



# Sharda Motor Industries Ltd.

**SMIL: BSE/NSE: 24-25/1705**

**17<sup>th</sup> May, 2024**

**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, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex, Mumbai - 400 051  
**(Symbol - SHARDAMOTR) (Series - EQ)**

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024**  
**Ref: Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2024.

This is for your kind information and record please.

Thanking You

Yours' Faithfully

For **Sharda Motor Industries Limited**

**Iti Goyal**

**Asst. Company Secretary  
& Compliance Officer**

**Encl. as above**



## **Annual Secretarial Compliance Report of Sharda Motor Industries Limited**

**for the financial year ended March 31, 2024**

*(pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)*

I Jaya Yadav, Company Secretary in Practice (Membership No. F10822 and COP No. 12070), C/o Jaya Yadav & Associates, have examined:

- a) all the documents and records made available to us, 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”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2024**, i.e., from April 01, 2023 to March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) 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: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the review period**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the review period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the review period**



- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

- B. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
None						

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by Practicing Company Secretary
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None



<b>2. <u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Listed Entity.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	Yes	None
<b>3. <u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed Entity is maintaining a functional website.</li><li>Timely dissemination of the documents/ information under a separate section on the website.</li><li>Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li></ul>	Yes	None
<b>4. <u>Disqualification of Director:</u></b> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
<b>5. <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <ul style="list-style-type: none"><li>Identification of material subsidiary companies</li><li>Disclosure requirement of material as well as other subsidiaries</li></ul>	Yes	The Listed Entity does not have any material subsidiary and the Listed Entity has complied with the requirements with respect to disclosures.
<b>6. <u>Preservation of Documents:</u></b> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	None
<b>7. <u>Performance Evaluation:</u></b> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during</p>	Yes	None



	the financial year as prescribed in SEBI Regulations.		
<b>8.</b>	<p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>The Listed Entity has obtained prior approval of Audit Committee for all related party transactions; or</li> <li>The Listed Entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</li> </ul>	Yes	None
<b>9.</b>	<p><b><u>Disclosure of events or information:</u></b></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
<b>10.</b>	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The Listed Entity is in compliance with the Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
<b>11.</b>	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	None
<b>12.</b>	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>There was no event with respect to the compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019.</p>



<b>13. No Additional Non-compliances, if any:</b>		
No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

**Assumptions & Limitation of scope and Review:**

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Jaya Yadav & Associates  
Company Secretaries**

**JAYA** Digitally signed  
by JAYA YADAV  
Date: 2024.05.15  
**YADAV** 16:01:17 +05'30'

Jaya Yadav  
Practicing Company Secretary  
Mem. No.: F10822

C.P. No.: 12070

**UDIN: F010822F000376651**

**Date:** 15.05.2024

**Place:** Gurugram