



Sharda Motor Industries Ltd.

SMIL: BSE/NSE: 25-26/2505/2

May 26, 2025

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: Regulation 30 read with Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Ref: Intimation of dispatch of Notice of Postal Ballot to Shareholders

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed a copy of Notice of Postal ballot/ e-voting ('Notice') dated May 24, 2025 being sent to the members today i.e., Monday, May 26, 2025 for seeking consent / approval of its members by way of Postal Ballot (only by way of remote e-voting process) in respect of the Special Business set out in the Notice.

pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time] read with the guidelines prescribed by the Ministry of Corporate Affairs ["MCA"] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA latest being General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars"), the Notice is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, May 23, 2025 ("**Cut-off date**"). The Notice of Postal Ballot including therein the explanatory statement, instructions for e-voting is also available on the website of the Company i.e. <https://www.shardamotor.com/wp-content/uploads/2025/05/SMIL-Postal-ballot-notice.pdf>

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 Ltd.

The members, whose email addresses are not registered, are requested to register the same by following the procedure provided in the Notes section of Notice of Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to all its members. Voting period shall commence from Tuesday, May 27, 2025 at 9:00 A.M. (IST) and will end on Wednesday, June 25, 2025 at 5:00 P.M. (IST) after which the remote e-voting module shall be disabled by CDSL. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

Mr. Vineet K. Chaudhary, Managing Partner (FCS No. 5327) or failing of him Mr. Mohit K Dixit, Partner (FCS No. 12361) of M/s. VKC & Associates, Company Secretary in whole time practice has been appointed as scrutinizer for conducting the Postal Ballot (only by way of e-voting) in a fair and transparent manner.

The results of the Postal Ballot will be declared within the stipulated time i.e. on or before Friday June 27, 2025 and shall also be displayed on the Notice Board of the Company at its registered office besides being hosted on the website of the Company i.e. www.shardamotor.com. The same shall be simultaneously intimated to stock exchanges.

This above is for your information and record.

Thanking you,

Yours faithfully,

For Sharda Motor Industries Limited

Iti Goyal
Asst. Company Secretary &
Compliance Officer

Encl. as above

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SHARDA MOTOR INDUSTRIES LIMITED

CIN: L74899DL1986PLC023202

Regd. Office: D-188, Okhla Industrial Area, Phase I, New Delhi-110020

Tel.: +91 11 4733 4100; Fax: +91 11 2681 1676

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POSTAL BALLOT NOTICE

(Pursuant to Section 108 & 110 of The Companies Act, 2013 ('Act') read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014

Dear Members

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time] read with the guidelines prescribed by the Ministry of Corporate Affairs ["MCA"] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA latest being **General Circular No. 09/2024 dated September 19, 2024** (hereinafter collectively referred to as "**MCA Circulars**"), that the approval from the Members of Sharda Motor Industries Limited ("**Company**") through Postal Ballot only by voting through electronic means ("**remote e-voting**"), is being sought for the resolution appended below.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/ depositories, please follow the process provided in the notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Companies Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on May 24, 2025, has appointed CS Vineet K Chaudhary, Practising Company Secretary (FCS No. 5327) or failing him CS Mohit K. Dixit, Practising Company Secretary (FCS No. 12361) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for providing remote e-voting facility to all its members. The remote e-voting period commences from 9 a.m. IST on Tuesday, May 27, 2025, and ends at 5 p.m. IST on Wednesday, June 25, 2025. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within the prescribed time.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively referred to as "**Stock Exchanges**"), where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website (www.shardamotor.com) and on the website of CDSL (www.evotingindia.com).

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Special Business:

1. Re-Appointment of Mrs. Sarita Dhuper (DIN: 08776286) as Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable regulations/provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Sarita Dhuper (DIN: 08776286), Independent Director of the Company, whose current term of office as an independent director expires on June 29, 2025 and who has given her consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years commencing from June 29, 2025 to June 28, 2030 (both days inclusive), and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force) and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration committee and the Board of Directors, approval of the member be and is hereby accorded for payment of commission to all or some or any of the Non-Executive Director(s) of the Company (other than the Managing Director or Whole-Time Directors of the Company) in the manner as may be determined by the Board of Directors based on the recommendation of Nomination and Remuneration Committee from time to time and that the total amount of such commission shall not exceed one percent of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, and such payments shall be made in respect of the profits of the Company.

