Sharda Motor Industries Ltd.

SMIL: BSE/NSE: 20-21/1902 **February 19, 2021**

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 / Electronic Voting (e-Voting) 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, please find enclosed a copy of Notice of Postal ballot/ e-voting ('Notice') dated February 10, 2021 being sent to the members as **Annexure-I**. The Notice seeks the consent / approval of its members by way of Postal Ballot (only by way of e-voting) in respect of the Special Business set out in the Notice.

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs, Government of India, 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. February 12, 2021 (''Cut-off date'').

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notes section of Notice. The advertisement published by the Company in this regard on February 17, 2020 for the benefit of members and as a good corporate governance measure, is also enclosed as **Annexure-II**.

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 Saturday, 20 February, 2021 (09:00 A.M. IST) to Monday, 22 March, 2021 (05:00 P.M. IST) after which the remote e-voting facility shall not be allowed. 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.

Sh. Vineet K Chaudhary, Managing Partner or failing of him Sh. Mohit K Dixit, Partner of M/s. VKC & Associates, New Delhi 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 Postal Ballot (only by way of e-voting) will be declared at the registered office of the Company within the stipulated time i.e. on or before Wednesday, 24 March, 2021 and shall also be displayed on the website of the Company i.e. www.shardamotor.com

The Notice of Postal Ballot including therein the explanatory statement, instructions for e-voting and other required documents are also available on the website of the Company i.e. "www.shardamotor.com".

This above is for your information and record.

Thanking you,
Yours faithfully,

For Sharda Motor Industries Limited

NITIN VISHNOI
Digitally signed by NITIN VISHNOI
Date: 2021.02.19 14:31:06 +05'30'

Nitin Vishnoi
Executive Director &
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

Annexure - I

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

NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING)

(Pursuant to Section 108 & 110 of The Companies Act, 2013 read with Rule 20 & 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"), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated 31 December, 2020 issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars") and Circulars / Notifications issued by Securities & Exchange Board of India ("SEBI") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time and other applicable laws and regulations, if any) and such other applicable Regulation(s), circular(s) or Notification(s) as issued by MCA and SEBI, that the resolutions appended below, being Special Business is proposed for the approval of shareholder(s) of Sharda Motor Industries Limited ('the Company') through postal ballot through voting by electronic means only ("remote e-voting").

In compliance with 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 Member's who are holding shares in physical mode or dematerialized mode have not registered their e-mail address with the Company/ Depositories, for that the Company has made arrangements for the shareholders to register their e-mail addresses by registering them through following the procedure set out in the notes to this Postal Ballot Notice.

In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by Central Depository Services (India) Limited.

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 for your consideration.

The Board of Directors of the Company at its meeting held on 10 February, 2021 has appointed Sh. Vineet K Chaudhary (Company Secretary in whole time practice, bearing Membership No. F5327 & C. P. No.4548), Managing Partner or failing of him Sh. Mohit K Dixit (Company Secretary in whole time practice, bearing Membership No. ACS49021 & C.P. No. 17827), Partner of M/s. VKC & Associates, New Delhi, as Scrutinizer for conducting the Postal Ballot/ E- Voting process in a fair and transparent manner.

The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, 20 February, 2021 and will end at 5:00 p.m. (IST) on Monday, 22 March, 2021 and remote e-voting will be blocked and voting shall not be allowed beyond said time.

The Scrutinizer shall submit his report to the Chairperson/ Co-Chairperson of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, 24 March, 2021 and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") ("Stock Exchanges") and will also be displayed on the Company's website www.shardamotor.com.

Consent of the Members is being sought on the following Resolution:

Special Business

Resolution No. 1 – Adoption of a new set of Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"**RESOLVED** that pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association of the Company (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company."

"**RESOLVED FURTHER** that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be

and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

Resolution No. 2 – To consider and approve the proposal of Sub-Division / Split of Equity Shares of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to approval of the member(s) for adoption of new set of Articles of Association and alteration of Memorandum of Association of the Company and, subject to other applicable approval(s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholders of the Company be and is hereby accorded for sub-divide, split the existing Authorised Share capital of the Company as follows:

Class of Share Capital	From			To		
	No. of Shares	Face value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	50,000,000	10	500,000,000	250,000,000	2	500,000,000

RESOLVED FURTHER THAT pursuant to the sub-division / splitting of Face Value of Equity Shares of the Company, the existing fully paid-up 5,946,326 Equity Shares of the Company of the Face Value of Rs.10 /- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up 29,731,630 (After Split) Equity Shares of Face Value of Rs. 2/- each (Rupees Five Only) w.e.f. the Record Date (as and when be decided by the Board)."

The existing Paid Up Share Capital be sub-divided as follows:

Class of Share Capital	From			To		
	No. of Shares	Face value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face value (in Rs.)	Total Share Capital (in Rs.)
Paid-up Equity Share Capital	5,946,326	10	59,463,260	29,731,630	2	59,463,260

RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to delegate all or any of its powers herein conferred to the Company Secretary or any other officer(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

Resolution No. 3: Alteration of the Objects Clause and Capital Clause of the Memorandum of Association of the Company

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

"RESOLVED that pursuant to Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

A. Part A of the Objects Clause of the Memorandum of Association of the Company be titled as 'THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'.

