Sharda Motor Industries Ltd.

SMIL: LISTING: 18-19/2909-01 **29th September, 2018**

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: **Submission of Voting Results along with the Scrutinizer's Report on e-voting and voting through ballot paper for 33 Annual General Meeting of the Company held on held on 27th September, 2018**

Dear Sir/Madam,

In Pursuant to the applicable provisions of the Companies Act, 2013, read with rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish inform you that the 33 Annual General Meeting (AGM) of the Company held on Thursday, September 27, 2017 at 12:00 Noon (IST) at PHD Chamber of Commerce & Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016. In this regard, please find enclosed herewith the:

1) The voting results as prescribed under Regulation 44(3) of Listing Regulations ('Annexure I')

2) Scrutinizer's Report on remote e-voting and poll conducted at the AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with rules made thereunder ('Annexure II')

Please note that the aforesaid results and scrutinizer's Report are available on the website of the Company at www.shardamotor.com and CDSL.

Kindly take the above information on record.

Thanking you,

Yours truly,
For **Sharda Motor Industries Limited**

Nitin Vishnoi
Company Secretary

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
CIN NO-L74899DL1986PLC023202

SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS

ANNEXURE -I

A)	Date of the AGM	:	27th September, 2018
B)	Total number of shareholders on record date (i.e. 20th 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 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.							
Resolution required				Ordinary Resolution				
Whether Promoter/ Promoter group are interested in the agenda / resolution?				No				
		1	2	3	4	5	6	7
Category	Mode of Voting	Number of Shares held	No. of Vote polled*	% of polled on outstanding shares {3=(2/1)*100}	No. of Votes in-favour	No. of Votes Against	% of Votes in favour on votes polled {6=(4/2)*100}	% of Votes Against on votes polled {7=(5/2)*100}
Promoter and Promoter Group	E-Voting	4345657	0	0	0	0	0	0
	Poll		2817800	64.84	2817800	0	100	0
	Total		**2817800**	**64.84**	**2817800**	**0**	**100**	**0**
Public - Institutional holders	E-Voting	41558	23270	55.99	23270	0	100	0
	Poll		0	0	0	0	0	0
	Total		**23270**	**55.99**	**23270**	**0**	**100**	**0**
Public-Others	E-Voting	1559111	271	0.02	271	0	100	0
	Poll		305222	19.58	305222	0	100	0
	Total		**305493**	**19.59**	**305493**	**0**	**100**	**0**
TOTAL		5946326	3146563	52.92	3146563	0	100	0

 # Excluding Invalid Votes



SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS

ANNEXURE -I

Agenda Item 2	To declare a final dividend for the financial year 2017-18.							
Resolution required				Ordinary Resolution				
Whether Promoter/ Promoter group are interested in the agenda / resolution?				No				
		1	2	3	4	5	6	7
Category	Mode of Voting	Number of Shares held	No. of Vote polled#	% of polled on outstanding shares {3=(2/1)*100}	No. of Votes in-favour	No. of Votes Against	% of Votes in favour on votes polled {6=(4/2)*100}	% 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		**4315657**	**99.31**	**4315657**	**0**	**100**	**0**
Public - Institutional holders	E-Voting	41558	23874	57.45	23874	0	100	0
	Poll		0	0	0	0	0	0
	Total		**23874**	**57.45**	**23874**	**0**	**100**	**0**
Public-Others	E-Voting	1559111	271	0.02	271	0	100	0
	Poll		305222	19.58	305222	0	100	0
	Total		**305493**	**19.59**	**305493**	**0**	**100**	**0**
TOTAL		**5946326**	**4645024**	**78.12**	**4645024**	**0**	**100**	**0**

 # Excluding Invalid Votes



SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS

ANNEXURE -I

Agenda Item3	*To appoint a Director in place of Shri Rohit Relan (DIN: 00257572), who retires by rotation, being eligible and offers himself.							
Resolution required				Ordinary Resolution				
Whether Promoter/ Promoter group are interested in the agenda / resolution?				-				
		1	2	3	4	5	6	7
Category	Mode of Voting	Number of Shares held	No. of Vote polled#	% of polled on outstanding shares {3=(2/1)*100}	No. of Votes in-favour	No. of Votes Against	% of Votes in favour on votes polled {6=(4/2)*100}	% of Votes Against on votes polled {7=(5/2)*100}
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Others	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-
TOTAL			-	-	-	-	-	-

 # Excluding Invalid Votes

SHARDA MOTOR INDUSTRIES LTD. NEW DELHI

SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS

ANNEXURE -I

Agenda Item 4	*To appoint a Director in place of Shri BireswarMitra (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?				-				
		1	2	3	4	5	6	7
Category	Mode of Voting	Number of Shares held	No. of Vote polled#	% of polled on outstanding shares {3=(2/1)*100}	No. of Votes in-favour	No. of Votes Against	% of Votes in favour on votes polled {6=(4/2)*100}	% of Votes Against on votes polled {7=(5/2)*100}
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Others	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
TOTAL			-	-	-	-	-	-

