



Sharda Motor Industries Ltd.

SMIL: LISTING: 18-19/2105-01

21st May, 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)

Subject: Results of the Postal Ballot

Dear Sir/ Madam,

This has reference to our letter dated 17th April, 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 (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: 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, Website : www.shardamotor.com



Sharda Motor Industries Ltd.

RESULTS OF POSTAL BALLOT

Date of declaration of results of Postal Ballot	21 st May, 2019
Total number of shareholders as on cut-off date (12 th April, 2019)	
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	Saturday, 20 th April, 2019 (09:00 A.M. IST) and ends on Sunday, 19 th May, 2019 (05:00 P.M. IST)
Resolution	Approval for the continuation of payment of remuneration to Shri Ajay Relan, Managing Director who is also promoter of the Company in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018

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	2824722	2824722	64.89	2824722	-	100.00	-
	Ballot Forms		1497857	1497857	34.41	1497857	-	100.00	-
B. Public-Institutions	E-voting	46205	22266	22266	48.18	2553	19713	11.46	88.53
	Ballot Forms		-	-	-	-	-	-	-
C. Public-Non Institutions	E-voting	1547542	282922	282922	18.28	282738	184	99.93	0.06
	Ballot Forms		4153	4118	0.26	3352	766	81.39	18.60
Total		5946326	4631920	4631885	77.89	4611222	20663	99.55	0.44

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

The votes cast in favour of resolution are 99.55% of the total votes cast and consequently the Special resolution is passed with requisite majority.

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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	Saturday, 20 th April, 2019 (09:00 A.M. IST) and ends on Sunday, 19 th May, 2019 (05:00 P.M. IST)
Resolution	Approval for the continuation of payment of remuneration to Smt. Sharda Relan, Co-chairperson and Whole time Director who is also promoter of the Company in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018

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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
A. Promoters and Promoter Group	E-voting	4352579	2824722	2824722	64.89	2824722	-	100.00	-
	Ballot Forms		1497857	1497857	34.41	1497857	-	100.00	-
B. Public-Institutions	E-voting	46205	22266	22266	48.18	2553	19713	11.46	88.53
	Ballot Forms		-	-	-	-	-	-	-
C. Public-Non Institutions	E-voting	1547542	282922	282922	18.28	282738	184	99.93	0.06
	Ballot Forms		4153	4116	0.26	3350	766	81.39	18.61
Total		5946326	4631920	4631883	77.89	4611220	20663	99.55	0.44

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

The votes cast in favour of resolution are 99.55% of the total votes cast and consequently the Special resolution is passed with requisite majority.



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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,

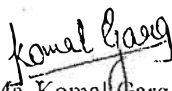
I, Mohit K. Dixit, Partner of M/s VKC & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process and postal ballot forms in a fair and transparent manner and for ascertaining the requisite majority on remote e-voting and postal ballot forms carried out for the resolutions proposed to be passed 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 April 5, 2019.

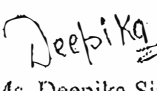
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder and SEBI Listing Regulation, relating to postal ballot voting including voting by electronic means.
2. The Company has appointed 'Central Depository Services (India) Limited ("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, April 12, 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 April 5, 2019.
5. The remote e-voting period remained open from Saturday, April 20, 2019 at 9:00 A.M. (IST) to Sunday, May 19, 2019 at 5:00 P.M. (IST) at website of CDSL i.e. <https://www.evotingindia.com>.



Regd. Office

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6. On Tuesday, April 16, 2019, the Company has completed the dispatch of Postal Ballot notice(s), forms along with prepaid postage business reply envelopes to its Members 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. April 12, 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 Thursday, April 18, 2019 an advertisements were published by the Company in Financial Express ('English Newspaper') & on Friday, April 19, 2019 in Veer Arjuna ('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. Komal Garg and Ms. Deepika Singla who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 
 Ms. Komal Garg


 Ms. Deepika Singla
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, May 19, 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 Sunday, May 19, 2019 were considered for the purpose of this report.



15. To our information, there were 109 notice with Postal Ballots and none emails returned undelivered.
16. I did not find any defaced or mutilated ballot paper.
17. There was no case found who opted for both the facilities.
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 for the continuation of payment of remuneration to Shri Ajay Relan, Managing Director who is also promoter of the Company in excess of the threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.

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	47	3,129,910	-	-	33	3,110,013	14	19,897
*Postal Ballots	33	1,502,010	4	10	27	1,501,209	2	766
TOTAL	80	4,631,920	4	10	60	4,611,222	16	20,663

Total Valid Votes (Total Votes - Invalid votes- Less voted) = 4,631,885

Votes in Favour (% of Total Valid Votes) = 99.553

Votes in Against (% of Total Valid Votes) = 0.447

* 1 Member has less voted for 25 shares.



2. SPECIAL RESOLUTION

Approval for the continuation of payment of remuneration to Smt. Sharda Relan, Co-Chairperson and Whole time Director who is also promoter of the Company in excess of the threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Vote rs	No. of votes	Voter s	No. of votes	Voters	No. of votes
Remote e-voting	47	3,129,910	-	-	33	3,110,013	14	19,897
*Postal Ballots	33	1,502,010	5	12	26	1,501,207	2	766
TOTAL	80	4,631,920	5	12	59	4,611,220	16	20,663

Total Valid Votes (Total Votes - Invalid votes- Less voted) = 4,631,883

Votes in Favour (% of Total Valid Votes) = 99.554

Votes in Against (% of Total Valid Votes) = 0.446

* 1 Member has less voted for 25 shares.

20. Based on the above voting, I confirm that the resolutions has been carried 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
Scrutinizer
Membership No: - A49021
C.P. No: - 17827

Date: May 21, 2019

Place: New Delhi

Countersigned by

Sharda Relan

Chairman/Authorized Signatory