

# Sharda Motor Industries Ltd.

SMIL: LISTING: 19-20/1707

July 17, 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, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex, Mumbai - 400 051  
(Symbol - SHARDAMOTR) (Series - EQ)

**Subject: Results of the Postal Ballot**

Dear Sir/ Madam,

This has reference to our letter dated 14<sup>th</sup> June, 2019 enclosing the Postal Ballot Notice along with explanatory statement for seeking the consent of the members by way of special resolution through postal ballot/e-voting on the resolution as set out in the said notice.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are pleased to inform you that the resolution(s) as set out in the postal ballot notice has been passed by the members of the Company with requisite majority.

In this regard, please find enclosed the postal ballot results and scrutinizer's report.

Please take the same on record.

Thanking you,

Yours faithfully,

**For Sharda Motor Industries Limited**

**Divyang Jain**  
Asst. Company Secretary



**Encl: as above**

**Regd. Office :** D-188, Okhla Industrial Area, Phase-I, New Delhi - 110 020 (INDIA)

Tel.: 91-11-47334100, Fax : 91-11-26811676

E-mail : [smil@shardamotor.com](mailto:smil@shardamotor.com), Website : [www.shadamotor.com](http://www.shadamotor.com)

CIN NO-L74899DL1986PLC023202

# Sharda Motor Industries Ltd.

## RESULTS OF POSTAL BALLOT

Date of declaration of results of Postal Ballot	July 17, 2019
Total number of shareholders as on cut-off date (June 7, 2019)	8971
No. of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group - Public	Not Applicable

### Details of Resolution No. 1:

Resolution Required (Ordinary/ Special)	Special
Mode of Voting	Postal Ballot and E-voting
Postal ballot/e-voting Period	Monday, June 17, 2019 (09:00 A.M. IST) and ends on Tuesday, July 16, 2019 (05:00 P.M. IST)
Resolution	Approval of Re-Appointment of Shri Kishan Nagin Parikh as Non-Executive Independent Director of the Company

Category	Mode of voting	No. of shares held (1)	No. of Votes Polled	No. of Valid Votes Polled*	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
A. Promoters and Promoter Group	E-voting	4352579	4322579	4322579	99.31	4322579	-	100.00	-
	Ballot Forms		22266	22266	48.30	19713	2553	88.53	11.47
B. Public Institutions	E-voting	1547651	227607	227607	14.70	227497	110	99.95	0.05
	Ballot Forms		80368	80153	5.18	80152	11	99.99	0.01
<b>Total</b>		<b>5946326</b>	<b>4652820</b>	<b>4652615</b>	<b>78.24</b>	<b>4649941</b>	<b>2674</b>	<b>99.94</b>	<b>0.06</b>

\* This column (No. of Valid Votes Polled) has been additionally provided.

The votes cast in favour of resolution are 99.94% of the total votes cast and consequently the Special resolution is passed with requisite majority.

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CIN NO-L74899DL1986PLC023202

# Sharda Motor Industries Ltd.

## Details of Resolution No. 2:

Resolution Required (Ordinary/ Special)	Special
Mode of Voting	Postal Ballot and E-voting
Postal ballot/e-voting Period	Monday, June 17, 2019 (09:00 A.M. IST) and ends on Tuesday, July 16, 2019 (05:00 P.M. IST)
Resolution	Approval of Re-Appointment of Prof. Ashok Kumar Bhattacharya as Non-Executive Independent Director of the Company

Category	Mode of voting	No. of shares held	No. of Votes Polled	No. of Valid Votes Polled*	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A. Promoters and Promoter Group	E-voting Ballot Forms	4352579	4322579	4322579	99.31	4322579	-	100.00	-
B. Public-Institutions	E-voting Ballot Forms	46096	22266	22266	48.30	2553	19713	11.47	88.53
C. Public-Non Institutions	E-voting Ballot Forms	1547651	227607	227607	14.70	227387	220	99.90	0.10
			80368	80163	5.18	80162	1	99.99	00.01
<b>Total</b>		<b>5946326</b>	<b>4652820</b>	<b>4652615</b>	<b>78.24</b>	<b>4632681</b>	<b>19934</b>	<b>99.57</b>	<b>0.43</b>

\* This column (No. of Valid Votes Polled) has been additionally provided.

The votes cast in favour of resolution are 99.57% of the total votes cast and consequently the Special resolution is passed with requisite majority.

Regd. Office: D-188, Okhla Industrial Area, Phase-I, New Delhi - 110020 (INDIA)

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CIN NO-L74899DL1986PLC023202

**SCRUTINIZER'S REPORT**

To  
The Chairman,  
**SHARDA MOTOR INDUSTRIES LIMITED**  
CIN: L74899DL1986PLC023202  
**Registered Office:** D-188, Okhla Industrial Area,  
Phase-I, New Delhi- 110020 (INDIA)

**REPORT ON RESULT OF POSTAL BALLOT (INCLUDING REMOTE E-VOTING)**

Dear Sir/ Madam,

I, Mohit K. Dixit, Partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process and postal ballot forms in a fair and transparent manner and for ascertaining the requisite majority on remote e-voting and postal ballot forms carried out for the resolutions proposed to be passed through Postal Ballot & Remote E-Voting with respect to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of Postal Ballot dated May 27, 2019.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder and SEBI Listing Regulation, relating to postal ballot voting including voting by electronic means.
2. The Company has appointed 'Central Depository Services (India) Limited ("CDSL"), the service provider, for providing the facility of remote e-voting to the Members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.
4. The Members of the Company as on the "cut-off date" i.e. Friday, June 7, 2019 were entitled to avail the facility of remote e-voting as well as voting by way of Postal ballot on the resolution as set out in the Notice of Postal Ballot dated May 27, 2019.
5. The remote e-voting period remained open from Monday, June 17, 2019 at 9:00 A.M. (IST) to Tuesday, July 16, 2019 at 5:00 P.M. (IST) at website of CDSL i.e. <https://www.evotingindia.com>.

