

A.K.GOYAL
Company Secretary

" COCUSAN CHAAMBERS"
D-62 Laxmi Nagar, Vikas Marg
DELHI-110092
Ph. 22044974, 9810483669

Consolidated Report

The Chairman,
Sharda Motor Industries Limited,
D-188, Okhla Industrail Area,
Phase-I, New Delhi-110 020.

Dear Sir,

Result of Postal Ballot Voting process including the voting through electronic means conducted pursuant to the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Resolutions as set out in the notice of postal ballot dated 09-10-2014 issued by the company.

1. I, A.K.Goyal, Practicing Company Secretary, appointed as scrutinizer of Sharda Motor Industries Limited (the Company), at its meeting held on 09-10-2014, with respect to the captioned subject, hereby submit my consolidated report as under:

1.1 The company has sent notice along with postage prepaid business reply envelopes by post (and electronically by e-mail to all the members who have registered their email IDs with the company or Depository Participant) to all the Members whose name (s) appeared on the Register of Members/Record of Depositories as on 10th October, 2014 (cut off date) .

1.2 In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-Voting communications received up to the close of working hours i.e. 5.00 p.m. on 17-11-2014 (the last date and time fixed by the



company for receipt of the Postal Ballot Papers &E-Voting) were considered for my scrutiny.

1.3 I did not find any defaced or mutilated Ballot Paper.

1.4 Particulars of all the Postal Ballot forms received from the Members and the votes cast by electronic mode have been entered in the Register separately maintained for the purpose.

2. The summary of these Postal Ballots received in physical and electronic form is given below.

Special Business

Resolution-1 : Ordinary Resolution

Appointment of Shri Bireswar Mitra as a Director

Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL	-	-	-
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution 2 : Special Resolution

Appointment of Shri Bireswar Mitra as a Whole-Time Director

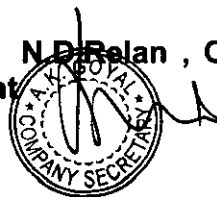
Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total %
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	Nil	NIL
Invalid	NIL	NIL	NIL	NIL	-	-	NIL
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution-3 Special Resolution

Payment of Minimum Remuneration to Shri N.D. Balan, Co –Chairman of the Company with Approval of Central Government



Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	-	-	NIL	-	-	-
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution 4 : Special Resolution

Payment of Minimum Remuneration to Shri Ajay Relan , Managing Director of the Company with Approval of Central Government

Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	-	-	NIL	-	-	-
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution 5 : Special Resolution

Payment of Minimum Remuneration to Shri Udyan Banerjee, Executive Director of the Company with Approval of Central Government

Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	-	-	NIL	-	-	-
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

Special Business

Resolution 6 : Special Resolution

Payment of Minimum Remuneration to Shri Bireswar Mitra, Executive Director of the Company with Approval of Central Government



Particulars	Number of Members casted valid votes			Number of valid votes casted (Share)			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	31	18	49	4751793	2471	4754264	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid	NIL	-	-	NIL	-	-	-
Total	31	18	49	4751793	2471	4754264	100.00

Based on the above, the Resolution has been passed with requisite majority

You may accordingly declare the result of Postal Ballot, including voting by electronic means.

Thanking



(A.K. Goyal)

Company Secretary in Practice

FCS-1565/CP-7461

Place : New Delhi

Date : 18-11-2014

The Voting Detailed Special Resolution/ Ordinary Resolutions passed through postal ballot under Section 110 of the Companies Act, 2013, is as under:

SUMMARY OF RESULT OF POSTAL BALLOT PROCESS

S.No.	Particular	Resolution No. 1	Resolution No.2	Resolution No. 3	Resolution No. 4	Resolution No.5	Resolution No. 6
		To appoint Shri Bireswar Mitra as a Director	To appoint Shri Bireswar Mitra as Whole time Director	To pay minimum remuneration to Shri N.D. Relan Co-chairman of the Company with Approval of Central Government	To pay minimum remuneration to Shri Ajay Relan Managing Director of the Company with Approval of Central Government	To pay minimum remuneration to Shri Udayan Banerjee, Executive Director of Company with Approval of Central Government	To pay minimum remuneration to Shri Bireswar Mitra, Executive Director of the Company with Approval of Central Government
1	A Physical Mode						
	i) Total Postal Ballot Forms Received	18	18	18	18	18	18
	II) Less Invalid Postal Ballot Forms	0	0	0	0	0	0
	B Net valid Postal Ballot Forms in received in Physical [A(i) - A(ii)]	18	18	18	18	18	18
	C Electronic Mode						
	i) Total Postal Ballot Forms Received through E-Voting	31	31	31	31	31	31
	II) Less Invalid Postal Ballot Forms through E-Voting	0	0	0	0	0	0
	D Net valid Postal Ballot Forms in received through E-Voting [C(i) - C(ii)]	31	31	31	31	31	31
2	Net Postal Ballot form Received in Physical and Electronic Mode(B+D)	49	49	49	49	49	49
3	Total No. of Outstanding shares (1)	5946326	5946326	5946326	5946326	5946326	5946326
4	No. of Votes Polled on Outstanding shares (2)	4754264	4754264	4754264	4754264	4754264	4754264

