



Sharda Motor Industries Ltd.

SMIL: LISTING: 19-20/2007-01

July 20, 2019

BSE Limited Department of Corporate Services Pherozejeebhoy 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)
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Sub: Submission of voting result along with Scrutinizer's Report on e-voting and voting through ballot paper for Item No. 4 of Agenda of the 33rd Annual General Meeting of Sharda Motor Industries Ltd. held on 27th September, 2018

Dear Sir/Madam,

This is further to our communication dated 28th September 2018 [SMIL: Listing: 18-19/2809/01] submitting the result of e-voting and voting through ballot paper at the 33rd Annual General Meeting of Sharda Motor Industries Ltd. held on 27th September 2018 ("AGM"), and finds specific reference to items no. 3 and 4 of the agenda of the said AGM (*enclosed*).

As intimated earlier, pursuant to an interim order dated 26th September 2018 passed by the Hon'ble National Company Law Appellate Tribunal ("Hon'ble NCLAT"), the result of two resolutions [*at items no. 3 and 4*] to re-appoint as Directors, Shri Rohit Relan (DIN: 00257572) and Shri Bireswar Mitra (DIN: 06958002), each of who were liable to retire by rotation, was put on hold and made subject to the final outcome of the Company Appeal (AT) No. 332 of 2018: '*Sharda Motor Industries Ltd. vs. Rohit Relan & Ors.*' ("**Company Appeal**").

Thereafter, the Hon'ble NCLAT pronounced the final Judgement and Order dated 17th July 2019 disposing off the said Company Appeal in light of the National Company Law Tribunal's final Judgment and Order dated 20th May 2019 *vide* which, the Company Petition 61/ND/2017 was disposed off in view of the Memorandum of Family Settlement dated 22.02.2019 ("**MoFS**"), executed between the promoters, directors and majority shareholders of the Company.



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, Website : www.shadamotor.com

CIN NO-L74899DL1986PLC023202



Sharda Motor Industries Ltd.

Accordingly, in compliance with the Final Judgement and Order dated 17th July 2019 passed by the Hon'ble NCLAT, Shri Rohit Relan (DIN: 00257572) will not be considered to have retired by rotation during the AGM held on 27th September 2018 [re: item no. 3]. Instead, Shri Bireswar Mitra (DIN: 06958002) will be considered to have retired by rotation at the AGM held on 27 September 2018 [re: item no. 4].

Kindly take the above information on future reference and record.

Enclosed with this communication, are the following supporting documents:

- Certified copy of the final Judgement and Order dated 17th July, 2019 passed by the Hon'ble NCLAT in Company Appeal (AT) No. 332 of 2018 titled 'Sharda Motor Industries Ltd. vs. Rohit Relan & Ors.' (**Annexure I**);
- Agenda of 33rd Annual General Meeting of Sharda Motor Industries Ltd. held on 27th September, 2018 (**Annexure II**);
- Voting Result for AGM - Agenda Item No. 4 under Regulation 44 of SEBI Listing Regulations (**Annexure III**);
- Extract of the Scrutinizer's Report dated 30th October, 2018 containing result of voting by shareholders of the Company against Agenda Item 4 i.e. to appoint a Director in place of Shri Bireswar Mitra (DIN: 06958002), who retired by rotation (**Annexure IV**).

Thanking You,

Yours faithfully

For Sharda Motor Industries Limited

Divyang

Divyang Jain
Asst. Company Secretary



Encl. As above

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NATIONAL COMPANY LAW APPELLATE TRIBUNAL, NEW DELHI

Company Appeal (AT) No. 332 of 2018

IN THE MATTER OF:

Sharda Motor Industries Ltd.

...Appellant

Vs

Rohit Relan & Ors.

...Respondents

Present:

**For Appellant: Ms. Smarika Singh and Mr. Saifur Rehman,
Advocates**

**For Respondents: Mr. Virender Ganda, Sr. Advocate with Mr. Pawan
Sharma and Mr. Anuj Shah, Advocates.**

With

Company Appeal (AT) No. 378 of 2018

IN THE MATTER OF:

Rohit Relan & Ors.

...Appellants

Vs

Sharda Motor Industries Ltd. & Ors.

