

Sharda Motor Industries Ltd.

SMIL: BSE/NSE: 19-20/1406

14th June, 2019

BSE Limited
Department of Corporate Services
Pheroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
(SCRIP CODE - 535602)

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra - Kurla Complex, Mumbai - 400 051
(Symbol - SHARDAMOTR) (Series - EQ)

Sub: Intimation of Notice of Postal Ballot under Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In furtherance to our intimation vide letter no. 'SMIL BSE/NSE:19-20/2705' dated 27th May, 2019 and with reference to the captioned subject, we would like to inform you that the company has completed the dispatch of the Postal Ballot Notice and Postal Ballot Form;

- (a) through electronic mail (on 14th June, 2019) to the members whose email IDs are registered in the records of depository participants as on cutoff date (i.e. 07th June, 2019),
- (b) through physical mode (on 13th June, 2019), along with a postage-prepaid self-addressed Business Reply Envelope to other members (whose email IDs are not registered), as on cutoff date (i.e. 07th June, 2019),

for the purpose of seeking the approval of the shareholder(s) of the Company for the re-appointment of Shri Kishan Nagin Parikh and Prof. Ashok Kumar Bhattacharya as non-executive independent director of the company. The copy of Notice of Postal Ballot and Postal Ballot Form is enclosed for your reference and record.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members and the voting through Postal Ballot and through e-voting period will commence from Monday, 17th June, 2019 at 9:00 A.M. (IST) and shall end on Tuesday, 16th July, 2019 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced.

The Notice of Postal Ballot and Postal Ballot form are also available on the website of the Company i.e. "www.shardamotor.com".

This is for your information and record.

Thanking you,
Yours faithfully,
For **Sharda Motor Industries Limited**


Divyang Jain
Asst. Company Secretary

Encl. as above

Postal Ballot Form and self-addressed business reply envelope by permitted mode.

5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or remote electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and the votes cast through physical Postal Ballot forms will be treated as invalid.
6. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours of Friday, 07th, June, 2019. A person, who is not a member as on cut-off date i.e. 07th, June, 2019 should treat this notice for information purpose only. A member cannot exercise his/ her vote by proxy on Postal Ballot.
7. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
8. The Notice of Postal Ballot is also placed on the website of the Company, www.shardamotor.com and on the website of CDSL, www.evotingindia.com.
9. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are mentioned in the Postal Ballot Notice. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to the members.
10. The e-voting period commences from Monday, 17th June, 2019 (09:00 A.M. IST) and ends on Tuesdays, 16th July, 2019 (05:00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 07th June, 2019 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the member(s) shall not be able to vote on the resolution. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
11. The relevant documents pertaining to this resolution are available for inspection at the registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till Tuesday, 16th July, 2019.
12. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at investorrelations@shardamotor.com to receive the duplicate thereof or may download the same from the website of the Company under 'Investor Relations' Section.
13. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer, Sh. Vineet K Chaudhary, Managing Partner or Sh. Mohit K Dixit, Partner of M/s. VKC & Associates at below mentioned address not later than 05:00 P.M. (IST) of Tuesday, 16th July, 2019.
 Mr. Vineet K Chaudhary
 (Scrutinizer of Sharda Motor Industries Limited)
 M/s. VKC & Associates Company Secretaries
 Address: D-38, Lower Ground Floor (L/S),
 South Extension, Part-II, New Delhi-110049, India
 Phone: 011-49121644/ 45 ; Mob: 91+ 9999233556
14. The members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-

addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 05:00 P.M. IST of Tuesday, 16th July, 2019 to be eligible for being considered, failing which, it will be strictly treated as, if no reply has been received from the member(s).

15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. He will submit his report on the results of the voting by Postal Ballot and e-voting to the - Chairperson/ Co-Chairperson of the Company on or before Thursday, 18th July, 2019.
16. The final results of the voting by Postal Ballot shall be declared by the Chairperson/ Co-Chairperson at the registered office of the Company on or before Thursday, 18th July, 2019, along with details of the number of votes cast for and against the resolution, invalid votes. The final results as to whether the resolution has been carried or not, along with Scrutinizer's Report will be posted on the website of the Company i.e. www.shardamotor.com and shall be intimated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.
17. The results of the Postal Ballot shall also be published in the newspapers. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.
18. **The instructions for e - voting are as under:**
 - (A) In case of members receiving e-mail:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the Company)
 - (iv) Enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Postal Ballot Form. In case the sequence number is less than 8 digits, enter the applicable number of zeros (0s) before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iii).