B. The existing Part A (Main Objects) of the Objects Clause of the Memorandum of Association of the Company be altered by replacing the existing Clause III(A) with the following new Clause III(A) as under:

1. To manufacture and/or deal in automobile, automobile parts including seat covers spare parts and components of machineries and to act agents for manufacturers of various parts and components, etc.

2. To carry on the business of importers, exporters, manufacturers,assemblers of, dealers in, hirers, repairers, cleaners, storers, warehousers of commercial vehicles, motor cars, motor-cycles, cycle-cars, motors, scooters, motor-buses and lorries, trucks, tractors, cycles, bicycles, and carriages, launches, boats and ships, vans, aeroplanes, hydro- planes and other vehicles and conveyances of all descriptions for carrying passengers or other personnel, goods, commodities, produce, cargoes and other things on land or sea or by air (all hereinafter comprised in the terms "motors and other things") whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal or other powers, and all engines, chassis, bodies, Turbines, tanks, tools, implements, accessories, and other things, materials and products used for, and including business of transmission, steerings, axles, shafts, castings, forgings, exhaust systems in or in connection with motors and other things.

3. To carry on the business of engineers and manufacturers of all kinds of implements and machinery, tool-makers, electric engineers and buy, sell, manufacture, repair and convert and alter, let and hire and deal in machinery, implements, rolling stock, and hardware of all kinds and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried

on in connection with any of the business above specified or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and right for the time being provided.

4. To carry on the business of garage-keepers and suppliers of and dealers in diesel, petrol, electricity and other motive power to motors and other things.

5. To design, develop. manufacture, import, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell, export, import, and otherwise deal in all kinds of machines, motors, pumps and engines for agriculture, mining, industrial or other uses whether diesel, petrol, electric, manual or otherwise including parts, accessories, ancillaries, stores and spares, tools, plants, equipments, instruments and appliances.

6. To carry on the business of manufacture, fabricate assemble and deal in automobile parts and agricultural implements of all kinds descriptions, automotive and other gears, transmission axles, Universal joints, springs, spring leaves, head lamps, sealed beams, clutch facing and brake lining component parts, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, pressed and other engineering items and other related items for motor cars, motor truck, buses, tractors, vans, jeeps, lorries, motor launches, aeroplanes, motor cycles, cycles and vehicles and conveyances of all kinds

C. The following new Clause be inserted after existing Clause 45 under Part B of the Objects Clause of the Memorandum of Association of the Company and numbered as Clause 46 and the said Part B be titled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A'

46. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares of securities of the Company as paid up in full or in part or otherwise.

47. To undertake financial and commercial obligations, transactions and operations of all kinds.

48. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading , debentures and other negotiable or transferable instruments of securities.

49. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade.

50. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful obje0t or for and exhibition, subject to the provision of Section 181, 182, 183 of the Act

51. To subscribe, donate or otherwise political donations under the provisions of Companies Act, 2013.

52. To purchase, lease, rent, hire or otherwise acquire, sell and dispose of houses, offices, workshops, buildings and premises, plots or land (agricultural or otherwise) and any movable machinery, tools, engines, boilers, plant, implements, patterns, stock in trade, patents, patent, rights, technical know-how or any other asset convenient to be used in or about the trade or business of the Company.

53. To acquire and work mines, plantations, forests, lands, licenses, leases and other rights and privileges.

54. To carry on business as manufacturers, importers and exporters and exporters of and dealers in machinery articles and goods of all classes and kinds whatsoever including electrical and engineering materials, goods, machinery and requisites and as Electrical, Mechanical and General Engineers and Contractors and as manufacturers and workers in materials of any nature and kind.

55. To erect, construct, enlarge, alter and maintain buildings and structures of every kind necessary or convenient for the Company's business.

56. To transact and carry on all kinds of agency business.

57. To borrow or raise money or to receive money on deposit at interest, or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock perpetual or otherwise including debenture or debenture-stock convertible into shares of this Company, or perpetual annuities, and in security of any such money so borrowed, raised, or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient; and to purchase, redeem, or payoff any such securities provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

58. To appropriate, use or layout land belonging to the Company for streets, parks, pleasure grounds, allotments, and other conveniences and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company thinks fit.
59. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of the dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus, or other payments, or by creating and from time to time subscribing or contributing to Provident, or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

D. Wherever required, to replace the reference to various sections of the Companies Act, 1956 with the reference to the corresponding sections of the Companies Act, 2013, in Part B of the Objects Clause of the Memorandum of Association of the Company and make changes, wherever required.

E. The existing Part C titled 'OTHER OBJECTS' of the Objects Clause in the Memorandum of Association of the Company be deleted."

RESOLVED FURTHER that the Clause V, Capital Clause of the Memorandum of Association be and is hereby altered and substituted as under:

"Clause V"

"V. The Authorised Share Capital of the Company is Rs. 500,000,000/- (Rupees Fifty Crores Only) divided into 250,000,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each."

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions."

