Sharda Motor Industries Ltd.

SMIL: BSE/NSE: 19-20/1704 **17th April, 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)

Sub: Intimation of Notice of Postal Ballot under Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the captioned subject, we would like to inform you that the company has completed the dispatch of Postal Ballot Notice and Postal Ballot Form (physical as well as electronic) on 16th April, 2019 to all the members whose names appear in the Register of Members / Beneficial owners received from the Registrar and Share Transfer Agent as on 12th April, 2019 (Cut-off date) for the purpose of seeking Approval for the continuation of payment of remuneration to Sh. Ajay Relan, Managing Director and Smt. Sharda Relan, Co-chairperson and Whole time Director who are also Promoters of the Company in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018. The copy of Notice of Postal Ballot and Postal Ballot Form is enclosed.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members and the voting through Postal Ballot and through e-voting period will commence from Saturday, 20th April, 2019 at 9:00 A.M. (IST) and shall end on Sunday, 19th May, 2019 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within the stipulated time i.e. on or before Tuesday, 21st May, 2019.

The Notice of Postal Ballot along with the explanatory statement, instructions for e-voting and Postal Ballot form are also available on the website of the Company i.e. "www.shardamotor.com".

This is for your information and record.

Thanking you,
Yours faithfully,

SHARDA MOTOR INDUSTRIES LTD. NEW DELHI

Divyang Jain
Asst. Company Secretary

Encl. as above

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

(CIN: L74899DL1986PLC023202)
Registered Office: D-188, Okhla Industrial Area, Phase I, New Delhi-110020
Tel.: +91 11 4733 4100 Fax: +91 11 2681 1676
Email: investorrelations@shardamotor.com Website: www.shardamotor.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable law(s) and regulation(s), if any, that the resolution appended below, being Special Business is proposed to be passed by the member(s) of Sharda Motor Industries Limited ('the Company'), by postal ballot which includes remote voting by electronic means ("E-voting"). The Explanatory statement pursuant to the provisions of Section 102 of the Act and the rules made thereunder, pertaining to the proposed resolution setting out the material facts concerning the resolution and the reasons thereof is annexed hereto along with the Postal Ballot Form (the 'Form') in the Postal Ballot Notice for your consideration.

The Board of Directors of the Company at its meeting held on 05th April, 2019 has appointed Sh. Vineet K Chaudhary (Company Secretary in whole time practice, bearing Membership No. FCS 5327 & C.P. No. 4548), Managing Partner of M/s. VKC & Associates, or failing of him Sh. Mohit K Dixit (Company Secretary in whole time practice, bearing Membership No. ACS 49021 & C.P. No. 17827), Partner of M/s. VKC & Associates, New Delhi, as the Scrutinizer for conducting the Postal Ballot/ Evoting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot form and return the same duly completed and signed, in the enclosed self-addressed Business Reply Envelope. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions for e - voting.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 P.M. (IST) of Sunday, 19th May, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Consent of the Members is being sought on the following Resolutions.

Special Business

Item No.1: 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

To consider and if thought fit, to give assent/ dissent to the following resolution(s) as **Special Resolution(s):**

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded, for the continuation of payment of remuneration as per existing terms and conditions as approved

by the shareholder of the Company to Sh. Ajay Relan, Managing Director of the Company, at the Annual General Meeting held on 7th September, 2016 and who is also Executive Director and Promoter of the Company, notwithstanding

(a) the annual remuneration payable to him exceeding 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for the remaining period of present tenure of Sh. Ajay Relan i.e. till 31st August, 2021."

"RESOLVED FURTHER THAT Smt. Sharda Relan, Co-chairperson and / or Sh. Nitin Vishnoi, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Item No.2: 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

To consider and if thought fit, to give assent/ dissent to the following resolution(s) as **Special Resolution(s):**

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re- enactments thereof for the time being in force) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded, for the continuation of payment of remuneration as per existing terms and conditions as approved by the shareholder of the Company to Smt. Sharda Relan, Co-chairperson and Whole time Director of the Company, at the Annual General Meeting held on 7th September, 2016 and who is also also Executive Director and Promoter of the Company, notwithstanding

(a) the annual remuneration payable to her exceeding 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for the remaining period of present tenure of Smt. Sharda Relan i.e. till 9th August, 2021."