...Respondents

Present:

**For Appellants: Mr. Virender Ganda, Sr. Advocate with Mr. Pawan
Sharma and Mr. Anuj Shah, Advocates.**

**For Respondents: Ms. Smarika Singh and Mr. Saifur Rehman,
Advocates**

ORDER

17.07.2019: Two cross appeals have been preferred both against common order dated 20th September, 2018 passed by National Company Law Tribunal, Principal Bench, New Delhi (hereinafter referred to as the 'Tribunal') in

CA-757(PB)/2018 in C.P. No. 61(ND)/2017. The aforesaid interim order was passed by the Tribunal on an application filed under Section 241-242 of the Companies Act, 2013 by 'Mr. Rohit Relan & Ors.' (Petitioner – Appellants in Company Appeal (AT) No. 378 of 2018) against 'Sharda Motor Industries Ltd. & Ors.' (Respondents – Appellant in Company Appeal (AT) No. 332 of 2018). On an application under Section 242(4) for interim relief, the interim order was passed on 20th September, 2018.

2. During the pendency of the appeal, the parties reached terms of settlement on 22nd February, 2019 and it is informed that the Petition under Section 241-242 (C.P. No. 61(ND)/2017) has been disposed of in terms of settlement by the Tribunal. Thus both the appeals have become infructuous.

3. In the facts and circumstances, no further order is required to be passed. 'Scrutinizer Report', in sealed cover, filed by 'Sharda Motor Industries Ltd.' is handed over to Mr. Nitin Vishnoi, Company Secretary of Sharda Motor Industries Ltd., who is present in the court and recognized by counsel for the parties. Both the appeals stand disposed of. No costs.

[Justice S. J. Mukhopadhaya]
Chairperson

[Justice Bansilal Bhat]
Member (Judicial)

am/gc

Company Appeal (AT) No. 332 of 2018 and 378 of 2018

NOTICE

NOTICE is hereby given that the Thirty three (33) Annual General Meeting (AGM) of the members of Sharda Motor Industries Limited ("the Company") will be held at PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016, India, on Thursday, 27th September, 2018, at 12:00 Noon (IST), to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone and consolidated) of the Company for the financial year ended 31st March, 2018 along with the reports of the Board of Directors (Standalone) and Auditors thereon and in this regard, pass (with or without modification) the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Financial Statements (Standalone and consolidated) for the year ended 31st March, 2017 along with the reports of the Board of Directors (Standalone) and Auditors, be and are hereby received, considered and adopted".

2. To declare a final dividend for the financial year 2017-18 and in this regard, pass (with or without modification) the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), a dividend of Rs. 12.50/- per Equity Share i.e.125% on the paid up share capital be and is hereby declared for the financial year 2017-18, out of which an interim dividend of Rs. 6.25/- per Equity Share i.e. 62.50% on the paid up share capital has already been paid and the final dividend of Rs.6.25/- per Equity Share i.e. 62.50% on the paid up share capital be paid, to those members whose names appears in the Register of Members as on 20th September, 2018 and to those members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date."

3. To appoint a Director in place of Shri Rohit Relan (DIN: 00257572), who retires by rotation, being eligible and offers himself for re-appointment and if thought fit, to pass (with or without modification) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Shri Rohit Relan (DIN: 00257572), who retires by rotation at this meeting and being eligible, has offered 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 Shri Bireswar Mitra (DIN: 06958002), who retires by rotation, being eligible and offers himself for re-appointment and if thought fit, to pass (with or without modification) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Shri Bireswar Mitra (DIN: 06958002), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **TO RATIFY THE REMUNERATION TO BE PAID TO M/S. GURDEEP SINGH & ASSOCIATES, COST AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013, read with rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other permissions as may be necessary, the members hereby ratify the remuneration of Rs. 1,00,000 (Rupees One Lacs only) excluding applicable taxes and other out-of pocket expenses payable to M/s. Gurdeep Singh & Associates, Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of cost records of the specified products (i.e. Accessories of Air conditioners, parts of house hold and others and all types of Generator Parts) for the financial year 2018-19."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein offered to any committee of Directors or Director(s) to give effect to the aforesaid resolution."

By Order of the Board
For **SHARDA MOTOR INDUSTRIES LTD.**

Date : 3rd August, 2018
Place : New Delhi

Nitin Vishnoi
Company Secretary
M. No. F3632

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Business set out in the Notice, is annexed hereto.

