

Date: 13.10.2020

To,  
The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata – 700001

Dear Sir/Madam,

**Sub: Voting Results of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to above, we hereby inform you that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, and as per Postal Ballot Notice dated 1<sup>st</sup> September, 2020, the members of the Company have passed the following special resolution with requisite majority through Postal Ballot process including E-Voting, result of which were declared today i.e. Tuesday, 13<sup>th</sup> October, 2020.

1. Special Resolution to approve the Voluntary Delisting of Equity Shares of the Company from CSE Limited (The Calcutta Stock Exchange). The aforesaid Special Resolution was passed by the shareholders with requisite majority as per Regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulation, 2009.


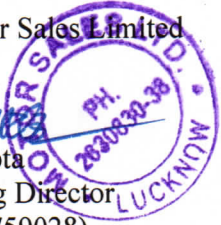
The result of the postal ballot along with the Scrutinizer's Report is enclosed for your information and record.

The postal ballot results are also being hosted on the Company's website at <http://www.motorsales.co.in/>.

Kindly take the above on your record and acknowledge the receipt of the same.

Yours truly,

For Motor Sales Limited

  
  
Ajay Gupta  
Managing Director  
(DIN-00759028)  
23 Ashok Marg, Lucknow  
Uttar Pradesh, 226001

Postal Ballot Voting Result	
Company Name	Motor Sales Limited
Date of Notice of Postal Ballot	01 <sup>st</sup> September, 2020
Date of Declaration of Results of Postal Ballot	13 <sup>th</sup> October, 2020
Total number of shareholders on cut-off date (01.09.2020)	189
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group:	
Public:	

### Resolution No. 1

Resolution required: Special Resolution			Voluntary Delisting of Equity Shares of the Company from CSE Limited.					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes (to the extent of being shareholder)					
Category	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% 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
Promoter and Promoter Group	E-Voting	151200	3390	02.24	3390	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		138310	91.47	138310	-	100	-
	Total		141700	93.72	141700	-	100	-
Public - institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	90800	43350	47.74	43350	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
			43350	47.74	43350	-	100	-
Total		242000	185050	76.47	185050	-	100	-

The aforesaid Special Resolution has been passed with requisite majority.

For Motor Sales Limited



Ajay Gupta  
Managing Director  
(DIN-00759028)  
23 Ashok Marg, Lucknow  
Uttar Pradesh, 226001

Date: 13/10/2020  
Place: Lucknow





# GUNJAN GOEL

A.C.S., M.B.E.

Office: C-4/152, Vikas Khand, Gomti Nagar, Lucknow, Uttar Pradesh

Email: csgunjangoel@gmail.com

Mobile: 9415343577, 8318757293

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Motor Sales Limited,  
11, Mahatma Gandhi Marg,  
Lucknow

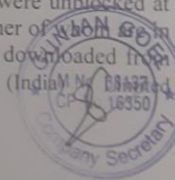
Dear Sir,

1. I, Gunjan Goel, a Company Secretary in Practice, Lucknow, was duly appointed as a Scrutinizer by the Board of Directors of Motor Sales Limited (the Company) for the purpose of Scrutinizing the Postal Ballot process under the provisions of Section 108 & 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot on the resolutions proposed in the Notice of the Postal Ballot. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the Postal Ballot.

3. The Members holding equity shares as on the "cut-off date" i.e. September 01, 2020 were entitled to vote on the resolutions proposed in the Notice of Postal Ballot.

4. The dispatch of Postal Ballot Notice to the Shareholders of the Company by the prescribed modes was completed on September 07, 2020 and pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published on September 08, 2020. The voting period commenced on September 12, 2020 (10.00 a.m. IST) and ended on October 11, 2020 (5.00 p.m. IST) for voting through physical postal ballot forms as well as e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL). At the end of the e-voting period on October 11, 2020 (5.00 p.m. IST), the voting portal of CDSL was blocked forthwith. The votes were unblocked at 11:00 a.m. on October 13, 2020 in the presence of 2 (two) witnesses, neither of whom is in the employment of the Company, and e-voting summary statement was downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>).



5. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent and the authorizations / power of attorney etc. lodged thereof.

6. My report on the results of the voting is based on the data downloaded from Central Depository Services (India) Limited and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.

7. I submit herewith my report on the results of e-voting and voting through physical postal ballot form as under:

Item No. 1

Special Resolution:

TO APPROVE DELISTING OF THE EQUITY SHARES FROM THE CALCUTTA STOCK EXCHANGE.

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

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	5	138310	74.74
Electronic(E-Voting)	26	46740	25.26
Total	31	185050	100

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

Type of vote	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(E-Voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil



(iii) Invalid votes :

Type of vote	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(E-Voting)	Nil	Nil
Total	Nil	Nil

The above resolution was passed as a Special Resolution with requisite majority as per Section 114 of the Companies Act, 2013.

Details of voting by public shareholders and promoter and promoter group entities is as given below:

Item No. 1

Special Resolution:

TO APPROVE DELISTING OF THE EQUITY SHARES FROM THE CALCUTTA STOCK EXCHANGE.

Resolution required: Special Resolution			To approve delisting of the equity shares from the calcutta stock exchange					
Whether Promoter/Promoter group are interested in the agenda / resolution?			Yes (to the extent of been shareholder)					
Category	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% 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
Promoter and Promoter Group	E-Voting	151200	3390	02.24	3390	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot		138310	91.47	138310	-	100	-
	Total		141700	93.72	141700	-	100	-
Public - institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal		-	-	-	-	-	-



	Ballot							
	Total							
			-	-	-	-	-	-
Public -Non Institutions	E-Voting	90800	43350	47.74	43350	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		43350	47.74	43350	-	100	-
Total		242000	185050	76.47	185050	-	100	-

Since all the votes have been casted in favour of the resolution, therefore, both the requirements for the requisite resolution have been complied with. Firstly, the resolution has been passed by the requisite majority of all the members as per Section 114 of the Companies Act, 2013. Secondly, since none of the public shareholders whose ballot has been considered invalid, voted against the resolution therefore the requirement of the delisting regulation requiring the favouring number of public shareholders at least two times of the unfavourable votes has also been complied with.

8. Based on the foregoing, I hereby certify that the aforesaid Special Resolution as contained in the Postal Ballot Notice dated September 01, 2020 has been passed with requisite majority.

9. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman or Company Secretary for preserving safely.

Thanking you

Yours Faithfully



Gunjan Goel (UDIN: A038137B000930820)  
Company Secretary in Practice  
CP No. 16350

Date: 13.10.2020  
Place: Lucknow