Resolution No. 4 - Approval of Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive Independent Director of the Company for a second term of five consecutive years from the 5th February, 2021 till 4th February, 2026

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and "Ministry of Corporate Affairs" MCA Circular No 14/2014 dated 9th June, 2014 read with Schedule IV to the act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof for the time being in force, based on the Performance Evaluation, Shri Satinder Kumar Lambah (DIN: 07425155), who was appointed as an Non-Executive Independent Director on the Board of the Company on 5th February, 2016 at the Thirty-First Annual General Meeting of the Company and who holds office up to 4th February, 2021 and is eligible for re-appointment for second term of five consecutive years and meets the criteria of independence as specified under the Act and Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director of the Company, to hold office for a second term of five consecutive years with effect from 5th February, 2021 to 4th February, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

Resolution No. 5 - Approval of Continuation / Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive-Independent Director being aged about 79

years, for second term of five consecutive years on the Board of the Company w.e.f 5th February, 2021 to 4th February, 2026

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(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment / continuation of Shri Satinder Kumar Lambah (DIN: 07425155) aged about 79 years, as severally authorized to do all such acts, deeds and things, to enter Non- Executive Independent Director of the Company for a second term of a period of 5 (Five) consecutive years from 5th February, 2021 to 4th February, 2026, be and is hereby approved."

Resolution No. 6 - Approval of Continuation of Smt. Sharda Relan (DIN: 00252181) being aged about 85 years as Non-Executive Director of the Company, with effect from 1 April, 2021

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(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Smt. Sharda Relan (DIN: 00252181) aged about 85 years Non- Executive Director of the Company liable to retire by rotation, as severally authorized to do all such acts, deeds and things, to enter Non- Executive Director of the Company with effect from 1 April, 2021, be and is hereby approved."

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

Place: Delhi
Date: 10.02.2021

Nitin Vishnoi
Executive Director &
Company Secretary

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, 12 February, 2021.

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. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories or in the Register of Beneficial Owners maintained by the Depositories, on 12 February, 2021, and who have registered their e-mail addresses with the Company or with the Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at https://www.shardamotor.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com.

5. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.

6. The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, 20 February, 2021 and will end at 5:00 p.m. (IST) on Monday, 22 March, 2021, when remote e-voting will be

blocked and voting shall not be allowed beyond said time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e. 12 February, 2021, may cast their vote 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. Once a Member casts the vote on the Resolution, he or she will not be allowed to change it subsequently. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

7. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 12 February, 2021, and who have registered their e-mail addresses with the Company or with the Depositories.

8. All the material documents including new set of Articles of Association & updated Memorandum of Association and other documents as referred to in the explanatory statement are available at the website of the Company under section "AGM/ EGM/ POSTAL BALLOT NOTICES" at the link: http://www.shardamotor.com/investor-relations/notices-results/ and shall also be available for inspection electronically until the last date of the voting to be casted through the e-voting process. Members seeking to inspect such documents can send an email to investorrelations@shardamotor.com.

9. The Scrutinizer shall submit his report to the Chairman / Co-chairperson of the Company post the completion of scrutiny, and the result of the voting through the e-voting process and shall be announced by the Chairman / Co-chairperson or any Director of the Company duly authorised, on or before Wednesday, 24 March, 2021 and shall also be displayed on the website of the Company (www.shardamotor.com), besides being communicated to the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges").

10. The Members who do not receive the Postal Ballot Notice 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 section "AGM/ EGM/ POSTAL BALLOT NOTICES" available at link: http://www.shardamotor.com/investor-relations/notices-results/

11. 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.

12. Procedure for registration / updating email addresses:

a) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to send the scanned copy of the following documents by email to the Company / Registrar and Share Transfer Agent, Alankit Assignments Limited ("RTA") at investorrelations@shardamotor.com / rta@alankit.com or lalitap@alankit.com:

(i) a signed request letter mentioning their name, folio no. and address;
(ii) self-attested copy of the PAN Card and
(iii) self-attested copy of Address proof (e.g. Aadhar Card, Driving License, Election Identity Card, Passport).

b) Members holding shares in dematerialized mode, who have not registered/updated their email addresses with the Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

13. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder, and Regulation 44 of the Listing Regulations as amended and the MCA Circulars, Company is pleased to provide facility of remote e-voting to all its members to enable them to cast their votes on all resolutions set forth in this notice electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing the facility to cast vote through remote e-voting to all its Members.

General information and instructions relating to 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)

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI / EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(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 is s ued by I ncom e 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.

(vi) 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.

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

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

(ix) 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.

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

(xi) 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.

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

(xiii) You can also take out print of the voting done by you by clicking on "Click here

to print" option on the Voting Page.

(xiv) 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.

(xv) 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.