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

Item No.5

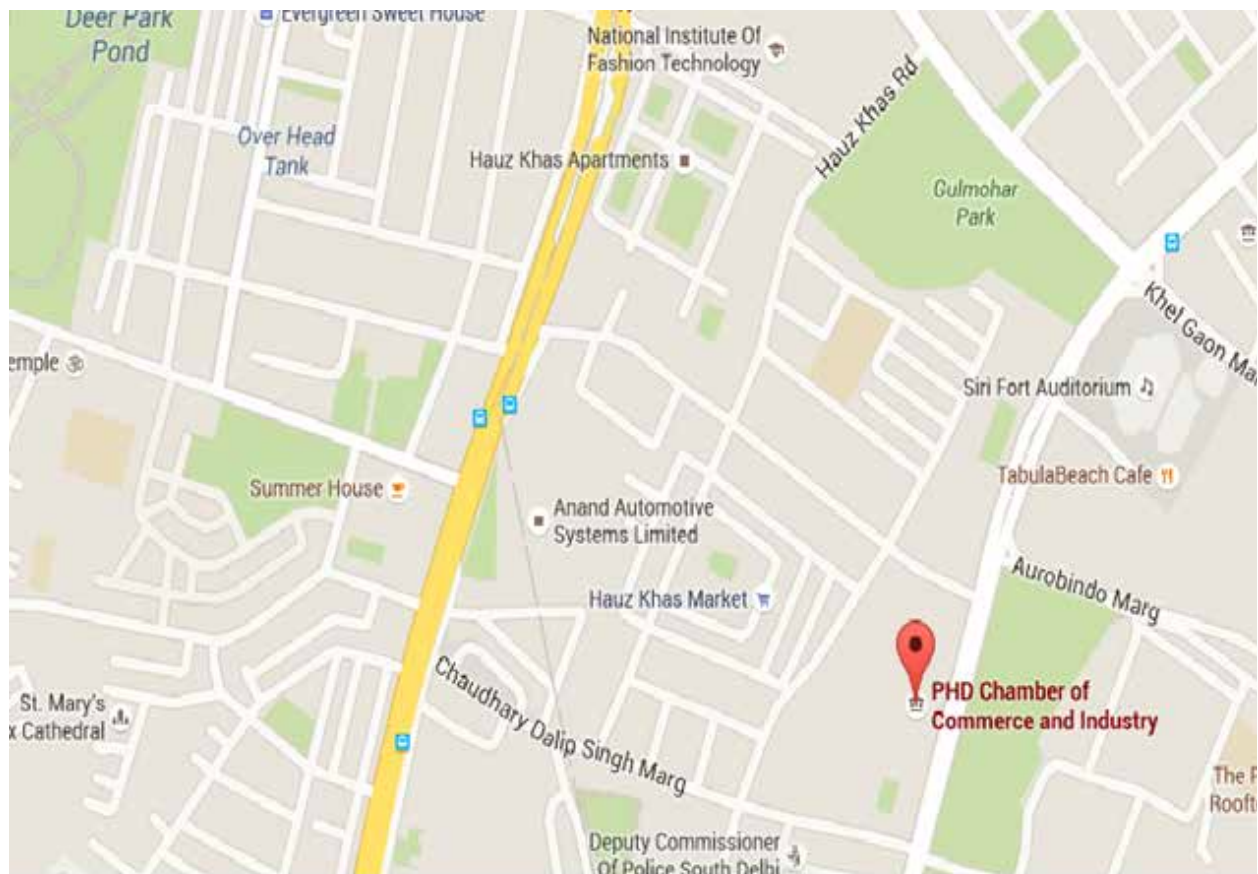
The Board of Directors of the Company at its meeting held on 3rd August, 2018, on the recommendation of the Audit Committee had approved the appointment and remuneration of M/s. Gurdeep Singh & Associates, as Cost Auditors of the Company, subject to the ratification of remuneration payable to Cost Auditors by the shareholders, to conduct the audit of cost records of the specified products (i.e. Accessories of Air conditioners, Parts of house hold and others and all types of Generator Parts) at a remuneration of Rs. 1,00,000/- (Rupees One Lacs only) plus applicable taxes and other out-of-pocket expenses for the financial year 2018-19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company or their relative are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 5

The Board has recommended the above ordinary resolution for your approval.

