



# Sharda Motor Industries Ltd.

**SMIL: LISTING: 24-25/2505/2**

**May 25, 2024**

BSE Limited  
Department of Corporate Services  
Phiroze 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: Submission of shareholders' resolution in relation to the proposed buyback of equity shares of Sharda Motor Industries Limited ("Company")**

Dear Sir/ Madam,

This is in continuation of our letter dated April 24, 2024 enclosing the copy of postal ballot notice for seeking approval of the members regarding the buyback of equity shares of the Company and our letter dated May 25, 2024 setting out the results of the postal ballot.

In terms of Regulation 5(v) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, please find enclosed a copy of the special resolution passed by the members of the Company in relation to the buyback of equity shares of the Company.

The aforementioned is also available on the Company's website ([www.shardamotor.com](http://www.shardamotor.com)).

We request you to kindly take the above on record.

Thanking you,

For **Sharda Motor Industries Limited**

**Iti Goyal**  
**Assistant Company Secretary**  
**& Compliance Officer**



## **EXTRACT OF RESOLUTION PASSED BY THE SHAREHOLDERS OF SHARDA MOTOR INDUSTRIES LIMITED (THE COMPANY) THROUGH POSTAL BALLOT (E-VOTING) ON FRIDAY, 24<sup>TH</sup> MAY, 2024**

### **Approval for Buy Back of Equity Shares of the Company**

“**RESOLVED THAT** in accordance with Article 82 of the Articles of Association of Sharda Motor Industries Limited (“**Company**”) and pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Companies Act**”), rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**Buyback Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and including any amendments, statutory modification(s) or re-enactment(s) for the time being in force, and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies (“**ROC**”), BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and/ or other authorities institutions or bodies (“**Appropriate Authorities**”), as may be necessary, the consent of the Members of the Company be and is hereby accorded for the buyback of up to 10,27,777 (Ten Lakh Twenty Seven Thousand Seven Hundred and Seventy Seven only) fully paid-up equity shares of the Company, each having a face value of INR 2/- (Indian Rupees two only) (“**Equity Shares**”), representing up to 3.46% of the total number of equity shares in the paid-up share capital of the Company as of March 31, 2023 and as of March 31, 2024, at a price of INR 1,800/- (Indian Rupees One Thousand Eight Hundred only) per Equity Share (“**Buyback Price**”), subject to any increase to the Buyback Price as may be approved by the Board of Directors of the Company (“**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), payable in cash for an aggregate amount not exceeding INR 1,84,99,98,600/- (Indian Rupees One Hundred and Eighty Four Crore Ninety Nine Lakh Ninety Eight Thousand Six Hundred only) (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.) (“**Buyback Size**”), being 23.66% and 24.41% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2023, respectively (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company, under the shareholders’ approval route as per the provisions of the Companies Act and Buyback Regulations), on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all of the equity shareholders/ beneficial owners of the Company, including the promoters and members of the promoter group of the Company (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “**Promoters**”) who hold Equity Shares as of the record date to be declared at a later stage (“**Record Date**” and such buyback the “**Buyback**”).”

**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



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**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by the SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“**SEBI Circulars**”).

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from equity shareholders/ beneficial owners who hold Equity Shares as of the Record Date (“**Eligible Shareholders**”), on a proportionate basis under the tender offer, provided 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein above as it may in its absolute discretion deem fit, to any committee of director(s)/ any one or more director(s)/ officer(s)/ authorised representative(s) of the Company (“**Buyback Committee**”) in order to give effect to this resolution, including but not limited to finalizing the terms of the Buyback such as Buyback Price, number of Equity Shares for Buyback, record date, entitlement ratio, the time frame for completion of Buyback, appointment of merchant bankers, registrars, brokers, lawyers, depository participants (“**DPs**”), escrow agent, advisors, consultants, intermediaries, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the public announcement, letter of offer and such other necessary applications, undertakings, agreements, papers, documents and correspondence, if required under the common seal of the Company, to be filed in connection with the Buyback with SEBI, Reserve Bank of India, stock exchanges, Registrar of Companies, depositories and/or other regulatory and/or statutory authorities as may be required from time to time and obtain their approvals and to initiate all necessary actions including opening, operation and closure of necessary bank accounts (including escrow account), issuance of bank guarantee in favour of the merchant bankers, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company.

**RESOLVED FURTHER THAT** in terms of Regulation 5(via) of the Buyback Regulations, the Board of the Company / Buyback Committee be and is hereby authorized to *inter alia* increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size, till one working day prior to the Record Date.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any Member to offer or any obligation on the Company or the Board to buyback any Equity Shares or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any regulatory or other authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as the Board/ Buyback Committee may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

For **Sharda Motor Industries Limited**

**Iti Goyal**  
**Assistant Company Secretary**  
**& Compliance Officer**

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