(xvi) 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.
- Alternatively Non Individual shareholders are required 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; investorrelations@shardamotor.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- If you have any queries or issues regarding e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1: Adoption of a new set of Articles of Association of the Company

The Ministry of Corporate Affairs has as on date notified substantive sections of the Companies Act, 2013 ("Act") which deal with the general functioning of companies [barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247)]. The existing Articles of Association ("AOA") of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain reference to the sections of the Companies Act, 1956. Since almost all sections of the Companies Act, 2013 are in force now, the regulations in AOA must contain references to the sections of this Act wherever required. In addition, pursuant to the provisions of the Act, certain other alterations are required to be made in AOA. In view of this, it is proposed to wholly replace the existing AOA by a new set of AOA.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules 2014, the approval of the members may be taken through Postal Ballot instead of transacting such business at a general

meeting. Hence the approval of the members is being sought through Postal Ballot. The Board of Directors of the Company at its Meeting held on 10 February, 2021 has accorded its approval for adoption of a new set of regulations as AOA in substitution and to the entire exclusion, of the set of regulations contained in the existing AOA. Your Directors recommend the same for approval of the members to be passed as a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Resolution No.2: To consider and approve the proposal of Sub-Division / Split of Equity Shares of the Company

Owing to the Company's strong performance during the last decade, market price of its equity shares on the National Stock Exchange of India Limited and BSE Limited has increased significantly.

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small investors to invest in the Company, the Members are informed that it would be advantageous for the Company for sub-dividing / splitting the Face Value of the Equity Shares of the Company from Rs. 10/- each to Rs. 2/- each and consequent sub-division / split of Equity Shares, pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions.

The Board of Directors of the Company at its meeting held on 10 February, 2021 has considered and approved the aforesaid sub-division / splitting of equity shares subject to requisite approval of the shareholders and such other approvals as may be required, as it is in the best interest of the Company and the investors and therefore, it is proposed to sub-divide / split the equity shares of the company into smaller fractions. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the

proposed sub-division.

The sub-division of equity shares proposed under Resolution No. 2 of this Notice. Similarly on the adoption of new set of Articles of Association, Pursuant to Sections 5, 13, 14, 61 and other applicable provisions of the Act and the rules made thereunder, approval of the Members by way of Special Resolutions is also required for sub-division / split and carrying out any adoption of new set of Articles of Association and amendments in Memorandum of Association of the Company.

Upon sub-division, split of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of Rs. 10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

Accordingly, consent of the members is sought for passing a Ordinary Resolution as set out in Resolution No. 2 of the Notice of Postal Ballot. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Resolution No.2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Resolution No. 2 of the Notice for approval by the members.

RESOLUTION 3: Alteration of the Objects Clause and Capital Clause of the Memorandum of Association of the Company

The existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have

come into force with effect from 1 April, 2014, require stating the Objects Clause MOA in a different manner. In view of the said requirements, the Objects Clause are proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz. Part A - 'The Main Objects to be pursued by the Company on its incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'.

2. The existing Part A (Main Objects) of the Objects Clause is proposed to be altered by replacing the existing Clause III(A) with new Clause III(A) as mentioned in resolution no. 3.

3. The existing Part B of the Objects Clause of MOA is proposed to be retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013, wherever required and addition of certain clauses in furtherance to main object clause.

4. The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013.

5. The Capital clause shall be required to be alter after the share spit-up exercise.

The alteration of MOA requires the approval of the members of the Company by means of a Special Resolution pursuant to Section 13 of Companies Act, 2013.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, the approval of the members shall be taken through Postal Ballot in case of alteration of MOA of the Company. Hence the approval of the members is being sought through Postal Ballot with only remote e-voting.

Further the Board of Directors of the Company at its meeting held on 10 February, 2021 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the members to be passed as a Special Resolution. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Resolution No.3 of the Notice, except to the extent of their respective shareholding in the Company.

Resolution No. 4: Approval of Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive Independent Director of the Company for a second term of five consecutive years from the 5th February, 2021 till 4th February, 2026

In pursuant to the provision of Section 149, 150, 152 read with Schedule IV and other applicable provisions of Companies Act, 2013 read with "Ministry of Corporate Affairs" MCA Circular No 14/2014 dated 9th June, 2014 and SEBI Listing Regulations, states that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall also be eligible for reappointment for a second term of five consecutive years by passing of a special resolution by the company and disclosure of such appointment in the Board's Report.

Further in pursuant to Part D of Schedule II of SEBI (LODR) Regulations, 2015 and section 178 of the Companies Act, read with Nomination and Remuneration policy of the Company, the Nomination and Remuneration Committee shall recommend the Re-appointment of Directors to the Board, with justification.

The Board is hereby apprised that the Shareholders' of the Company at its Annual General Meeting held on 7th September, 2016 has considered and approved the appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive Independent Director of the Company for a period of five consecutive years i.e. from 5th February, 2016 to 4th February, 2021.

Since Shri Satinder Kumar Lambah will complete his term as a Non-Executive Independent Director on the Board of the Company on 4th February, 2021 and in light of the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with "Ministry of Corporate Affairs" MCA Circular No 14/2014, dated 9th June, 2014, SEBI Listing Regulations and other applicable provisions, if any, Shri Satinder Kumar Lambah is eligible for re-appointment for second term of 5 (five) consecutive years i.e. from 5th February, 2021 to 4th February, 2026, subject to the approval of Shareholders of the Company (to be obtained way of a Special Resolution).

In view of the above and based on their Report of Performance Evaluation of Shri Satinder Kumar Lambah and on the recommendation of Nomination and Remuneration Committee (considering his background, experience and contribution made to the Company) vide. circular resolution dated 11 January, 2021, the Directors of the Company vide. circular resolution passed

on 16 January, 2021 has approved the Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive Independent Director of the Company for a period of five consecutive years i.e. from 5 February, 2021 to 4 February, 2026 and subject to the approval of Shareholders of the Company by way of passing of Special Resolution.