 # Excluding Invalid Votes



SHARDA MOTOR INDUSTRIES LIMITED – VOTING RESULTS

ANNEXURE -I

Agenda Item 5	To ratify the remuneration to be paid to M/s Gurdeep Singh & Associates, Cost Auditors of the Company.							
Resolution required			Ordinary Resolution					
Whether Promoter/ Promoter group are interested in the agenda / resolution?			No					
		1	2	3	4	5	6	7
Category	Mode of Voting	Number of Shares held	No. of Vote polled#	% of polled on outstanding shares {3=(2/1)*100}	No. of Votes in-favour	No. of Votes Against	% of Votes in favour on votes polled {6=(4/2)*100}	% 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		**4315657**	**99.31**	**4315657**	**0**	**100**	**0**
Public - Institutional holders	E-Voting	41558	23874	57.45	9258	14616	38.78	61.22
	Poll		0	0	0	0	0	0
	Total		**23874**	**57.45**	**9258**	**14616**	**38.78**	**61.22**
Public-Others	E-Voting	1559111	271	0.02	271	0	100	0
	Poll		305222	19.58	305222	0	100	0
	Total		**305493**	**19.59**	**305493**	**0**	**100**	**0**
TOTAL		**5946326**	**4645024**	**78.12**	**4630408**	**14616**	**99.69**	**0.31**

 # Excluding Invalid Votes

** Note: - As informed by the Counsels, the result of this resolution is subject to the final outcome of the company appeal no. Comp.App (AT) No. 332 of 2018, pending before the Hon'ble National Company Law Appellate Tribunal ("NCLAT").*



(Annexure-II)

VKC & Associates
COMPANY SECRETARIES

FORM No. MGT-13
REPORT OF SCRUTINIZER(S)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
SHARDA MOTOR INDUSTRIES LIMITED
CIN: L74899DL1986PLC023202
D-188, Okhla Industrial Area, Phase-I,
New Delhi-110020, India.

33rd (Thirty Third) Annual General Meeting (AGM) of Members of Sharda Motor Industries Limited held on Thursday, 27thSeptember, 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, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Practicing Company Secretary having (Membership No. F5327) was appointed as Scrutinizer to scrutinize the voting by means of Poll at the AGM and for ascertaining the requisite majority on poll through Ballot papers carried out for the resolutions [(Item No. 1 to 5) as set out in the Notice date August 3, 2018 at the AGM of the Company held on Thursday 27th September, 2018 at PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

1. After the time fixed for closing of the poll by the Chairman, ballot boxes for polling were locked and sealed in our presence with due identification marks placed by us.

2. The locked and sealed ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The Result of the Poll is as under:

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

Resolution 01: - Ordinary Resolution

Adoption of the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors (Standalone) and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	3,123,022	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	85



Resolution 02: - Ordinary Resolution

Declaration of the final dividend for the financial year 2017-18

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	3,123,022	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	85

*Resolution 03: Ordinary Resolution

To re-appoint Shri Rohit Relan (DIN: 00257572), who retires by rotation and being eligible offers himself for re-appointment.

RESULT : PUT ON HOLD

*Resolution 04: Ordinary Resolution

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

RESULT : PUT ON HOLD

*The Members of the Company as on the "cut-off date" i.e. Thursday, 20th September, 2018 were entitled to avail the facility of remote e-voting (Item No. 1 to 5 except the Item No. 3, which was not placed for e-voting pursuant to the direction of the Hon'ble NCLT vide its order dated 20th September, 2018 passed in CA-757(PB)/ 2018 in C.P. No. 61(ND)/2017) as well as voting at the venue of AGM through ballot paper on the proposed resolutions as set out in the Notice dated 3rd August, 2018. Further as informed by the Company, the result of the Item No. 3 and 4 of the Notice of the AGM is subject to the final outcome of the Company Appeal bearing reference no. 332 of 2018, pending before the Hon'ble NCLAT.

Resolution 05: - Ordinary Resolution

To ratify the remuneration to be paid to M/s. Gurdeep Singh & Associates., Cost Auditors of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	3,123,022	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	85

5. The poll papers and list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution and all other relevant records shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall handover the related documents to the Company.

VKC & Associates * Company Secretaries *

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

Date: 28.09.2018
Place: DELHI

Witness 1

Witness 2

Sharda Relan

Counter Signed by Chairman / Co-Chairperson

Annexure II

VKC & Associates
COMPANY SECRETARIES

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, Vineet 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.