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RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulations, Mr. Navin Paul Non-Executive Independent Director of the Company may be paid a remuneration in the form performance incentive, a sum of Not exceeding Rs. 20 Lakh for the financial year 2025-26 towards his professional services to the Company and such remuneration/compensation may exceed fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and other reimbursement of expenses payable to him for participation in the Board, Committee and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Pursuant to Section 63 and other provisions of the Companies Act, 2013 and Rules made thereunder, Article 83 (b) of the Articles of Association and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 {ICDR Regulations}, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {Listing Regulations}, Foreign Exchange and Management Act, 1999 {FEMA}, and all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the consent of the members of the Company be and is hereby accorded to capitalize a sum of Rs. **5,74,07,706** standing to the credit of free reserve and Capital Redemption Reserve as may be considered appropriate for the purpose of issue of bonus equity shares as per the audited financial statements of the Company for the financial year ended March 31, 2025 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding **2,87,03,853** equity shares of Rs. 2/- each as bonus shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs. 2/- each whose names appear in the Register of Members/Beneficial Owners’ position of the Company on such date (“Record Date”) as may be fixed by the Company, in the proportion of 1 new bonus equity share(s) of Rs. 2/- each for 1 equity share(s) of Rs. 2/- each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income.

RESOLVED FURTHER THAT the new equity shares of Rs. 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

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RESOLVED FURTHER THAT the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the FEMA and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.

RESOLVED FURTHER THAT pursuant to ICDR Regulations and Listing Regulations the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form and the Voting rights of the bonus equity shares held in the suspense escrow demat account, shall remain frozen.

RESOLVED FURTHER THAT approval be and is hereby accorded for listing of the bonus shares at BSE Limited & National Stock Exchange of India Limited (“the Stock Exchanges”) as per the statutory guidelines/ regulations prescribed by SEBI and any other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolutions, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said bonus shares and its decision shall be final and binding”.

**ORDER OF THE BOARD of Directors
For Sharda Motor Industries Limited**

Nitin Vishnoi

Executive Director & Company Secretary

M. No F3632

DIN: 08538925

Place: New Delhi
Date: May 24, 2025

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act read with Rule 22 of the Rules, setting out the material facts concerning the Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice.
2. In terms of the MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only by e-mail to all those members, whose email addresses are registered with the Company or the RTA or with the depository(ies) / depository participants and whose names appear in the register of members/ list of beneficial owners as on the cut-off date i.e., **Friday, May 23, 2025**. Voting rights are reckoned on the basis of the shares registered in the name of members / beneficial owners as on the cut-off date. All the

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members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Postal Ballot Notice. Any person who is not a member on the cut-off date shall treat this Postal Ballot Notice for information purpose only.

3. Members may please note that this Postal Ballot Notice will also be available on the websites of the Company (www.shardamotor.com), BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com), and on the website of CDSL (www.evotingindia.com). Members who do not receive the Postal Ballot Notice may download the same from above mentioned websites. As per the MCA Circulars, physical copy of this Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. Members desirous of inspecting the documents referred to in this Postal Ballot Notice or Explanatory Statement may send their requests at investorrelations@shardamotor.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during e-voting period mentioned hereinabove in this notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Companies Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility through CDSL to enable its Members to cast their votes on the Resolution set forth in this notice electronically.
6. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting, i.e., Wednesday, June 25, 2025.
7. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding equity shares in physical mode are requested to contact Alankit Assignments Limited, the Registrar and Share Transfer Agent of the Company and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ("DP") for the same.
8. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.
9. Members holding equity shares in physical mode are also requested to provide the aforesaid information/ intimate such changes, if not already submitted/ intimated to the Company/ RTA under the signatures of the first/ joint holder(s), by submitting (i) scanned copy of the signed request letter which contains the shareholder's name, folio number, bank details (bank account number, bank and branch name and address, IFSC and MICR code); (ii) self-attested copy of the PAN card; and (iii) cancelled cheque leaf, by sending a communication to **Alankit Assignments Ltd** at the **Jagdeep Kumar Singla, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055**.

10. Institutional Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at vkpc@gmail.com with a copy marked to Company at investorrelations@shardamotor.com and Voting Agency (CDSL) at helpdesk.evoting@cdslindia.com or upload on the VC portal.
 11. The details in terms of Regulation 36(3) of the Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.
 12. The remote e-voting period commences from 9 a.m. IST on Tuesday, May 27, 2025, and ends at 5 p.m. IST on Wednesday, June 25, 2025. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 13. The results of the voting on resolutions shall be declared by the Chairman or any other person authorised by him/her in writing within the Stipulated time, i.e, on or before Friday June 27, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www. shardamotor.com and will also be available on the website of CDSL i.e. www. cdslindia.com and will be communicated to the stock exchanges, where the shares of the company are listed.
1. **Voting process and instruction regarding remote e-voting:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies and Regulation 44 of Listing Regulations, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.