Road map to the venue of the AGM



SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS-ITEM NO.4 OF 33rd AGM 2018

A)	Date of the AGM	:	27 th September, 2018
B)	Total number of shareholders on record date (i.e. 20 th September, 2018)	:	8898
C)	No. of Shareholders present in the meeting either in person or through proxy	:	
	i) Promoters and Promoter Group	:	8
	ii) Public	:	115
D)	No. of shareholders attended the meeting through Video Conferencing	:	Not applicable
E)	Detailed Agenda as given below:		

Agenda Item No. 4	To appoint a Director in place of Shri Bireswar Mitra (DIN: 06958002), who retires by rotation, being eligible and offers himself for re-appointment.							
Resolution required				Ordinary Resolution				
Whether Promoter/ Promoter group are interested in the agenda / resolution?								
Category	Mode of Voting	1 Number of Shares held	2 No. of Vote polled [#]	3 % of polled on outstanding shares {3=(2/1)*100}	4 No. of Votes in-favour	5 No. of Votes Against	6 % of Votes in favour on votes polled {6=(4/2)*100}	7 % of Votes Against on votes polled {7=(5/2)*100}
Promoter and Promoter Group	E-Voting	4345657	1497857	34.47	1497857	0	100	0
	Poll		2817800	64.84	2817800	0	100	0
	Total		4345657	4315657	99.31	4315657	0	100
Public - Institutional holders	E-Voting	41558	23874	57.45	0	23874	0	100
	Poll		0	0	0	0	0	0
	Total		41558	23874	57.45	0	23874	0
Public-Others	E-Voting	1559111	271	0.02	271	0	100	0
	Poll		305222	19.58	305222	0	100	0
	Total		1559111	305493	19.59	305493	0	100
TOTAL		5946326	4645024	78.12	4621150	23874	99.49	0.51

Excluding Invalid Votes

The votes cast in favour of resolution are 99.49% of the total votes cast and consequently the resolution is passed with requisite majority.





CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairman

SHARDA MOTOR INDUSTRIES LIMITED

CIN: L74899DL1986PLC023202

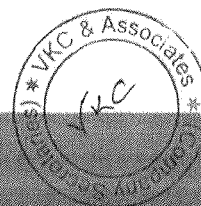
D-188, Okhla Industrial Area, Phase-I,
New Delhi-110020, India.

For 33rd (Thirty Third) Annual General Meeting ("AGM") of Members of the Company held on Thursday, 27th September, 2018, at 12:00 Noon (IST) at PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

Dear Sir,

I, Vincet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole-time practice, (holding Membership No. F5327) was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting and also on poll through Ballot papers carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolutions as set-out in the notice of the 33rd (Thirty Third) Annual General Meeting of Members of the Company held on Thursday, 27th September, 2018, at 12:00 Noon (IST) at the PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

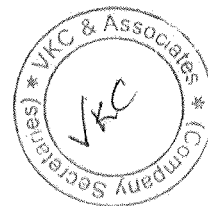
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This report is in Continuation of Consolidated Scrutnizer's Report dated 28th day of September 2018 for the purpose of declaring results of remaining resolutions which were subject to the final outcome of the Company Appeal bearing reference no. 332 of 2018, pending before the Hon'ble NCLAT. We do hereby give the details of the polling [in the sealed envelope as directed by the Hon'ble NCLAT vide order dated 04.10.2018 bearing reference no Company Appeal (AT) No. 332 of 2018] taken place on the resolutions No 3 and 4 as detailed below:



Resolution 04: Ordinary Resolution

To re-appoint Shri Bireswar Mitra (DIN: 06958002), who retires by rotation and being eligible offers himself for re-appointment.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
Remote e-voting	45	1,522,002	-	-	34	1,498,128	11	23,874
Poll	57	3,123,107	4	85	53	3,123,022	-	-
TOTAL	102	4,645,109	4	85	87	4,621,150	11	23,874

Total Valid Votes (Total Votes - Invalid votes) = 4,645,024

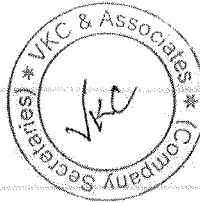
Votes in Favour (% of Total Valid Votes) = 99.486%

Votes in Against (% of Total Valid Votes) = 0.514%

Based on the above voting, I confirm that Resolution No. 4 has been carried on with requisite majority. Accordingly, the Chairman of the 33rd AGM, may announce the result of the meeting subject to the compliance of the order passed or as may be passed by the Hon'ble NCLAT.

For VKC & Associates

(Company Secretaries)



CS Vineet K Chaudhary

Scrutinizer

Membership No:-F5327

C.P. No:- 4548

Date: 30.10.2018

Place: Delhi

Sharda Relu

Counter Signed by Chairman