, 16<sup>th</sup> March, 2024**. All the documents referred in the accompanying Notice and Explanatory Statement shall also be available for inspection for Members through electronic mode from **Friday, 16<sup>th</sup> February, 2024 to Saturday, 16<sup>th</sup> March, 2024** on the basis of request being sent on **[cs@munjalshowa.net](mailto:cs@munjalshowa.net)** mentioning their name, Folio

no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 09<sup>th</sup> February, 2024**, being the cut-off date fixed for the purpose ("**Cut-off date**").
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at **cs@munjalshowa.net** along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to **cs@munjalshowa.net**.
11. The remote e-voting period commences from **09.00 A.M. (IST) on Friday, 16<sup>th</sup> February, 2024 and ends at 05.00 P.M. (IST) on Saturday, 16<sup>th</sup> March, 2024 (inclusive of both days)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
12. The Board has, pursuant to Rule 22(5) of the Rules, Company has appointed **Mr. Satyender Kumar (FCS: 4087 and COP No.: 5189), Practicing Company Secretary and proprietor of M/s Satyender Kumar & Associates (Company Secretaries), Gurugram**, who has given his consent, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
13. The Scrutinizer shall submit his report to the Chairman, or any person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced within two working days from the conclusion of remote e-voting period for the Postal Ballot at the Registered Office of the Company at Munjal Showa Limited, 9-11, Maruti Industrial Area, Sector-18, Gurugram, Haryana-122015.
14. The Resolution, if passed by requisite majority as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority (i.e. through Special resolution) of members by means of Postal Ballot through e-voting shall be deemed to have been passed on **Saturday, 16<sup>th</sup> March, 2024**, being the last date specified by the Company for e-voting.
15. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and The National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., <https://www.munjalshowa.net/> and website of MCS Share Transfer Agent Limited <https://www.mcsregistrars.com/> and on the website of Central Depository Services (India) Limited("CDSL") at [www.evotingindia.com](http://www.evotingindia.com) and shall be displayed at the Registered Office and Corporate office of the Company
16. The instructions for Shareholders for e-voting are as under:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **09:00 A.M. (IST) on Friday, 16<sup>th</sup> February, 2024** and ends on **05:00 P.M. (IST) on Saturday, 16<sup>th</sup> March ,2024**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 09<sup>th</sup> February, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) **In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer through e-mail at [satyenderfcs@gmail.com](mailto:satyenderfcs@gmail.com) and to the Company at the email address viz; [cs@munjalshowa.net](mailto:cs@munjalshowa.net) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for Those Shareholders Whose Email/Mobile No. are not Registered with The Company/Depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **toll free no. 1800 22 55 33**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at **toll free no. 1800 22 55 33**.

**Place: Gurugram**  
**Date: 08.02.2024**

By Order of the Board  
**For Munjal Showa Limited**

Neha Bansal

Digitally signed by Neha  
Bansal  
Date: 2024.02.08 15:57:08  
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**Neha Bansal**

**Company Secretary and Compliance Officer**

**M. No.: A38848**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

### **ITEM NO. 1**

The Board of Directors at their meeting held on 8<sup>th</sup> February, 2024, based on the recommendation of Nomination and Remuneration Committee and in accordance with the Nomination and Remuneration Policy of the Company, appointed Ms. Neetika Batra (DIN: 10219725), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 01, 2024 for a term of five consecutive years i.e. upto March 31, 2029 pursuant to the provisions of Sections 149, 150,152 and Schedule IV of the Act read with Article 145 of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Ms. Neetika Batra shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Neetika Batra is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has received notice under Section 160 of the Act from Ms. Neetika Batra proposing her candidature as an Independent Director of the Company. The Company has also received a consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 from Ms. Neetika Batra to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, declaration of independence from Ms. Neetika Batra in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Ms. Neetika Batra on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience in the corporate field. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Ms. Neetika Batra were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

A copy of the draft letter for the appointment containing contents as specified in Schedule IV of the listing regulations of Ms. Neetika Batra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company’s registered office during normal business hours on working days up to Saturday, 16th March, 2024 and is available on the website of the Company at <https://www.munjshowa.net/>.

As per Schedule IV of the Companies Act, 2013, In the opinion of the Board, Ms. Neetika Batra, Independent Director fulfils the conditions specified in the Act and the rules made thereunder and Ms. Neetika Batra is independent of the management.

Ms. Neetika Batra, being the appointee, is interested in this resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except above, none of the Director, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at Special Business Item No. 1 of the Notice.

The Board therefore recommends the Special Resolution as set out in item no. 1 for approval of the Members.

### **Details of Director seeking Appointment**

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations, Secretarial Standard–2 on General Meetings]

Name	Neetika Batra
DIN	10219725
Date of Birth	5 <sup>th</sup> September, 1967
Age	56 Years
Date of First Appointment on the Board	April 01, 2024
Qualification	She has completed Ph.D in Directed Credit Program a study of lending in Indian Banking from Department of Financial Studies, University of Delhi, Master of Finance and Control (MFC) from University of Delhi (1 <sup>st</sup> Rank Holder) and Bachelor of Commerce (Hons.) from Shri Ram College of Commerce University of Delhi (Rank Holder)
Brief resume including experience, Expertise in specific functional area/ Nature of expertise in specific functional area	Balanced academic-industry work experience of thirty years. Professional leader with a demonstrated history of working in senior roles in the higher education industry (MBA) and in corporate sector (Investment Banking). Skilled in Business Planning, Strategy designing & Implementation, Team Leadership, Research, and Teaching.
Remuneration proposed to be paid	NIL
Remuneration last drawn	NIL
Terms and Conditions of Appointment	Non- Executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committee thereof as may be determined by the Board of Directors from time to time
Relationship with other Directors/Key managerial Personnel (if any)	She is not related to any Directors/KMP of the Company.

Directorships in other Companies (excluding foreign companies)	Shivam Autotech Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<u>Shivam Autotech Limited</u> Member of Audit Committee Member of Stakeholder’s Relationship Committee Member of Nomination and Remuneration Committee
Shareholding in the Company	Nil

Note: Ms. Neetika Batra has not resigned from any listed entity during last 3 financial years.

**Place: Gurugram**

**Date: 08.02.2024**

By Order of the Board  
**For Munjal Showa Limited**

Digitally signed by Neha Bansal  
Date: 2024.02.08  
15:57:28 +05'30'  
**Neha Bansal**  
**Company Secretary and Compliance Officer**  
**M. No.: A38848**