Further the Company has also received the declarations from Shri Satinder Kumar Lambah showing his willingness from being re-appointed and has also confirmed that he is eligible / not disqualified and is not debarred from holding the office of director by virtue of any SEBI order or the order of any statutory authority from being re-appointed as Non-Executive Independent Director on the Board of the Company. Also that he meets the criteria of Independence as specified in the Companies Act 2013 (read with rules made thereunder) and as per Listing Regulations. The Brief profile of Shri Satinder Kumar Lambah (DIN: 07425155) is enclosed for your reference.

The Brief Profile including Experience & other Details are as:

Sh. Satinder Kumar Lambah (DIN: 07425155), aged about 79 years did his Master of Arts (History) from St. Stephens College, University of Delhi in 1964.

Sh. Satinder K Lambah started his career with Indian Foreign Service in year 1964. He worked at several positions / designations as provided by Embassy of India located in several countries. His specialization includes dealing with India's neighbors and Economic Diplomacy. He was also involved in the opening of the Indian Embassy in Bangladesh after liberation and has a long experience in dealing with Pakistan and Afghanistan.

Sh. Satinder K Lambah also served as Ambassador of India to Hungary, Germany, Russia and High Commissioner of India to Pakistan. He has also been Consul General in San Francisco.

In addition to the above, Sh. Satinder K Lambah worked as Deputy Secretary General of the 7th Non-Aligned Summit held in Delhi and later Coordinator of the Commonwealth Heads of Governments meeting in India (1983). Sh. Satinder K Lambah has been involved in many successful economic ventures. For instance, the breakthrough in export of Tobacco, and sale of Indian Scooters took place when he was head of the commercial section in the Embassy of India in Italy. The first Export of an Indian Car (Maruti Car) and Iron ore Pellets took place when he

was Ambassador in Hungry. In 2015 he was awarded the Urja Sangam Award by the Government of India "for his outstanding contribution to Indian Oil & Gas industry".

He has received awards from the Governments of Germany and Russia as well as University of Berkeley, California.

After retirement from the Indian Foreign Service he has been Special Envoy to the Prime Minister of India from 2005 - 2014 (Rank of Minister of State from 2010 onwards), Co-Chairman of the Task Force on National Security, President of Association of Indian Diplomats, Convener of the National Security Advisory Board (NSAB), President of the Federation of Indo-German Societies in India and Special Envoy of the Government of India for Afghanistan (led the Indian delegation to the Bonn Conference on Afghanistan). He also chaired a Committee on the Re-organization of Ministry of External Affairs and Indian Missions abroad.

He is currently a trustee of Ananta Aspen. Earlier he was its Chairman for two terms (2015-2019).

Shri Satinder Kumar Lambah is Member / Chairperson of Nomination & Remuneration Committee and Stakeholders Relationship Committee and also a member of Audit Committee and Corporate Social Responsibility Committee. Therefore, through his Vast experience as provided above the Company will be benefited immensely through his association. The Board recommends the Resolutions as set forth in the Notice as Resolution No. 4 (being Special Business), be passed as Special Resolution for the consideration and approval of the shareholders.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives: Except Shri Satinder Kumar Lambah 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.

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Resolution No. 4

Particulars	Description
Name	Satinder Kumar Lambah
Age	16th July, 1941 (79 years)
DIN	07425155
Qualification	He holds a degree in Master of Arts (History)
Experience & other details	• He has an overall experience of approx. 53 years • Other Details are mention in Brief profile above
Nature of his Expertise	Specialization in Economic Diplomacy
Date of First Appointment on the Board of the Company	5th February, 2016
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Remuneration received from the Company in the F.Y. 2019-20.	Sitting fees : Rs. 3,60,000/-
Number of meetings of the Board held and attended during the financial year	Board Meeting held: 6 Board Meeting attended: 4
Directorships held in other companies in India	None
Chairman/ Member of Committee of the Board of other public companies in which he was Director	None

Resolution No. 5: Approval of Continuation / Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive-Independent Director being aged about 79 years, for second term of five consecutive years on the Board of the Company w.e.f 5th February, 2021 to 4th February, 2026

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

Accordingly, Under Regulation 17 - Board of Directors, sub-regulation (1A) was inserted newly as (with effect from 1 April, 2019):

"*No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a Special Resolution is*

passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person"

Sh. Satinder Kumar Lambah, Non-Executive Independent Director, aged more than 75 years and hence the continuation / Re-appointment of Shri Satinder Kumar Lambah (DIN: 07425155) as Non-Executive Independent Director being aged about 79 years, for second term of five consecutive years on the Board of the Company (proposed before the shareholders of the Company) w.e.f 5 February, 2021 to 4 February, 2026, requires the approval of members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

He was appointed as an Independent Director on the Board of Company from 5 February, 2016 for a period of 5 years and holds the office as Director till 4 February, 2021. His active involvement and participation in the as Member in the Meetings of the Board and Audit Committee, Corporate Social Responsibility Committee and as Member/ Chairperson of Stakeholder's Relationship Committee & Nominations and Remuneration Committee has helped the Company to ensure the effective compliance.

