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 33 ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33 Annual General Meeting ("AGM") of the Members of Sharda Motor Industries Limited ("the Company") will be held on Thursday, 27 September, 2018 at 12:00 Noon (IST), at PHD Chamber of Commerce & Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, India, to transact such business(es) as set out in the AGM Notice.

The dispatch of the Annual Report 2017-18 along with AGM Notice, Attendance Slip and Proxy Form has been completed electronically to those members, whose e-mail IDs have been registered with the Company /Depository Participant and to other members through the permitted mode at their registered address on 1st September 2018.

NOTICE IS FURTHER given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of AGM and ascertaining the member(s) eligible to receive the dividend, if declared at the AGM.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on all the resolutions set forth/ proposed to be considered at the AGM by electronic means. The Company has engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members. In this regard, the members may note the following details:

(i) The remote e-voting period shall commence on Monday, 24th September, 2018 (09:00 a.m. IST) and ends on Wednesday, 26th September, 2018 (05:00 p.m. IST). The remote e-voting shall be disabled by CDSL thereafter and remote e-voting shall not be allowed thereafter;

(ii) A person, whose name appears/ recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, 20th September, 2018 shall only be entitled to avail the facility of remote e-voting/ voting at the meeting;

(iii) Any person, who has acquired shares and becomes the member of the Company after dispatch of the notice of AGM and holding shares as on cut-off date i.e. Thursday, 20th September, 2018 may obtain their user id and password for remote e-voting by referring to the e-voting instructions available in AGM Notice;

(iv) The facility of voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper;

(v) A member may participate in the AGM even after exercising his right to vote through remote e-voting and shall not be entitled to vote again in the AGM and if a member casts votes through remote e-voting and also at the AGM, then voting done through remote e-voting shall prevail and voting done at the AGM shall be treated as invalid.

The Notice of the AGM along with the Annual Report is available on the Website of the Company **www.shardamotor.com** and also on the CDSL's Website **www.cdslindia.com**.

The Board of Directors has appointed Vineet K Chaudhary, Managing Partner (Membership No. FCS 5327) and failing of him Shri Mohit K Dixit, Partner, (Membership No. A49021), of M/s VKC Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") to scrutinize the voting process (Ballot paper as well as remote e-voting) in a fair and transparent manner.

In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for members and remote e-voting user manual for members available at **www.evotingindia.com** under help section. For any further grievances related to remote e-voting, members may write to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013 at Telephone: 1800225533 or email at **helpdesk.evoting@cdslindia.com**. Members may also write to the Company at the aforementioned address or email at **investorrelations@shardamotor.com**.

For Sharda Motor Industries Limited
Sd/-
Nitin Vishnoi
Company Secretary

Date: 01st September, 2018
Place: New Delhi