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	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on

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	Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

SHARDA MOTOR INDUSTRIES LIMITED

CIN: L74899DL1986PLC023202

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Email: investorrelations@shardamotor.com; Website: www.shardamotor.com

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) 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.
 - 4) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 5) It is Mandatory that, 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.
 - 6) Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vkc.pcs@gmail.com and investorrelations@shardamotor.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act read with Rule 22 of the Rules)

Item No 1.

The members of the Company at their 35th AGM had appointed Ms. Sarita Dhuper (DIN: 08776286) as **Non-Executive Independent Director** of the Company for the first term of five years commencing from June 29, 2020, not liable to retire by rotation, pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, the first term of Ms. Sarita Dhuper as an Independent Director of the Company ends on June 28, 2025.

Pursuant to Section 149 read with Schedule IV to the Act and Regulation 25 read with Schedule II of the Listing Regulations, an Independent Director can hold office for two term of upto five consecutive years on the Board of a Company, and shall be eligible for re-appointment for the second term on passing of a Special Resolution by the Company.

The Nomination and Remuneration Committee (NRC) in its meeting held on February 04, 2025, after taking into account the performance evaluation of Ms. Sarita Dhuper during her first term of five years and considering her skills, background, experience, integrity, knowledge, substantial contributions and time commitment, has recommended to the Board her re-appointment as an Independent Director for a second term of five years commencing from June 29, 2025 to June 28, 2030 (both days inclusive).

The Company has received notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Ms. Sarita Dhuper for the office of Director of the Company. The Company has received consent, declaration of independence and other statutory disclosures under the Act and Listing Regulations from Ms. Sarita Dhuper for his re-appointment as an Independent Director of the Company.

In the opinion of the Board, Ms. Sarita Dhuper fulfils the conditions specified in the Act and Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management. She is not disqualified from being appointed as Director in terms of Section 164 of the Act not debarred from holding the office of Director by virtue of any SEBI order or any other authority. In terms of Regulation 25(8) of the Listing Regulations, Ms. Sarita Dhuper has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

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Further, The detailed profile and specific expertise of Ms. Sarita Dhuper as required under Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure-A of this Notice.

Accordingly, in compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Ms. Sarita Dhuper as an Independent Director is being placed before the Members for approval by way of the **Special Resolution**, as set out in Item No. 1 of this Notice, for the approval of the Members.

The Board recommends passing of the Special Resolution, as set out at Item No. 1 of this Notice, for the approval of the members.

Except Ms. Sarita Dhuper, None of the Directors or key managerial personnel of the Company or their respective relatives are in any way concerned or interested, either directly or indirectly, in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No 2.

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), coupled with the growing operations of Sharda Motor Industries Limited (“SMIL”) the role and responsibilities of the Board, particularly Non-Executive Directors has become more arduous, requiring greater time commitments, attention and a higher level of oversight. Accordingly, Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company at their respective meeting held on Tuesday, February 04, 2025 have approved and recommended for approval of the Members of the Company, remuneration by way of commission to the Non-Executive Directors of the Company.

Pursuant to the provisions of Regulation 17(6) of Listing Regulation, the quantum of remuneration payable to all or any of the Non-Executive Directors shall be decided by the Board of Directors after considering the recommendations of the NRC, taking into consideration parameters such as attendance at Board and Committee meetings, contribution in the growth of the Company in accordance with the directions given by the Board as prescribed under the Nomination, Remuneration and Evaluation Policy of the Company. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that commission not exceeding 1% of the net profits of the Company be payable computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time.

Further, pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulation, the approval of the members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration/compensation by way of profit related commission or otherwise as permissible under the Companies Act, 2013 where payment made to a single Non-Executive Director exceeding fifty percent of the total annual remuneration/compensation payable to all Non- Executive Directors and giving details of remuneration thereof. Considering the professional services of Mr. Navin Paul, it is proposed to pay him remuneration/ compensation by way of profit related commission or otherwise of an amount not exceeding Rs. 20 Lakh for the financial year 2025-26. which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company.

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The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends passing of the Special Resolution, as set out at Item No. 2 of this Notice, for the approval of the members.