After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members

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 Members 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 'Sharda Motor Industries Limited'.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting Page.
- (xv) If a demat account holder has forgotten the changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (B) **In case of members receiving the physical copy:**
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs")

and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (D) The Remote e-voting period commences on Monday, 17th June, 2019 (09:00 A.M. IST) and ends on Tuesday 16th July, 2019 (05:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-Off date i.e. Friday, 07th June, 2019, (the "Cut-off Date") may cast their vote electronically, and the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1 & 2:

In pursuant to the provision of Section 149, 150, 152 read with Schedule IV and other applicable provisions of Companies Act, 2013 read with "Ministry of Corporate Affairs" MCA Circular No 14/2014 dated 9th June, 2014 and SEBI Listing Regulations, states that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall also be eligible for reappointment for a second term of five consecutive years, based on the Performance Evaluation of such Director and recommendation of Nomination and Remuneration Committee to the Board of the Company and subject to the approval of Board of Directors and Shareholders of the Company by way of passing Special Resolution.

Further the Shareholders' of the Company at its 29th Annual General Meetings held on 3rd September, 2014 has considered and approved the appointment of Shri Kishan Nagin Parikh and Prof. Ashok Kumar Bhattacharya (DIN: 02804551) as Non-Executive Independent Director of the Company for a period of five consecutive years i.e. till 2nd September, 2019 and shall complete their term as Non-Executive Independent Director of the Company on 2nd September, 2019.

In view of the above and based on their Report of Performance Evaluation and on the recommendation of Nomination and Remuneration Committee (considering his background, experience and contribution made to the Company), Shri Kishan Nagin Parikh (DIN: 00453209) and Prof. Ashok Kumar Bhattacharya (DIN: 02804551) are eligible for Re-appointment for second term of 5 (five) consecutive years i.e. from 3rd September, 2019 to 2nd September, 2024, therefore the Board of Directors of the Company at its Meeting on 27th May, 2019 have considered and approved the Re-appointment of Shri Kishan Nagin Parikh (DIN: 00453209) and Prof. Ashok Kumar Bhattacharya (DIN: 02804551) as Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years from 3rd September, 2019 to 2nd September, 2024 and the same is now been proposed for the approval of Shareholders by way of a Special Resolution.

The Company has also received the declarations from Shri Kishan Nagin Parikh (DIN: 00453209) and Prof. Ashok Kumar Bhattacharya (DIN: 02804551) that they meets the criteria of Independence as specified in the Act and as per Listing Regulations and are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Brief profile of Shri Kishan Nagin Parikh us as under:

Shri Kishan Nagin Parikh is a Commerce Graduate and has over 24 years of experience in the field of business management. He has been associated with Jamshedpur Beverages, Pebco Motors Limited and implemented ISO 9001-2000 in favour of Pebco Motors Limited. He has played vital roles in Singhbhum Chamber of Commerce & Industry, Rotary Club of Jamshedpur, Jamshedpur Vaishnav Samaj, Gujarati Sanatan Samaj.

He was Co-opted as Director of the Company on 16th December' 2005, he is Chairperson of the Board and Audit Committee and also has been Co-opted as a member of Nomination and Remuneration Committee and Corporate Social Responsibility (CSR) Committee of the Company.

Brief profile of Prof Ashok Kumar Bhattacharya is as under:

Prof Ashok Kumar Bhattacharya holds a degree in BSc (Hons), Chemistry, MSc., Physical Chemistry, from Indian Institute of Technology, Kharagpur and Ph.D from Churchill College, University of Cambridge. He has over 40 years of experience in the field of Research in Process Engineering, Physics and Chemistry of Solids and their Surfaces. He has been associated with Process Technology Group, School of Engineering, the University of Warwick as Lecturer, Reader and Director and with University of East Anglia as Senior Research Fellow. Presently he is associated with Engineering Sciences, Department of Engineering, University of Oxford as a Professor. Co-opted as director of the Company on 28th October' 2009 and He was also Co-opted as Member of the Nomination and Remuneration Committee and Audit Committee of the Board of Directors of the Company.

The Board recommends the Resolutions as set forth in the Notice as Item No. 1 & 2 (being Special Business), be passed as Special Resolution for the consideration and approval of the shareholders.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Shri Kishan Nagin Parikh and Prof. Ashok kumar Bhattacharya none of the (i) other Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested, financial or otherwise in the proposed resolution.

