
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
Phone : 0124-4783000

July 30, 2026

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

Sub: Notice of 41st Annual General Meeting ('AGM') of Munjal Showa Limited

Dear Sir/ Madam,

With reference to the captioned subject, please find attached herewith the Notice of 41st Annual General Meeting of the Company, to be held on Monday, August 24, 2026 at 11:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This is for your information and records.

Thanking You,

For MUNJAL SHOWA LIMITED

(Ravinder Sharma)
Company Secretary & Compliance Officer
M.No. A72077
Encl.: As above

Notice

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MUNJAL SHOWA LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY THE 24TH DAY OF AUGUST, 2026 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC/OAVM") AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 9-11, MARUTI INDUSTRIAL AREA, SECTOR-18, GURUGRAM-122015 (DEEMED VENUE) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

1. **To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, Statement of change in equity and Cash Flow Statement and notes thereon for the Financial Year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, Statement of change in equity and Cash Flow Statement and notes thereon for the Financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To consider, approve and declare final dividend on equity shares for the Financial Year 2025-26.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT final dividend of INR 4.50/- per equity share of INR 2.00 each fully paid up for the Financial Year 2025-26 be and is hereby approved and declared."

3. **To appoint a Director in place of Mr. Neeraj Munjal (DIN: 00037792), who retires by rotation and, being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Neeraj Munjal (DIN: 00037792) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To appoint a Director in place of Mr. Tetsuya Katsumata (DIN: 11096018), who retires by rotation and, being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Tetsuya Katsumata (DIN: 11096018), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Chairman & Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 188, 190, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof,

for the time being in force), the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491), as Chairman & Managing Director, categorized as "Key Managerial Person" of the Company, for a further period of five (5) years with effect from September 01, 2026 to August 31, 2031 on such terms of employment as agreed between the Company and Mr. Yogesh Chander Munjal and set out in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT, pursuant to Section 196(3) and other applicable provisions, if any, of the Act and the rules made thereunder, applicable regulations of Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of Mr. Yogesh Chander Munjal who has attained the age of 70 years on February 13, 2010 shall continue as Chairman & Managing Director till the expiry of his tenure upto August 31, 2031.

RESOLVED FURTHER THAT Mr. Yogesh Chander Munjal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Act.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Act read with Rules framed thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment thereof to the Act and SEBI Listing Regulations), consent of the Members of the company be and is hereby accorded that if in any financial year during the tenure of Mr. Yogesh

Chander Munjal, the Company has no profits, or its profits are inadequate the Company shall pay the remuneration to Mr. Yogesh Chander Munjal, as set out in the Explanatory Statement, annexed to the notice convening this meeting as the minimum remuneration for a period of three (3) years effective from September 01, 2026 till August 31, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required including, to alter and vary the terms and conditions of appointment and / or remuneration including designation, subject to the same not exceeding the limits as specified in section 197 read with Schedule V to the Companies Act, 2013 or other statutory modification(s) or re-enactment thereof and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

**By Order of the Board of Directors,
For MUNJAL SHOWA LIMITED**

Sd/-

(Ravinder Sharma)

Company Secretary

Membership No. A72077

Email: cs@munjalshowa.net

Phone: +91 124 4783000

Place: Gurugram

Date: May 29, 2026

Registered Office:

9-11, Maruti Industrial Area

Sector- 18, Gurugram, Haryana – 122 015

Email: msladmin@munjalshowa.net

Website: www.munjalshowa.net

CIN: L34101HR1985PLC020934

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item No. 5 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 41st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 1. In view of General Circular Nos. 14/ 2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 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 05, 2022, Circular No. 11 (2022) dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and last extended vide General Circular No. 03/2025 dated September 22, 2025 respectively (Collectively referred as "MCA Circulars"), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (Collectively referred as "SEBI Circulars") issued by the Securities and Exchange Board of India (SEBI) (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), the Notice of the 41st AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories Participant.
 2. Additionally, in accordance with Regulation 36(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with Company/Depositories Participant, providing the weblink of Company's website from where the Annual Report for the Financial year 2025-26 can be accessed. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the circulars, the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 5. The attendance of the Members attending the

AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the Circulars, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.munjalshowa.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The Board of Directors of the Company ("the Board") has appointed Mr. Arun Kumar (Membership No. F11553, COP No. 17196), Proprietor of M/s AKU & Associates, Practicing Company Secretaries (ICSI firm registration No. S2016DE428500) as the Scrutinizer, to scrutinize the remote e-Voting process as well as e-Voting process during the AGM in a fair & transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-Voting (i.e. votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced within 2 working days or 3 days, whichever is earlier, from the conclusion of the 41st AGM.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.munjalshowa.net, and on the website of CDSL at www.evotingindia.com and also shall be communicated to BSE Limited and National Stock Exchange of India Limited, where

the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results at its Registered Office.

10. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Directors seeking appointment/re-appointment at the 41st AGM, forms integral part of the Notice of the 41st AGM as Annexure-A.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 **Friday, August 21, 2026 at 09:00 A.M IST** and ends on **Sunday, August 23, 2026 at 5:00 P.M IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, August 17, 2026** 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

Type of shareholders	Login Method
	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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered

Type of shareholders	Login Method
	email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 e-Voting and joining virtual meetings 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

- (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 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.
 - 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 and to the Company at the email address viz; csarunkumar10@gmail.com, 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **09 (Nine) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the /AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 Aadhar 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 & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 or call toll free no. 1800 21 09911.

3. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 41st AGM and the Annual Report for the financial year 2025-26 including therein the Audited Financial Statements for the financial year 2025-26, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 41st AGM and the Annual Report for the financial year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address cs@munjalshowa.net

munjalshowa.net or at RTA email address at helpdeskdelhi@mcsregistrars.com.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
4. The Notice of the 41st AGM and the Annual Report for the financial year 2025-26 including therein the Audited Financial Statements for the financial year 2025-26, will be available on the website of the Company at www.munjalshowa.net and on the website of National Stock Exchange of India Limited at www.nseindia.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com
5. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, August 06, 2026 to Monday, August 24, 2026, both days inclusive, for closing and determining the entitlement of the Members to the Dividend for the financial year 2025-26.
6. The Board of Directors has recommended Dividend of INR 4.50/- per Equity Share of INR 2.00 each for the year financial ended March 31, 2026 that is proposed to be paid subject to the approval of the shareholders at the 41st AGM.
7. The Company has fixed the 'Record date' on Wednesday, August 05, 2026 for determining entitlement of members to dividend for the financial year 2025-2026, if approved at the AGM.
8. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from April 01, 2021 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at cs@munjalshowa.net.

9. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Wednesday, August 05, 2026.
 - b. To all Members whose names stand in the Register of Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, August 05, 2026.
10. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address cs@munjalshowa.net by Tuesday, August 11, 2026.
 - a. signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11-digit IFSC Code;
 - b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c. self-attested scanned copy of the PAN Card; and
 - d. self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member, as registered with the Company.
11. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
12. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, as soon as possible.

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly transferred ₹ 10,10,255 being the unpaid and unclaimed dividend amounts pertaining to Dividend for the financial year 2017-18, on October 28, 2025.
13. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.munjalshowa.net Members who have not encashed dividend for the financial year 2018-19 or any subsequent dividends declared by the Company, are advised to write to the Company immediately.
14. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated

Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 13,473 Equity Shares for financial year 2017-18 of ₹ 2.00 each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the financial year 2025-26, to the IEPF Account, after following the prescribed procedure.

15. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.mca.gov.in / www.iepf.gov.in.
16. Further, Members who have not claimed/encashed their dividends in the last seven consecutive years from Financial Year 2018-2019 are advised to claim the same at earliest. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
19. In terms of Regulation 40 of Listing Regulations, securities of listed Companies can only be transferred in dematerialized form with effect

from April 01, 2019 except in case of request received for transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.

20. All documents referred in the Notice and explanatory statement and Statutory Registers i.e. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM and will also be available for inspection during the AGM. Members may request the same by sending an email at cs@munjalshowa.net from their registered email addresses.
21. Details, as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Director seeking appointment/re-appointment at the 41st AGM, forms integral part of the Notice of the 41st AGM. Requisite declarations have been received from the Director for seeking appointment/re-appointment.