His status as member of the Board, Audit Committee, Corporate Social Responsibility Committee and Chairman of Stakeholder's Relationship Committee & Nominations and Remuneration Committee has been instrumental for effective communication to the Board of Directors in the decisions of the Company and through his diversified experience as provided above the Company will be benefited immensely through his association, his extensive experience and expertise accumulated during his career will enable him to provide a wide range of advice on the Company's business management and appropriate oversight of implementation of strategy.

Therefore in view of the above it is felt desirable for the Company to re-appoint / continue him as Director in view of Regulation 17(1A) of the SEBI Listing Regulations with his existing Designation. The brief profile of Shri Satinder Kumar Lambah is provided in the above Resolution No. 4.

Therefore, through his Vast experience as provided above the Company will be benefited immensely through his association.

The Board recommends this resolution as set forth in the Notice as Resolution No. 5 (being Special Business), be passed as Special Resolution for consideration and approval of the shareholders.

Further, Sh. Satinder Kumar Lambah has confirmed that he is not debarred from holding the office of Director by the virtue of any order passed by SEBI or any other authority. Shri Satinder Kumar Lambah does not holds any shares as on date.

Concern or interest, financial or otherwise of Directors and Key

Managerial Personnel and their relatives:

None of the (i) Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested, financial or otherwise in the said resolution except Sh. Satinder Kumar Lambah.

Resolution No. 6: Approval of Continuation of Smt. Sharda Relan (DIN: 00252181) being aged about 85 years as Non-Executive Director of the Company, with effect from 1 April, 2021

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

Accordingly, Under Regulation 17 - Board of Directors, sub-regulation (1A) was inserted newly as (with effect from 1 April, 2019):

"*No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person*"

Smt. Sharda Relan (DIN: 00252181) was appointed as Whole-Time Director on the Board of the Company w.e.f 10 August, 2016 to 9 August, 2021 for a tenure of 5 consecutive years. Smt. Sharda Relan, Whole-Time Director of the Company vide letter dated February 9, 2021 has informed her willingness to step down from the office of the Whole-Time Director of the Company with effect from April 1, 2021, due to personal reason and wish to continue as a Non-Executive Director of the Company. Further being as a Non-Executive Director & Co-

Chairperson of the Company, she is eligible to retire by rotation on the Board and with payment of sitting Fees.

Therefore, in view of the above and on the recommendation of Nomination and Remuneration Committee (considering his background, experience and contribution made to the Company), the Directors of the Company at its Meeting held on 10 February, 2021 has approved the continuation of Smt. Sharda Relan (DIN: 00252181) as Non-Executive Director & Co-Chairperson of the Company with effect from 1 April, 2021, subject to the approval of Shareholders of the Company.

Accordingly, for continuation of Smt. Sharda Relan as a Non-Executive Director (aged about 85 years) on the Board of the Company requires the approval of shareholders by way of a Special Resolution, in pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. Considering the varied experience and deep understanding of business of the Company, it is proposed before the Members of the Company to approve the continuation of Smt. Sharda Relan (DIN: 00252181), aged about 85 years, as Non-Executive Director & Co-Chairperson of the Company with effect from 1 April, 2021. The brief profile and other details of Smt. Sharda Relan are enclosed.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS AND 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

S. No.	Particulars	Details
1	Name	Sharda Relan
2	Age / Date of Birth	85 years / 11 August, 1935
3	Qualification	Graduate
	Nationality	Indian
4	Experience, Expertise & other details	She has an overall experience of 33 years in the field of Business Management and other details are mention in brief profile in the Explanatory Statement of this Notice
5	Brief Profile	She holds Bachelors Degree in Arts and has an

		overall experience of 33 years in the field of Business Management. She has been taking effectively participating in the Decisions activities of the Company and her engagement with Stakeholders since inception of the Company gives her rich experience, expertise to the Company.
6	Nature of Expertise in Functional Area	Business Management
7	Remuneration received from the Company in the financial year 2019-20	Remuneration : Rs. 3.86 Crores
8	Shareholding	Nil
9	Date of First Appointment	29 January, 1986
10	Relationship with other Directors/Key Managerial Personnel	Yes, Mother of Shri Ajay Relan (Managing Director)
11	Number of Meetings of the Board attended during the year 2019-20.	Attended all the Board Meetings held during the Year
12	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Directorship: 3 Companies: • Sharda Motor Industries Limited (SMIL) • Relan Industrial Finance Limited • Sharda Auto Solutions Private Limited 2. Chairmanship of Committee(s) • SMIL - Corporate Social Responsibility Committee (CSR) 3. Committee Membership: 3 Companies: • SMIL-Stakeholders Relationship Committee • SMIL-Audit Committee • SMIL- CSR

Further, Smt. Sharda Relan has confirmed that she is eligible/ not debarred or disqualified from holding the office of Director by the virtue of any order passed by SEBI or any other authority. Smt. Sharda Relan does not holds any shares as on date.

The Board recommends (being Special Business) the Special Resolution as set out in this Resolution No. 6 of the Notice for approval by the Members.

None of the directors and key managerial personnel and their relatives is interested in the above said resolution, except Smt. Sharda Relan, herself and Shri Ajay Relan, being Relative.

