



# Sharda Motor Industries Ltd.

SMIL: LISTING: 18-19/2603

26<sup>th</sup> March, 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 21<sup>st</sup> February, 2019 enclosing the Postal Ballot Notice along with explanatory statement 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, we are pleased to inform you that the resolution as set out in the postal ballot notice has been passed by the members of the Company with requisite majority.

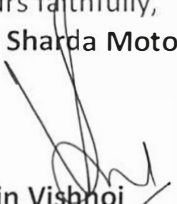
In this regard, please find enclosed the postal ballot results and scrutinizer's report.

Please take the same on record.

Thanking you,

Yours faithfully,

**For Sharda Motor Industries Limited**

  
Nitin Vishnoi  
Company Secretary



Encl: a/a

**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.shardamotor.com](http://www.shardamotor.com)

CIN NO-L74899DL1986PLC023202



# Sharda Motor Industries Ltd.

## RESULTS OF POSTAL BALLOT

Date of declaration of results of Postal Ballot	26 <sup>th</sup> March, 2019
Total number of shareholders as on cut-off date (15 <sup>th</sup> February, 2019)	8910
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 Agenda:

Resolution Required (Ordinary/ Special)	Special
Mode of Voting	Postal Ballot and E-voting
Postal ballot/e-voting Period	23 <sup>rd</sup> February, 2019 (9:00 A.M.) (IST) to 24 <sup>th</sup> March, 2019 (05:00 P.M.) (IST)
Resolution	Approval for Continuation of Directorship of Sh. Satinder Kumar Lambah (DIN: 07425155) as Non- Executive Independent Director from April 1, 2019 for the remaining period of present Tenure, i.e. till 4 <sup>th</sup> February, 2021

Category	Mode of voting	No. of shares held	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)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
A. Promoters and Promoter Group	Ballot Forms	4352579	1497857	34.41	1497857	-	100.00	-
	E-voting		2824722	64.90	2824722	-	100.00	-
B. Public-Institutions	Ballot Forms	43308	-	-	-	-	-	-
	E-voting		22566	52.08	20013	2553	88.69	11.31
C. Public Non Institutions	Ballot Forms	1550439	2752	0.18	2739	13	99.53	0.47
	E-voting		253065	16.32	252988	77	99.97	0.03
<b>Total</b>		<b>5946326</b>	<b>4600962</b>	<b>77.37</b>	<b>4598319</b>	<b>2643</b>	<b>99.94</b>	<b>0.06</b>

Note: Two members opted for both the facilities (remote e-voting and postal ballot), however for this purpose only electronic voting has been considered valid and physical voting has not been considered.

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



**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,

I, Vineet K. Chaudhary, Managing 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 resolution proposed to be passed 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 February 13, 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, February 15, 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 February 13, 2019.
5. The remote e-voting period remained open from Saturday, February 23, 2019 at 9:00 A.M. (IST) to Sunday, March 24, 2019 at 5:00 P.M. (IST) at website of CDSL i.e. <https://www.evotingindia.com>.

**Regd. Office**

D-38, LGF (L/S), South Extension Part - II  
New Delhi - 110049, India  
+91 11 49121644,45, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com



6. On Wednesday, February 20, 2019 the Company has completed the dispatch of Postal Ballot notice(s), forms along with prepaid postage business reply envelopes to its Members, who do not have registered email Ids' 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. February 15 ,2019. Simultaneously, the soft copies of the Postal Ballot notice/forms were emailed to those members who have registered their email addresses with the Company / Depository (ies).
7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, on Friday, February 22, 2019, an advertisement was published by the Company in Financial Express ('English Newspaper') & Veer Arjun ('Hindi Newspaper') informing about the completion of dispatch/electronic transmission of Postal Ballot notices/forms to its shareholders along with all requisite document.
8. The members of the Company had an option to cast their vote on the resolution either through the Postal Ballot forms or to avail the remote e-voting facility on the designated website of CDSL.
9. I 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, Ms. Shweta Chadha and Ms. Manisha Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Shweta*

Ms. Shweta Chadha

*Manisha*

Ms. Manisha Gupta

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 upto Sunday, March 24, 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 03.00 P.M on Sunday, March 24, 2019 were considered for the purpose of this report.





15. To our information, there were 110 notice with Postal Ballots and none of the emails returned undelivered.
16. I did not find any defaced or mutilated ballot paper.
17. Two Member had opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting has not been 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:

### SPECIAL RESOLUTION

**Approval for Continuation of Directorship of Sh. Satinder Kumar Lambah (DIN:07425155) as Non- Executive Independent Director from April 1, 2019 for the remaining period of present Tenure, i.e. till 4th February, 2021.**

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	56	3,100,353	-	-	49	3,097,723	7	2,630
Postal Ballots	36	1,500,615	2	6	31	1,500,596	3	13
<b>TOTAL</b>	<b>92</b>	<b>4,600,968</b>	<b>2</b>	<b>6</b>	<b>80</b>	<b>4,598,319</b>	<b>10</b>	<b>2,643</b>

**Total Valid Votes (Total Votes - Invalid votes) = 4,600,962**

**Votes in Favour (% of Total Valid Votes) = 99.95%**

**Votes in Against (% of Total Valid Votes) = 0.05%**



20. Based on the above voting, I confirm that the resolution has been carried on with the requisite majority, accordingly I request to the Chairperson/Co-Chairperson of the Company, to announce the voting result of Postal Ballot.

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



A handwritten signature in blue ink, appearing to read 'Vineet K Chaudhary', written over a horizontal line.

**CS Vineet K Chaudhary**  
Scrutinizer  
Membership No :- F5327  
C.P. No :- 4548

**Date : 25<sup>th</sup> March 2019**  
**Place: New Delhi**

**Countersigned by**

A handwritten signature in blue ink, appearing to read 'Sharda Relan'.

**Chairperson/Co-Chairperson**