"RESOLVED FURTHER THAT Sh. Ajay Relan, Managing Director and / or Sh. Nitin Vishnoi, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By order of the Board of Directors
For Sharda Motor Industries Limited

Place : Delhi **Nitin Vishnoi**
Date : 05th April, 2019 **Company Secretary**
FCS -3632

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with its rules made thereunder, setting out the material facts concerning the resolutions and the reason thereof is annexed for your consideration.
2. Voting rights are reckoned on the basis of the shares registered in the name of members/beneficial owners as on "cut-off date" i.e. Friday, 12th April, 2019.
3. Sh. Vineet K Chaudhary, Managing Partner or failing of him Sh. Mohit K Dixit, Partner of M/s. VKC & Associates, Company Secretary in whole time practice has been appointed as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.
4. As per section 110 of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, Notice of the Postal Ballot may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form and self-addressed business reply envelope by permitted mode.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or remote electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and the votes cast through physical Postal Ballot forms will be treated as invalid.
6. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on Friday, 12th April, 2019. A person, who is not a member as on cut-off date i.e. Friday, 12th April, 2019 should treat this notice for information purpose only. A member cannot exercise his/ her vote by proxy on Postal Ballot.
7. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self- addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
8. The Notice of Postal Ballot is also placed on the website of the Company, www.shardamotor.com and on the website of CDSL, www.evotingindia.com.
9. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are mentioned in the Postal Ballot Notice. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to the members.
10. The e-voting period commences from Saturday, 20th April, 2019 (09:00 A.M. IST) and ends on Sunday, 19th May, 2019 (05:00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 12th April, 2019 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the member(s) shall not be able to vote on the resolution. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
11. The relevant documents pertaining to this resolution are available for inspection at the registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till 19th May, 2019.
12. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at investorrelations@shardamotor.com to receive the duplicate thereof or may download the same from the website of the Company under 'Investor Relations' Section.
13. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer, Sh. Vineet K Chaudhary, Managing Partner or Sh. Mohit K Dixit, Partner of M/s. VKC & Associates at below mentioned address not later than 05:00 P.M. (IST) of Sunday, 19th May, 2019.

    Mr. Vineet K Chaudhary
    (Scrutinizer of Sharda Motor Industries Limited)
    M/s. VKC & Associates Company Secretaries
    Address: D-38, Lower Ground Floor (L/S),
    South Extension, Part-II, New Delhi-110049, India
    Phone: 011-49121644/ 45 ; Mob: 91+ 9999233556
14. The members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 05:00 P.M. IST of Sunday, 19th May, 2019 to be eligible for

being considered, failing which, it will be strictly treated as, if no reply has been received from the member(s).

15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. He will submit his report on the results of the voting by Postal Ballot and e-voting to the - Chairperson/ Co-Chairperson of the Company on or before Tuesday, 21st May, 2019.

16. The final results of the voting by Postal Ballot will be declared by the Chairperson/ Co-Chairperson of the Company, at the registered office of the Company on or before Tuesday, 21st May, 2019, along with details of the number of votes cast for and against the resolution, invalid votes. The final results as to whether the resolution has been carried or not, along with Scrutinizer's Report will be posted on the website of the Company i.e. www.shardamotor.com and shall be intimated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

17. The results of the Postal Ballot shall also be published in the newspapers. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

18. **The instructions for e - voting are as under:**

(A) In case of members receiving e-mail:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the Company)

(iv) Enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Postal Ballot Form. In case the sequence number is less than 8 digits, enter the applicable number of zeros (0s) before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for 'Sharda Motor Industries Limited'.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting Page.

(xv) If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions

as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www. evotingindia. com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) **In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia. com.