By order of the Board of Directors
For Sharda Motor Industries Limited

Place : Delhi
Date : 27th May, 2019

Nitin Vishnoi
Company Secretary
FCS -3632

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Description	Description
Name	Kishan Nagin Parikh	Prof Ashok Kumar Bhattacharya
Age	15.04.1967 (52 years)	14.02.1946 (73 years)
DIN	00453209	02804551
Qualification	Commerce Graduate	MSc., Physical Chemistry (Indian Institute of Technology, Kharagpur) and Ph.D from Churchill College, University of Cambridge
Experience & other details	He has an overall experience of 30 years and other details are mention in brief profile above	• He has an overall experience of 49 years and other details are mention in brief profile above
Nature of his Expertise	Business Management	Research in Process Engineering, Physics and Chemistry of Solids and their Surfaces
Date of First Appointment on the Board of the Company	16.12.2005	28.10.2009
Shareholding in the Company	150	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Remuneration received from the Company in the financial year 2018-19.	Sitting fees : 2018-19: Rs. 440,000/-	Sitting Fees : 2018-19: Rs. 320,000/-
Number of meetings of the Board held and attended during the financial year 2018-19	Board Meeting held: 6 Board Meeting attended: 6	Board Meeting held: 6 Board Meeting attended: 6
Directorships held in listed entities in India	Two 1. Sharda Motor Industries Limited 2. Pebco Motors Ltd.	One 1. Sharda Motor Industries Limited
Chairman/ Member of Committee of the Board of listed entities in which they are director	1. Sharda Motor Industries Limited a) Audit Committee (Chairperson) b) Nomination and Remuneration Committee (Member) c) CSR Committee (Member) 2. Pebco Motors Ltd. a) Audit Committee (Member) b) Stakeholders Relationship Committee (Member)	1. Sharda Motor Industries Limited a) Audit Committee (Member) B) Nomination and Remuneration Committee (Member)
Report of Performance Evaluation, based on the criteria approved by the by Board of Directors	1. He possesses adequate qualification, experience and knowledge to discuss and give advice on any matter placed before the Board and Committee(s). 2. He has attended all the Meetings of the Board and Committees regularly and timely, without delay 3. He has demonstrated a highest level of integrity including conflict of interest, maintenance of confidentiality. 4. He had performed very good in all the activities assigned to him very well as an individual and team member 5. He had carried out all the activities Impartially, keeping the shareholders' interest in mind in a good manner 6. He had always stated his independent view & judgment with voices opinion freely in a perfect manner. 7. He has no conflict of interest with the Company and other directors. 8. He has been very good in moderating and arbitrating in situations of conflict of interest of the Company as a whole. 9. He has committed to the Board and entity very well in the manner.	1. He has been very good in moderating and arbitrating in situations of conflict of interest of the Company as a whole. 2. He has committed to the Board and entity very well in the manner. 3. He possesses adequate qualification, experience and knowledge to discuss and give advice on any matter placed before the Board and Committee(s). 4. He has attended all the Meetings of the Board and Committees regularly and timely, without delay. 5. He has demonstrated a good level of integrity including conflict of interest, maintenance of confidentiality. 6. He had performed good in all the activities assigned to him very well as an individual and team member 7. He had carried out all the activities Impartially, keeping the shareholders' interest in mind in a perfect manner 8. He had stated his independent view & judgment with voices opinion freely in the good manner. 9. He has no conflict of interest with the Company and other directors.



(CIN: L74899DL1986PLC023202)
Registered Office: D-188, Okhla Industrial Area, Phase I, New Delhi-110020
Tel.: +91 11 4733 4100 Fax: +91 11 2681 1676
Email: investorrelations@shardamotor.com Website: www.shardamotor.com

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by Company)

S. No.

Sequence No.

1	Name(s) of shareholder(s) (in block letters) (including Joint holders, if any)	
2	Registered address of the sole / First named shareholder	
3	Registered Folio No./ DP ID No. / Client ID No.* (Applicable to members holding shares in dematerialized form)	
4	No. of share(s) held	
5	Class of shares	Equity Shares

I/We hereby exercise my/our vote in respect of Special Resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

S. No.	Description	No. of shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Approval of re-appointment of Shri Kishan Nagin Parikh as non-executive independent director of the company			
2.	Approval of re-appointment of Prof. Ashok Kumar Bhattacharya as non-executive independent director of the company			

Place :

Date :

Signature of Member

EVOTING PARTICULARS

E-voting Sequence No. (EVSN)	USER ID (16 digits demat Account/ Folio No.)	Password
190607017		Existing Password

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot form should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot forms, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.
2. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/ Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
3. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization.
4. A shareholder need not use all his votes nor he/ she needs to cast all his/ her votes in the same way.
5. A tick (√) mark should be placed in the relevant box signifying assent/dissent for the resolution(s), as the case may be, before mailing the postal ballot form. Incomplete, unsigned, improperly or incorrectly tick (√) marked postal ballot form will be rejected. Postal ballot form bearing tick marks in both the columns will also render the Postal ballot form invalid.
6. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 P.M. IST) on of Tuesday, 16th July, 2019. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
7. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at investorrelations@shardamotor.com to receive the duplicate thereof or may download the same from the website of the Company under 'Investor Relations' Section. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at the item no. (5) above.
8. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date i.e. Friday, 07th June, 2019.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
11. The postal ballot shall not be exercised by Proxy. However, corporate and Institutional members shall be entitled through authorized representatives with proof of their authorization.
12. The Scrutinizer will submit his consolidated report of Postal Ballot and e-voting process to the Chairperson/ Co-Chairperson after completion of the scrutiny of the Postal Ballot Forms. The results will be declared by the Company on or before Thursday, 18th July, 2019, at the Registered Office of the Company and also be placed on the website of the Company.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the Registered Office of the Company or by email at investorrelations@shardamotor.com.
14. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/ electronic form.