**By Order of the Board of Directors,
For MUNJAL SHOWA LIMITED**

Sd/-

(Ravinder Sharma)

Company Secretary

Membership No. A72077

Email: cs@munjalshowa.net

Phone: +91 124 4783000

Place: Gurugram

Date: May 29, 2026

Registered Office:

9-11, Maruti Industrial Area

Sector- 18, Gurugram, Haryana – 122 015

Email: msladmin@munjalshowa.net

Website: www.munjalshowa.net

CIN: L34101HR1985PLC020934

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

As per the requirement of Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 5 of the accompanying Notice:

Item No. 5

Re-appointment of Mr. Yogesh Chander Munjal (DIN 00003491) as Chairman & Managing Director of the Company

Mr. Yogesh Chander Munjal, aged 86 years, is an eminent personality in the corporate world. He graduated in the field of Architecture from the IIT, Roorkee. Ever since he finished his formal education, he was associated with many of the Hero Group companies in the capacity of CEO and contributed for making the companies as world leaders.

He was Chairman of CII, TPM Club of India, Founder Chairman of QCFI- Delhi Chapter, President of Gurgaon Industrial Association, Chairman of Confederation of Indian Industry (Haryana Committee), Regional Council Member of Confederation of Indian Industry, an Executive Committee Member of Automotive Component Association of India, President of the Rotary Club of Delhi Southend during the year 1991-92 & Vice Chairman of Rotary Education Foundation R.I. District-3010 and was on the Board of PANIIT Alumni Association.

Currently, he is Emeritus Chairman of Quality Circle Forum of India (Delhi Chapter), Chairman of Indian National Suggestion Schemes' Association (INSSAN), Northern India Chapter, Chairman of CII- Cluster of Competitiveness Committee, Executive Committee Member of Alumni Association of Roorkee, Patron of Arya Samaj, Greater Kailash-I, New Delhi, Patron of Alumni Association of National Institute of Technology, Life Member of Indian Institute of Public Administration, Member of National Safety Council, India Habitat Center, All India Management Association, Senior Active Member of Rotary Club of Delhi Southend and Vice Chairman of DAV School and Lala Diwan Chand Trust, Trustee in Vedic Sadhan Ashram, Dehradun and also working President of Shri Maharish Dayanand Saraswati Samarak Trust, Tankara.

Throughout his career, he has received numerous awards including TPM Excellence Consistency Award from JIPM, Japan for Gurugram and Manesar plant and Life Time Achievement Award from Rotary Club (Delhi Chapter) and from Alumni Association of Roorkee, he has also received the Best Client Award from Leadership Management Institute, USA.

He strongly believes in promoting education and is actively involved in corporate social activities of Educational institute, Hospitals, Spiritual & Religious institutions. His motto is to spread happiness and peace in the universe.

Mr. Yogesh Chander Munjal, who was appointed as Managing Director of the Company by the members to hold the office upto August 31, 2026, has attained the age of 70 years on February 13, 2010 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution under Section 196(3) of the Act.

Keeping in view that Mr. Yogesh Chander Munjal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to consider and continue the employment of Mr. Yogesh Chander Munjal as Chairman & Managing Director of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee the Board of Directors of the Company, passed a resolution on May 29, 2026 approving re-appointment of Mr. Yogesh Chander Munjal, as Chairman & Managing Director of the Company for a further period of five years with effect from September 01, 2026 to August 31, 2031. This is subject to the approval of the shareholders at this Annual General Meeting.

The Company has received requisite disclosures/declaration from Mr. Yogesh Chander Munjal for being appointed as Chairman & Managing Director of the Company. As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Yogesh Chander Munjal is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

The Board has recommended the following remuneration to Mr. Yogesh Chander Munjal, which is in line with industry standards for a similar role:

1. **Basic Salary:** ₹ 32,50,000/- (Rupees Thirty-Two Lakhs Fifty Thousand only) per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
2. **Special Pay:** ₹ 3,00,000/- (Rupees. Three Lakhs only) per month.
3. **Commission:** He shall also be allowed to a commission in addition to Basic Salary & Special Pay, perquisites and any other allowances, benefits, or amenities subject to the condition that the amount of commission shall not exceed 1% of the net profits of the Company in a particular financial year as computed in the manner referred to in Section 198 and any other applicable provisions of the Act.
4. **Perquisites and Allowances:** In addition to the above Basic Salary, Special Pay and Commission, he shall be entitled to the following perquisites and allowances:
 - a) **Residential Accommodation:** He shall be entitled to 60% of the basic salary relevant for the concerned period as and by way of House Rent Allowance with free use of all the facilities and amenities including deploy of security guards which shall be provided by the Company;
 - b) **Medical Reimbursement:** Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family;
 - c) **Leave Travel Concession:** Once in a year incurred in accordance with the Rules specified by the Company;
 - d) **Club Fees:** Actual fees of clubs will be reimbursed;
 - e) **Gas, Electricity & Water:** Actual Expenses on Gas, Electricity and Water will be paid by the Company;
 - f) **Personal Accident Insurance:** Actual premium to be paid by the Company;
 - g) **Insurance of Household goods:** Actual premium to be paid by the Company;
 - h) **Car:** Facility of car(s) with driver;
 - i) **Telephone:** Free telephone facility at Residence including mobile phone facility;
 - j) **Provision for servants at residence:** The Company shall provide the service of servants not exceeding two at the residence of appointee.
 - k) **Leave:** One month's leave with full salary for every 11 months of service subject to the condition that the leave accumulated but not availed will not be en-cashed;
 - l) **Reimbursement of other expenses:** Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company;
 - m) **Contribution to Provident and Superannuation Funds:** Company's contribution to Provident and Superannuation funds will be as per the Rules of the Company; and
 - n) **Gratuity:** Not exceeding half month's salary for each completed year of service, as per the Rules of the Company.
5. **Minimum Remuneration**

In terms of the applicable provisions of Section 196, 197 and Schedule V of the Act, where in any financial year during the tenure of Mr. Yogesh Chander Munjal, the Company has no profits, or its profits are inadequate, the Company shall pay Mr. Yogesh Chander Munjal, the remuneration as specified in this explanatory statement, as the minimum remuneration for a period of three (3) years effective from September 01, 2026 till August 31, 2029.

However, he shall not be entitled to any sitting fee for attending meetings of the Board or Committee thereof.

Explanation: For the aforesaid purposes "Family" means the spouse and the dependent children.

Memorandum of Interest/Concern:

Mr. Yogesh Chander Munjal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Act.

The terms of appointment and remuneration including minimum remuneration as detailed in the resolution

read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under section 190 of the Act.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the details of the director are attached with the notice as Annexure A.

Except Mr. Yogesh Chander Munjal, Mr. Neeraj Munjal and his relatives, none of the Director, Key Managerial Personnel (KMPs) and their relatives are interested / concerned either financially or otherwise, except to the extent of their shareholding in the Company, in the Resolution under Item No. 5 of the notice.

As at date of this notice, Mr. Yogesh Chander Munjal does not hold any shares in the Company.

Information as required under Schedule V of the Companies Act, 2013 is enclosed as **Annexure B**.

The Board recommends the resolution as set out in Item No. 5, to the members for their approval as Special Resolution.

**By Order of the Board of Directors,
For MUNJAL SHOWA LIMITED**

Sd/-

(Ravinder Sharma)

Company Secretary

Membership No. A72077

Email: cs@munjalshowa.net

Phone: +91 124 4783000

Place: Gurugram

Date: May 29, 2026

Registered Office:

9-11, Maruti Industrial Area

Sector- 18, Gurugram, Haryana – 122 015

Email: msladmin@munjalshowa.net

Website: www.munjalshowa.net

CIN: L34101HR1985PLC020934

Annexure A

Details of the Directors seeking appointment/re-appointment in the 41st Annual General Meeting/, in pursuance of Regulation 36(3) SEBI Listing Regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI):

Name of the Director	Mr. Yogesh Chander Munjal	Mr. Neeraj Munjal	Mr. Tetsuya Katsumata
DIN	00003491	00037792	11096018
Date of Birth & age	13/02/1940 86 Years	01-07-1967 59 Years	08-02-1967 59 Years
Qualification	B. Arch.	Business Management from Bradford College, England	Chiba Institute of Technology, Faculty of Engineering
Experience and Expertise/ Brief resume	61 years of experience in the field of engineering industry, investment, finance and auto component	26 years of rich experience in auto-component sector. He has vast experience in precision and value engineering , proficient to lead a team of engineers to evolve solution to complex manufacturing problems	36 years of rich experience in auto-component sector. He has vast experience in 1. Production Control skills and expertise 2. Factory Line production planning
Remuneration proposed to be paid	Provided in Explanatory Statement of the Notice		
Date of first appointment on the Board	16/05/1985	26/05/2025	26/05/2025
Number of Meetings of Board attended during the year	4	2	1
Directorships held in other companies	1. Dayanand Munjal Investments Private Limited 2. Shivam Autotech Limited	1. Dayanand Munjal Investments Private Limited 2. Shivam Autotech Limited	NIL
Listed entities in which director has resigned in past 3 years	Nil	Nil	Nil
Board Membership of Listed Companies as on March 31, 2026	1. Munjal Showa Limited 2. Shivam Autotech Limited.	1. Munjal Showa Limited 2. Shivam Autotech Limited	1. Munjal Showa Limited