1. The Company has appointed Central Depository Services (India) Limited (CDSL), as the service provider, for providing the facility of remote e-voting to the Members of the Company.

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

2. The remote e-voting period remained open from Monday, 24th September, 2018 (09:00 A.M. IST) and ended on Wednesday, 26th September, 2018 (05:00 P.M. IST) on the designated website http://www.evotingindia.com of Central Depository Services (India) Limited ("CDSL").

3. *The Members of the Company as on the "cut-off date" i.e. Thursday, 20th September, 2018 were entitled to avail the facility of remote e-voting (Item No. 1 to 5 except the Item No. 3, which was not placed for e-voting pursuant to the direction of the Hon'ble NCLT vide its order dated 20th September, 2018 passed in CA-757(PB)/ 2018 in C.P. No. 61(ND)/2017) as well as voting at the venue of AGM through ballot paper on the proposed resolutions as set out in the Notice dated 3rd August, 2018. Further as informed by the Company, the result of the Item No. 3 and 4 of the Notice of the AGM is subject to the final outcome of the Company Appeal bearing reference no. 332 of 2018, pending before the Hon'ble NCLAT.*

4. In line with the provisions of the Companies Act, 2013 (as amended) and in terms of the clarification(s) issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting since the remote e-voting was offered to the members. Therefore, the Chairman ordered for poll through Ballot paper at AGM as per Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amendment made thereunder).

5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 at 33rd AGM of the Company. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM.

6. After completion of Poll through Ballot papers, the votes casted through remote e-voting and ballot paper were unblocked in the presence of two witnesses, Mr. Akshit Arora and Mr. Avinash Pandey who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations/Proxies lodged with the Company.

(Akshit Arora)

(Avinash Pandey)

7. After scrutinizing the system generated report of remote e-voting provided by CDSL and after ascertaining the votes casted by Poll through Ballot papers, I hereby submit the consolidated results of remote e-voting and Poll as under:

Resolution 01: Ordinary Resolution

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.

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	-	-	33	23,541	-	-
Poll	57	3,123,107	4	85	53	3,123,022	-	-
TOTAL	102	4,645,109	4	85	86	3,146,563	-	-

Total Valid Votes (Total Votes - Invalid votes – Abstained) = 3,146,563

Votes in Favour (% of Total Valid Votes) = 100%
Votes in Against (% of Total Valid Votes) = Nil

*12 Members holding 1,498,461 shares have abstained from voting.



Resolution 02: Ordinary Resolution

Declaration of final dividend for the financial year 2017-18.

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	-	-	45	1,522,002	-	-
Poll	57	3,123,107	4	85	53	3,123,022	-	-
TOTAL	102	4,645,109	4	85	98	4,645,024	-	-

Total Valid Votes (Total Votes - Invalid votes) = 4,645,024
Votes in Favour (% of Total Valid Votes) = 100%
Votes in Against (% of Total Valid Votes) = Nil

*Resolution 03: Ordinary Resolution

To re-appoint Shri Rohit Relan (DIN: 00257572), who retires by rotation and being eligible offers himself for re-appointment.

RESULT: PUT ON HOLD

*Resolution 04: Ordinary Resolution

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

RESULT: PUT ON HOLD

*The Members of the Company as on the "cut-off date" i.e. Thursday, 20th September, 2018 were entitled to avail the facility of remote e-voting (Item No. 1 to 5 except the Item No. 3, which was not placed for e-voting pursuant to the direction of the Hon'ble NCLT vide its order dated 20th September, 2018 passed in CA-757(PB)/ 2018 in C.P. No. 61(ND)/2017) as well as voting at the venue of AGM through ballot paper on the proposed resolutions as set out in the Notice dated 3rd August, 2018. Further as informed by the Company, the result of the Item No. 3 and 4 of the Notice of the AGM is subject to the final outcome of the Company Appeal bearing reference no. 332 of 2018, pending before the Hon'ble NCLAT.

Resolution 05: Ordinary Resolution

To ratify the Remuneration to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors 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 e-voting	45	1,522,002	-	-	37	1,507,386	8	14,616
Poll	57	3,123,107	4	85	53	3,123,022	-	-
TOTAL	102	4,645,109	4	85	90	4,630,408	8	14,616

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

Votes in Favour (% of Total Valid Votes) = 99.685%

Votes in Against (% of Total Valid Votes) = 0.315%

8. All the papers relating to voting by remote e-voting and Poll shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company.
9. Based on the above voting, I confirm that all the resolutions (except Item No. 3 and 4 of the Notice of the AGM results of which has been put on hold) has been carried on with requisite majority. Accordingly, the Chairman of the 33rd AGM, may announce the result of the meeting.

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

Date: 28.09.2018
Place: DELHI

Sharda Relan

Counter Signed by Chairman / Co-Chairperson