(D) The Remote e-voting period commences on Saturday, 20th April, 2019 (09:00 A.M. IST) and ends on Sunday, 19th May, 2019 (05:00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-Off date i.e. Friday 12th April, 2019 , (the "Cut- off Date") may cast their vote electronically, and the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1 & 2:

Approval for the continuation of payment of remuneration to Sh. Ajay Relan, Managing Director and Smt. Sharda Relan, Co-chairperson and Whole time Director who are also Promoters of the Company in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018

The Securities and Exchange Board of India (SEBI) has made amendments in the Listing Obligations and Disclosure Requirements ('LODR') Regulations on 9th May, 2018.

Accordingly, Under Regulations 17 sub-regulation (6)(e) was inserted newly as (with effect from 1st April, 2019):

"the payment of any fees or compensation to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution, if :

a) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 percent of the net profits of the listed entity, whichever is higher; or

b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity."

At present, on the Board of Directors of the Company, there are two executive directors who are also promoters of the Company, they are Sh. Ajay Relan, Managing Director and Smt. Sharda Relan, Whole Time Director & Co-Chairperson of the company, thus are falling under the above newly amended provisions of SEBI LODR. The shareholders have approved remuneration payable to them within the limits as prescribed at that time as per Companies Act, 2013, while approving their re-appointment on 7th September, 2016, which is in excess of the newly prescribed threshold limits of SEBI (LODR) (Amendment) Regulations, 2018. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of aforesaid Executive Directors including remuneration payable to them till the expiry of their respective term i.e. 31st August, 2021 and 9th August, 2021, respectively, in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company has approved the above proposal at their meeting held on 05th April, 2019 after considering the valuable contributions of Sh. Ajay Relan and Smt. Sharda Relan in the growth of the Company and remuneration prevalent for the similar positions in the companies of the like size.

The Board recommends the special resolutions set out at Item No. 1 & 2 of the Notice for approval by the Members.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Sh. Rohit Relan, Sh. Ajay Relan and Smt. Sharda Relan none of the (i) other Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested, financial or otherwise in the proposed resolution.

By order of the Board of Directors
For Sharda Motor Industries Limited

Place : Delhi **Nitin Vishnoi**
Date : 05th April, 2019 **Company Secretary**
FCS -3632

SHARDA MOTOR INDUSTRIES LIMITED

(CIN: L74899DL1986PLC023202)
Registered Office: D-188, Okhla Industrial Area, Phase I, New Delhi-110020
Tel.: +91 11 4733 4100 Fax: +91 11 2681 1676
Email: investorrelations@shardamotor.com Website: www.shardamotor.com

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by Company)

S. No. **Sequence No.**

1	Name(s) of shareholder(s) (in block letters) (including Joint holders, if any)	
2	Registered address of the sole / First named shareholder	
3	Registered Folio No./ DP ID No. / Client ID No.* (Applicable to members holding shares in dematerialized form)	
4	No. of share(s) held	
5	Class of shares	Equity Shares

I/We hereby exercise my/our vote in respect of Special Resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

S. No.	Description	No. of shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	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			
2.	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			

Place :

Date : Signature of Member

EVOTING PARTICULARS

E-voting Sequence No. (EVSN)	USER ID (16 digits demat Account/ Folio No.)	Password
		Existing Password

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot form should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot forms, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.

2. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/ Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.

3. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization.

4. A shareholder need not use all his votes nor he/ she needs to cast all his/ her votes in the same way.

5. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 P.M. IST) on of Sunday, 19th May, 2019. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.

6. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at investorrelations@ shardamotor.com to receive the duplicate thereof or may download the same from the website of the Company under 'Investor Relations' Section. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at the item no. (5) above.

7. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date i.e. Friday, 12th April, 2019.

8. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.

9. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

10. The postal ballot shall not be exercised by Proxy. However, corporate and Institutional members shall be entitled through authorized representatives with proof of their authorization.

11. The Scrutinizer will submit his consolidated report of Postal Ballot and e-voting process to the Chairperson/ Co-Chairperson after completion of the scrutiny of the Postal Ballot Forms. The results will be announced on or before Tuesday, 21st May, 2019, at the Registered Office of the Company and also be placed on the website of the Company.

12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the Registered Office of the Company or by email at investorrelations@shardamotor.com.

13. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/ electronic form.