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

Place: Delhi
Date: 10.02.2021

Nitin Vishnoi
Executive Director &
Company Secretary

Annexure - II

शारदा मोटर इण्डस्ट्रीज लिमिटेड

[CIN: L74899DL1986PLC023202]

पंजी. कार्या.: डी-188, ओखला औद्योगिक क्षेत्र, फेज-I, नई दिल्ली-110020

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एतद्द्वारा सूचित किया जाता है कि कम्पनी अधिनियम, 2013 (''अधिनियम'') की धारा 110 और अन्य लागू प्रावधान, यदि कोई हो के साथ पठित कम्पनी (प्रबंधन एवं प्रशासन) नियम, 2014 (''नियम'') के साथ पठित कॉर्पोरेट कार्य मंत्रालय (''एमसीए'') द्वारा जारी किये गये सामान्य परिपत्र सं. 14/2020 दिनांक 8 अप्रैल, 2020, सामान्य परिपत्र सं. 17/2020 दिनांक 13 अप्रैल, 2020, सामान्य परिपत्र सं. 22/2020 दिनांक 15 जून, 2020, सामान्य परिपत्र सं. 33/2020 दिनांक 28 सितम्बर, 2020 और सामान्य परिपत्र सं. 39/2020 दिनांक 31 दिसम्बर, 2020 (''एमसीए परिपत्र'') और भारतीय प्रतिभूति एवं विनिमय बोर्ड (''सेबी'') द्वारा जारी परिपत्रों/अधिसूचनाओं (वर्तमान में उस पर लागू सभी संशोधन या पुनः अधिनियमन सहित, समय-समय पर यथासंशोधित और सेबी एवं एमसीए द्वारा जारी किये गये अन्य लागू नियम एवं विनियम, यदि कोई हो, तथा ऐसे अन्य लागू विनियम, परिपत्र या अधिसूचनाएं के अनुपालन में केवल इलेक्ट्रॉनिक माध्यम द्वारा वोटिंग (''रिमोट ई-वोटिंग'') के माध्यम से डाक मतपत्र द्वारा शारदा मोटर इंडस्ट्रीज लिमिटेड (''कम्पनी'') के शेयरधारकों के अनुमोदन के लिए प्रस्तावित विशेष व्यवसाय के प्रस्ताव पर डाक मतपत्र के माध्यम से वोट दिया जाएगा।

1. एमसीए एवं सेबी के कथित परिपत्रों के अनुसरण में, व्याख्यात्मक विवरण तथा उस पर संलग्न अन्य दस्तावेजे के साथ डाक मतपत्र सूचना केवल उन सदस्यों को ई-मेल द्वारा भेजी जाएगी जिनके ई-मेल पते कम्पनी या डिपॉजिटरी प्रतिभागी के पास पंजीकृत हैं। कथित व्याख्यात्मक विवरण के साथ कथित डाक मतपत्र सूचना कम्पनी की वेबसाइट www.shardamotor.com और स्टॉक एक्सचेंजे की वेबसाइट यथा बीएसई लिमिटेड एवं नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड क्रमश: www.bseindia.com एवं www.nseindia.com पर भी उपलब्ध होगी। कथित दस्तावेज सेन्ट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड की वेबसाइट www.evotingindia.com पर भी उपलब्ध होंगे।

2. कम्पनी अपने सभी सदस्योंे जिनका नाम कट ऑफ तिथि अर्थात् 12 फरवरी, 2021 को दर्ज है, उनको डाक मतपत्र की सूचना में निर्धारित सभी प्रस्तावों पर अपना वोट रिमोट ई-वोटिंग सुविधा (''रिमोट ई-वोटिंग'') के माध्यम से वोट देने की सुविधा उपलब्ध करा रही है। रिमोट ई-वोटिंग अवधि शनिवार, 20 फरवरी, 2021 को प्रात: 9.00 बजे प्रारंभ होगी और सोमवार, 22 मार्च, 2021 को सायं 5.00 बजे समाप्त होगी।

3. रिमोट ई-वोटिंग की विस्तृत प्रक्रिया डाक मतपत्र सूचना में संलग्न नोट्स में दी गई है। रिमोट ई-वोटिंग/ई-वोटिंग के माध्यम से वोट देने हेतु लागइन क्रेडेंशियल्स सदस्यों को ई-मेल के माध्यम से उपलब्ध कराए जाएंगे। सदस्यगण जो ई-मेल प्राप्त नहीं करते है या जिनके ई-मेल पते कम्पनी/डिपॉजिटरी प्रतिभागी के पास पंजीकृत नही है, वे एजीएम की सूचना में दिये गये नोट्स में दिये गये निर्देशे का पालन करके लॉगइन क्रेडेंशियल्स जेनरेट कर सकते है। इसके अलावा कम्पनी ने सभी सदस्यों को सेन्ट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड (''सीडीएसएल'') द्वारा उपलब्ध कराई गई ई-वोटिंग सुविधा के माध्यम से अपना वोट इलेक्ट्रॉनिकली देने की भी सुविधा उपलब्ध कराई है।

4. ई-मेल पता पंजीकरण एवं अपडेट करने की प्रक्रिया:

क) भौतिक प्रारूप में शेयर धारण करने वाले सदस्यगण जिन्होंने अपना ई-मेल पता कम्पनी के पास पंजीकृत/अपडेट नही कराया है, उनके अनुरोध है कि वे निम्नलिखित दस्तावेजे को स्कैन की गई प्रति कम्पनी/रजिस्ट्रार एंड श्रेयर ट्रांसफर एजेंट, अलंकित एसाइनमेंट्स लिमिटेड (''आरटीए'') को ई-मेल investorrelations@shardamotor.com/rta@alankit.com या lalitap@alankit.com पर भेजे:

(i) अपना नाम, फोलियो नं. एवं पता वर्णित करते हुए अनुरोध पत्र

(ii) पैन कार्ड की स्व-सत्यापित प्रति और

(iii) पते का प्रमाण (अर्थात् आधार कार्ड, ड्राइविंग लाइसेंस, वोटर पहचान पत्र, पासपोर्ट) की स्व-सत्यापित प्रति

ख) डिमेटिरियलाइज्ड प्रारूप में शेयर धारण करने वाले सदस्यगण जिन्होंने अपना ई-मेल पता डिपॉजिटरी प्रतिभागियो के पास पंजीकृत/अपडेट नही कराया है, उनके अनुरोध है कि वे अपने डिपॉजिटरी प्रतिभागी के पास अपना ई-मेल पता पंजीकृत/अपडेट करएं।

5. सदस्यों से अनुरोध है रिमोट ई-वोटिंग के माध्यम से वोट देने के निर्देश सहित डाक मतपत्र सूचना में निर्धारित सभी नोट्स को भली-भांति पढ़ लें। इस संबंध में किसी भी प्रकार की सहायता के लिए कृपया कम्पनी/आरटीए/सीडीएसएल को उनके ई-मेल क्रमश: investorrelations@shardamotor.com /rta@alankit.com या lalitap@alankit.com/helpdesk.evoting@cdslindia.com पर सम्पर्क करें।

कृते शारदा मोटर इण्डस्ट्रीज लिमिटेड
हस्ता./-
दिनांक: 16 फरवरी, 2021 नितिन विश्नोई
स्थान: नई दिल्ली कार्यपालक निदेशक एवं कम्पनी सचिव

वीर अर्जुन, नई दिल्ली, 17 फरवरी, 2021

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 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"), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated 31 December, 2020 issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars") and Circulars / Notifications issued by Securities & Exchange Board of India ("SEBI") (including any statutory modification(s) or re- enactment(s) thereof for the time being in force, and as amended from time to time and other applicable laws and regulations, if any) and such other applicable Regulation(s), circular(s) or Notification(s) as issued by MCA and SEBI, that the resolutions to be provided in the Postal Ballot Notice, being Special Business is proposed for the approval of shareholder(s) of Sharda Motor Industries Limited ('the Company') through postal ballot through voting by electronic means only ("remote e-voting").

1. In accordance with the said circulars of MCA and SEBI, the Postal Ballot Notice along with its explanatory statement and other documents shall be annexed therewith and be sent only by email to all those Members, whose email addresses are registered with the Company or the Depository Participants. The said Postal Ballot Notice along with its explanatory statement shall also be available on the website of the Company at www.shardamotor.com and also on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The said document shall also be available on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

2. The Company is providing remote e-voting facility ('remote e-voting') to all its Members to cast their votes on all the Resolutions set out in the Postal Ballot Notice who stood as on the cut-off date i.e., 12 February, 2021. The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, 20 February, 2021 and will end at5:00 p.m. (IST)on Monday, 22 March, 2021.

3. The detailed Procedure for remote e-voting has been provided in the Notes section of Postal Ballot Notice, which shall be sent to you shortly. 'The login credentials for casting votes through remote e-voting/e-voting shall be made available to the Members through email. Members who do not receive email or whose email addresses are not registered with the Company/Depository Participant(s) may generate login credentials by following instructions given in the Notes to PostalBallot Notice. Further, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by Central Depository Services (India) Limited ("CDSL").

4. Manner of registering updating email addresses:

(a) Members holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to send the scanned copy of the following:- documents by email to the Company / Registrar and Share Transfer Agent, Alankit Assignments Limited ("RTA") at **investorrelations@shardamotor.com / rta@alankit.com** or **lalitap@alankit.com**

(i) a signed request letter mentioning their name, folio no. and address;

(ii) self-attested copy of the PAN Card and

(iii) self-attested copy of Address proof (e.g. Aadhar Card, Driving License, Election Identity Card, Passport).

(b) Members holding shares in dematerialized mode, who have not registered/updated their email addresses with the Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

5. Members are requested to carefully read all the Notes set out in the Postal Ballot Notice including instructions for casting the vote through remote e-voting. For any assistance in this regard, please contact Company / RTA /CDSL at **investorrelations@shardamotor.com / rta@alankit.com** or **lalitap@alankit.com / helpdesk. Evoting@cdslindia.com,** respectively.

For Sharda Motor Industries Limited
Sd/-
Date: 16th February 2021 **Nitin Vishnoi**
Place: New Delhi **Executive Director & Company Secretary**

WEDNESDAY, FEBRUARY 17, 2021

FINANCIAL EXPRESS