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5	% of Votes Polled on Outstanding shares 3= $(2/1)*100$	79.95	79.95	79.95	79.95	79.95	79.95
6	No. of Votes in favour (Physical and through E-voting) (4)	4754264	4754264	4754264	4754264	4754264	4754264
7	No. of Votes against (Physical and through E-voting) (5)	0	0	0	0	0	0
8	No Vote cast (Physical and through E-voting)	0	0	0	0	0	0
9	% of Votes in favour on votes polled 6= $(4/2)*100$	100	100	100	100	100	100
10	% of Votes against on votes polled 7= $(5/2)*100$	0	0	0	0	0	0

For Sharda Motor Industries Limited

SD/-

Nitin Vishnoi
Company Secretary
FCS – 3632
D- 188, Okhla Industrial Area,
Phase -I, New Delhi - 110020

The Voting Detailed Special Resolution/ Ordinary Resolutions passed through postal ballot under Section 110 of the Companies Act, 2013, is as under:

RESULTS OF POSTAL BALLOT PROCESS AS PER LISTING AGREEMENTS

Special Business

Resolution-1: Ordinary Resolution

To appointment of Shri Bireswar Mitra as a Director

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares 3= $(2/1)*100$	No. of Votes in favour (Physical and through E-voting) (4)	No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled 6= $(4/2)*100$	% of Votes against on votes polled 7= $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

SPECIAL BUSINESS

Resolution 2 : Special Resolution

To appointment of Shri Bireswar Mitra as a Whole-Time Director

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares 3= $(2/1)*100$	No. of Votes in favour (Physical and through E-voting) (4)	No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled 6= $(4/2)*100$	% of Votes against on votes polled 7= $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

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SPECIAL BUSINESS**Resolution-3 Special Resolution****To pay minimum remuneration to Shri N.D. Relan , Co –Chairman of the Company with Approval of Central Government**

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares 3= $(2/1)*100$	No. of Votes in favour (Physical and through E-voting) (4)	No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled 6= $(4/2)*100$	% of Votes against on votes polled 7= $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

SPECIAL BUSINESS**Resolution 4 : Special Resolution****To pay minimum remuneration to Shri Ajay Relan, Managing Director of the Company with Approval of Central Government**

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares 3= $(2/1)*100$	No. of Votes in favour (Physical and through E-voting) (4)	No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled 6= $(4/2)*100$	% of Votes against on votes polled 7= $(5/2)*100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

Special Business**Resolution 5 : Special Resolution****To pay minimum remuneration to Shri Udyan Banerjee, Executive Director of the Company with Approval of Central Government**

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares $3 = \frac{3}{2/1} * 100$	No. of Votes in favour (Physical and through E-voting) (4)	No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled $6 = \frac{4}{2} * 100$	% of Votes against on votes polled $7 = \frac{5}{2} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

SPECIAL BUSINESS**Resolution 6 : Special Resolution****To pay minimum remuneration to Shri Bireswar Mitra, Executive Director of the Company with Approval of Central Government**

Promoter/ Public	Number of Share held	No. of Votes Polled	% of Votes Polled on Outstanding shares $3 = \frac{3}{2/1} * 100$		No. of Votes against (Physical and through E-voting) (5)	% of Votes in favour on votes polled $6 = \frac{4}{2} * 100$	% of Votes against on votes polled $7 = \frac{5}{2} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter & Promoter	4458556	4458556	100.00	4458556	0	100	0
Public & Institutional	0	0	0	0	0	0	0
Public Others	1487770	295708	19.88	295708	0	100	0
Total	5946326	4754264	79.95	4754264	0	100	0

For Sharda Motor Industries Limited

sd/-

Nitin Vishnoi**Company Secretary****FCS - 3632****D- 188, Okhla Industrial Area,****Phase -I, New Delhi - 110020**