Name of the Director	Mr. Yogesh Chander Munjal	Mr. Neeraj Munjal	Mr. Tetsuya Katsumata
Chairman/ Member of the Committee of the Board of directors as on March 31, 2026	Munjal Showa Limited – Member of Stakeholders Relationship Committee & Chairman of CSR Committee Member of Nomination and Remuneration Committee Member of Risk Management Committee Shivam Autotech Limited- Member of Audit Committee Member of Nomination and Remuneration Committee Member of Stakeholder Relationship Committee.	Munjal Showa Limited - Member of Audit Committee Shivam Autotech Limited - Member of Stakeholder Relationship Committee	Nil
Number of Shares held in the Company as on March 31, 2026	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	Father of Mr. Neeraj Munjal Non-executive Director	Son of Mr. Yogesh Chander Munjal, Managing Director	NIL
Terms and Conditions of appointment or re-appointment along with details of remuneration last drawn by such person	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net Details of the remuneration drawn is mentioned in the Corporate Governance Report.	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net Remuneration drawn not applicable	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website www.munjalshowa.net Remuneration drawn not applicable

Annexure B

Information as required under Schedule V of the Companies Act, 2013 is provided below

I. GENERAL INFORMATION

S. No	Particulars/Subject	Information
1.	Nature of industry	Manufacturer of Auto Components
2.	Date or expected date of commencement of commercial Production	March 11, 1987
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	In the Financial year 2025-26, the Company made a turnover of ₹ 1,31,542 lakhs (Gross) and Profit of ₹ 2,187.17 lakhs after tax.
5.	Export performance and net foreign exchange Collections	₹ 20.73 Lakhs

II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particulars /Subject	Mr. Yogesh Chander Munjal
1.	Background Details	As mentioned in explanatory statement under Item No. 5.
2.	Past remuneration	
3.	Recognition or awards	
4.	Job profile and his suitability	
5.	Remuneration proposed	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel or other director, if any.	Mr. Yogesh Chander Munjal does not have any pecuniary relationship with the Company, other than the remuneration he received as Executive Director of the Company and he is not related to any director/ managerial personnel except Mr. Neeraj Munjal, Non-Executive Director, Mr. Avi Munjal, President (Business Development Department), Mr. Yajan Kant Munjal, General Manager (Business Development and Excellence department) of the Company.

III. OTHER INFORMATION

S. No.	Particular/Subject	Information
1.	Reason of loss or inadequate profits	The Company is currently profitable and the Board expects this trend to continue in the coming years. However, the net profits of the Company, as computed in accordance with Section 198 of the Companies Act, 2013, are not adequate to cover the managerial remuneration within the limits prescribed under sub-section (1) of Section 197 of the Companies Act, 2013. This Special Resolution is therefore proposed pursuant to sub-section (1) of Section 197 read with Section II of Part II of Schedule V to the Companies Act, 2013, to enable the Company to pay the said remuneration to Mr. Yogesh Chander Munjal, notwithstanding that the profits of the Company are inadequate for the said purpose.
2.	Steps taken or proposed to be taken for improvement	Reducing the expenditure to the extent possible. Searching for new customers and doing active discussion with proposed customers. Company has been aggressively pursuing and implementing its strategies to improve financial performance.
3.	Expected increase in the productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. But it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

IV. DISCLOSURES

Pursuant to Clause IV of Part II of Schedule V to the Companies Act, 2013, certain disclosures are required to be made under the heading 'Corporate Governance' forming part of the Board's Report, including all elements of remuneration package of directors, details of fixed and performance-linked components along with performance criteria, service contracts, notice period and severance fees, and stock option details, if any. The said information has been disclosed in the Corporate Governance Report forming part of the Annual Report of the Company for the Financial Year 2025-26.