Non-Executive Directors of the Company may deem to be interested in the resolution. Except them, None of the Directors or key managerial personnel of the Company or their respective relatives are in any way concerned or interested, either directly or indirectly, in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No 3.: Issue of Bonus equity shares to the shareholders of the Company

With a view to share prosperity with the shareholders, expand the retail shareholders base and increasing liquidity of the equity shares of the Company, the Board of Directors at their meeting held on Saturday, May 24, 2025, have recommended the issue of bonus shares in the proportion of 1:1 i.e. 1 fully paid up equity shares of Rs. 2 each for every 1 existing fully paid-up equity share of Rs. 2 each of the Company held by the members of the Company as on the Record Date, as may be fixed, by capitalization of a sum of Rs. **5,74,07,706** standing to the credit of general reserve and Capital Redemption Reserve, as per the audited financial statements of the Company for the financial year ended March 31, 2025 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding **2,87,03,853** equity shares of Rs. 2/- each as bonus shares credited as fully paid up. Consequently, the paid-up equity share capital of the Company would increase to Rs. 11,48,15,412.00 (Rupees Eleven Crore Forty-Eight Lakhs Fifteen Thousand Four Hundred and Twelve Only) consisting of 5,74,07,706 equity shares of Rs. 2/- each.

The Articles of Association of the Company authorize the Company to issue bonus shares by the capitalization of reserves & surplus by the Board of Directors of the Company.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, ICDR Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to ICDR Regulations and Listing Regulations the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of Rs. 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

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The Board recommends passing of the Ordinary Resolution, as set out at Item No. 3 of this Notice, for the approval of the members.

None of the Directors or key managerial personnel of the Company or their respective relatives are in any way concerned or interested, either directly or indirectly, in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Annexure-A

Details of Directors seeking appointment/re-appointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Description
Name of Director	Ms. Sarita Dhuper
Date of Birth	2 nd July, 1961
Nationality	Non-Resident Indian (NRI)
DIN	08776286
Date of First Appointment on the Board of the Company	June 29, 2020
Qualification	M.B.B.S & Masters in Medicine
Experience, Expertise & Brief Profile	Annexure B
Shareholding in the Company including shareholding as beneficial owner	Nil
Terms and conditions of appointment or re-appointment	As per the provisions of Companies Act, 2013 and Listing Regulations
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Remuneration received from the Company in the FY 2024-25	3.00 Lakhs
Details of remuneration sought to be paid	As per the provisions of Companies Act, 2013 and Listing Regulations
Resignation from Listed Entities in past three years	Not Applicable
Number of meetings of the Board held and attended during the FY 2024-25	Board Meeting: held: 5 attended: 5
List of Directorships held in Companies in all the Companies (including this listed entity)	Directorship :1 Sharda Motor Industries Limited
List of Chairmanship/Membership of the Board held in all the Companies	None

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Annexure-B

Brief profile of Directors seeking appointment/re-appointment

Smt. Sarita Dhuper Holds Bachelor of Medicine & Bachelor of Surgery (MBBS) & Doctorate in Medicine from Maulana Azad Medical School, Delhi University. She possesses 38+ years of experience in the field of Medicine and specialisation in the fields of Paediatrics & obstetrics/ Gynaecology and Cardiology. She also contributed in the Company through her expert suggestion in undertaking CSR activities in the Medical Field, which is the focus activity under the project “Sharda Unnati” including the setting up of Medical Clinics.

In Year 1988, she joined St. Luke’s Roosevelt, Columbia University, New York City (NYC) and worked as Research Associate, Pediatric Resident and Chief Resident in the field of Pediatrics & obstetrics/ Gynecology, during her term of approx. 4 years. Thereafter in year 1992, she joined NY Hospital – Cornell University Medical Center & Memorial Sloan Kettering Hospital, NYC at the designation of Cardiology Fellow in the field of Pediatric Cardiology and served for a period of 5 years.

Awards and Accreditations - in year 2006, she was awarded for “38th Annual Citizens’ Recognition Awards by Flatbush YMCA for dedication and commitment to improving the health of children in Brooklyn” and “Phenomenal Woman Service Award by Flatbush YMCA – in recognition for Outstanding Community Service”. She was also honored with “SUNY Downstate Medical Center – The residents and Fellows Alumni Society -2007 Faculty Honoree for Pediatrics” and with “Young Culinary Masters - LLLR Service Recognition Award” in year 2007 and with “City Council of New York citation for outstanding Citizen in NYC” In year 2008. She is also the Founder and Executive Director of ‘Live Light Live Right’ – Community based Childhood Obesity Program. Apart from above, Smt. Sarita Dhuper also been one of the members to wrote down the several Articles on health, hygiene, Medicine, diseases.

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

**Nitin Vishnoi
Executive Director &
Company Secretary**

Place: New Delhi
Date: May 24, 2025

M. No F3632
DIN: 08538925