**Regd. Office**

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6. The Company has completed the dispatch (i.e. through Physical mode) of Postal Ballot Notice along with the Postal Ballot form and a self-addressed postage prepaid business reply envelope, on Thursday, June 13, 2019, to its members whose e-mail Ids are not registered with the Company or Depository Participants, and have completed to send email (through e-electronic Mode) for the Notice of Postal Ballot along with Postal Ballot Form on Saturday, June 15, 2019, to its members, whose e-mail ids are registered with Depository Participants, and whose name(s) appeared in the Register of Members/List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. June 7, 2019.
7. As stated in Sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has published Original Newspaper advertisement on June 15, 2019 in Financial Express ("English Newspaper") for completing the dispatch process for postal ballots on June 13 and June 14, 2019 for physical and electronic means respectively. In furtherance to above, Company has published Corrigendum on June 16, 2019 in Financial Express ("English Edition") informing the revised electronic mail comprising corrected Postal Ballot Form was re-send on June 15, 2019. The Company has published Newspaper Advertisement on June 16, 2019 in Veer Arjun ("Hindi Newspaper") informing completion of dispatching process for Postal Ballots through physical and electronic means on June 13 and June 15, 2019. The relevant intimations were sent to Stock Exchange throughout the process.
8. The members of the Company had an option to cast their vote on the resolution(s) either through the Postal Ballot forms or to avail the remote e-voting facility on the designated website of CDSL.
9. I have monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
10. The physical Postal Ballots were opened in due course of the scrutiny thereof and such forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms and the electronic ballots were maintained by CDSL electronically.
11. After completion of remote e-voting, votes casted by the members, were unblocked in the presence of two witnesses, Mr. Deepak Mishra and Mr. Chirag Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Deepak Mishra



Mr. Chirag Garg

12. The particulars of all physical Postal Ballot forms and report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of postal ballot.



13. Votes casted by the members either through physical Postal Ballots or remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
14. Postal ballot forms received up to Tuesday, July 16, 2019 till 5:00 P.M. (IST), i.e. the last date and time fixed by the Company for the receipt of the Postal Ballot forms were considered and none of the envelopes containing Postal Ballot forms received after 05:00 P.M on Tuesday, July 16, 2019 were considered for the purpose of this report.
15. To our information, there were 106 notices with Postal Ballots and none emails returned undelivered.
16. I did not find any defaced or mutilated ballot paper.
17. Two members have opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting through ballots not considered.
18. The Postal Ballots and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.
19. After ascertaining the votes casted by Postal Ballots and remote e-voting, I hereby submit the consolidated results as under:

#### 1. SPECIAL RESOLUTION

Approval of re-appointment of Shri Kishan Nagin Parikh as Non-Executive Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Vote rs	No. of votes	Voters	No. of votes	Voter s	No. of votes
Remote e-voting	63	4,572,452	0	0	60	4,569,789	3	2,663
*Postal Ballots	28	80,393	2	205	24	80,152	2	11
<b>TOTAL</b>	<b>91</b>	<b>4,652,845</b>	<b>2</b>	<b>205</b>	<b>84</b>	<b>4,649,941</b>	<b>5</b>	<b>2,674</b>

Total Valid Votes (Total Votes - Invalid votes- Less voted) = 4,652,615

Votes in Favour (% of Total Valid Votes) = 99.94

Votes in Against (% of Total Valid Votes) = 0.06

\* There is a one Member who has partially exercised right for 25 shares only out of its total entitlement of 50 shares.



## 2 SPECIAL RESOLUTION

Approval of re-appointment of Prof. Ashok Kumar Bhattacharya as Non-Executive Independent Director of the Company

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote voting	63	4,572,452	0	0	53	4,552,519	10	19,933
*Postal Ballots	28	80,393	2	205	25	80,162	1	1
<b>TOTAL</b>	<b>91</b>	<b>4,652,845</b>	<b>2</b>	<b>205</b>	<b>78</b>	<b>4,632,681</b>	<b>11</b>	<b>19,934</b>

Total Valid Votes (Total Votes - Invalid votes - Less voted) = 4,652,615  
Vote in Favour (% of Total Valid Votes) = 99.57  
Votes in Against (% of Total Valid Votes) = 0.43

\*There is a one Member who has partially exercised right for 25 shares only out of its total entitlement of 50 shares

20. Based on the above voting, I confirm that the resolutions has been or Tied on with the requisite majority, accordingly I request to the Chairman of the Company, to announce the voting result of Postal Ballot



**FOR VKC & ASSOCIATES**  
*(Company Secretaries)*

CS Mohit K. Dixit  
Scrutiner  
Membership No: - A 49021  
C.P. No: - 17827

Date: July 17, 2019  
Place: New Delhi

Countersigned by

*Sharda Relan*

( ) Chairman/Authorized Signatory