

JAYA YADAV & ASSOCIATES
LGF 152P, Sector 38, Gurugram-122002, Haryana
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356
Peer Review No. 1539/2021

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SHARDA MOTOR
INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

I, **Jaya Yadav, Company Secretary in Practice (Membership No.- ICSI F-10822 and COP No. 12070), C/o Jaya Yadav & Associates** have examined*:

- all the documents and records made available to me and explanation provided by Sharda Motor Industries Limited (CIN: L74899DL1986PLC023202) having its registered office at D-188, Okhla Industrial Area Phase-1, New Delhi -110020 ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

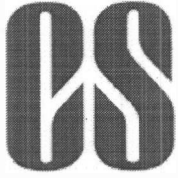
*for the year ended March 31, 2022 i.e. from April 01, 2021 to March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



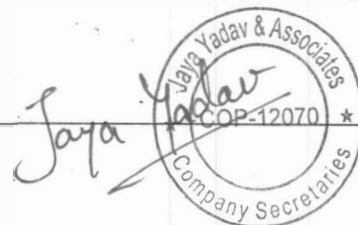


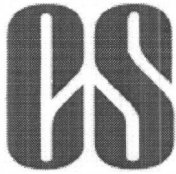
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018; (Not applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the listed entity during the Review Period)
- h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period)
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
- j) Circulars/ guidelines issued thereunder – List Of applicable circular(s)/ guidelines are Annexed as Annexure-I to this report.

Only regulations, circulars and guidelines applicable to the listed company for the review period (April 01, 2021 to March 31, 2022) have been included in this report.

And based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:





S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

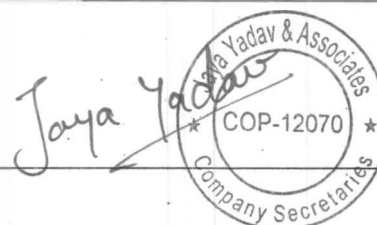
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

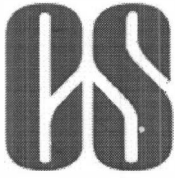
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NA	NA	NA	NA	NA

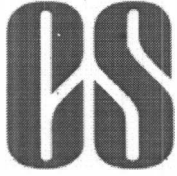
(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the
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				actions taken by the listed entity
1	Regulation 17 (1) (a) of SEBI (LODR) Regulations, 2015	Appointment of one independent woman director on the Board of the Company w.e.f. April 1, 2020 was delayed till June 29, 2020. Consequently, the Company received letters from National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) ("Stock Exchanges") imposing a penalty of Rs.5.25 Lacs each on account of the failure of the Company to comply with the aforesaid appointment.	The Company made several represent ations for Waiver of Penalty to National Stock Exchange of India Limited (NSE) & BSE Limited ("Stock Exchanges") explaining bona-fide reasons for such delay. NSE and BSE their	As NSE and BSE vide their letters dated April 13, 2021 and July 05, 2021 respectively waived off the penalty imposed on the Company, the Company is not required to take any further action in this regard and the matter stand closed.

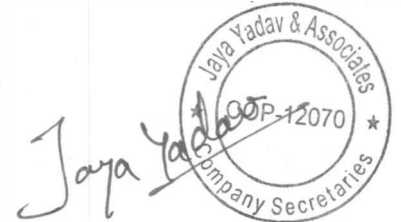


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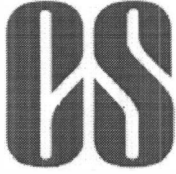
			vide its letters dated April 13, 2021 and July 05, 2021 respectivel y waived off the penalty imposed on the Company.	
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Place: Gurugram

Date: 05Th May, 2022



Signature:
Jaya Yadav
Practicing Company Secretary
Membership No. - F10822
Certificate of Practice No. - 12070
UDIN: F010822D000272908



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ANNEXURE-I

Various SEBI Circulars/ Guidelines applicable on Sharda Motor Industries
Limited for the year ended 31st March, 2022

S. No.	Circular (s)/ Guideline (s)/ Notification (s)	Compliance Status	Remarks
1	Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination	Complied	
2	Clarifications with respect to Circular dated November 03, 2021, on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination	Complied	
3	Extension to SEBI Circular on "Relaxation in adherence to prescribed timelines issued by SEBI due to Covid 19" dated April 13, 2020	Complied	
4	Automation of disclosure requirements under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- System Driven Disclosures -Ease of doing business	Complied	

Jaya Yadav

Jaya Yadav & Associates
Company Secretaries
09/03/2020