



Sharda Motor Industries Ltd.

SMIL: LISTING: 25-26/2508/01

August 25, 2025

BSE Limited (BSE)

Department of Corporate Services
Pheroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited (NSE)

Exchange Plaza,
5th Floor Plot No. C/1, G Block
Bandra - Kurla Complex, Mumbai - 400 051

(SCRIP CODE - 535602)

(Symbol - SHARDAMOTR) (Series - EQ)

Sub: Intimation of Notice of 40th Annual General Meeting, & Book Closure

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

In pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any amendment thereof ("Listing Regulations"), please find enclosed herewith a copy of the notice of the 40th Annual General Meeting ("AGM") along with notice of Book Closure is attached.

The 40th AGM of the Members of Sharda Motor Industries Limited ("the Company") is scheduled to be held on Thursday, September 18, 2025 at 12:00 Noon (IST), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the business set as out in the Notice of the AGM.

The AGM Notice is available on the website of the Company at link https://www.shardamotor.com/wp-content/uploads/2025/08/Sharda-Motor-AR_2024_25.pdf and are also available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively and on the website of Central Depository Services (India) Limited ("CDSL") i.e. <https://www.evotingindia.com/noticeResults.jsp>

Pursuant to relevant provision of Companies Act, 2013 read with rules made thereunder and applicable provisions of Listing Regulations, the Company is providing facility to its members to attend the 40th AGM through VC/ OVAM and to exercise their right to vote in respect of the business to be transacted at the 40th AGM by electronic means (remote e-voting / e-voting at the AGM). The details related to Book closure, cut off for E-voting, commencement and end dates of E-voting are enclosed as:

Regd. Office : D-188, Okhla Industrial Area, Phase-I, New Delhi - 110 020 (INDIA)

Tel.: 91-11-47334100, Fax : 91-11-26811676

E-mail : smil@shardamotor.com, Website : www.shardamotor.com

CIN NO-L74899DL1986PLC023202



Sharda Motor Industries Ltd.

Events	Date	Time
Date of 40 th AGM	Thursday, September 18, 2025	12:00 Noon (IST)
Mode	Video Conference ("VC") and Other Audio Visual Means ("OAVM")	Not Applicable
Cut-off date for determining the eligibility for casting the votes through e-voting	Friday, September 12, 2025	Not Applicable
Commencement of e-voting period	Monday, September 15, 2025	09:00 A.M. (IST)
End of e-voting period	Wednesday, September 17, 2025	05:00 P.M. (IST)
Book Closure date for the purpose of AGM & Declaration of Final Dividend for the Financial Year 2024-25	From Thursday, September 11, 2025 to Thursday September 18, 2025 (both days inclusive)	Not Applicable

The detailed procedure for attending the 40th AGM through VC / OVAM and exercising the right to vote in respect of the business to be transacted at the 40th AGM by electronic means (remote e-voting / e-voting at the AGM) are provided in the Notice of 40th AGM.

This is for your information and record.

Thanking you,

Yours faithfully,

For Sharda Motor Industries Limited

Iti Goyal

Asst. Company Secretary &

Compliance Officer

Encl. as above

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NOTICE

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 the 40th Annual General Meeting (AGM) of the members of Sharda Motor Industries Limited ("the company") will be held on Thursday, September 18, 2025 at 12:00 Noon (IST), through Video Conferencing (VC) / Other Audio-Visual Means (OVAM) to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt:

- a) the audited standalone financial statements of the company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the company for the financial year ended March 31, 2025 and the report of Auditors thereon.

in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

- a) "RESOLVED THAT the audited standalone financial statements of the company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- b) "RESOLVED THAT the audited consolidated financial statements of the company for the financial year ended March 31, 2025, along with the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare the final dividend for the financial year 2024-25.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), a final dividend of Rs. 32.50 per equity share of the face value of Rs. 2 each i.e. 1625 % (percent) on the paid-up share capital, be and is hereby declared for the financial year 2024-25."

3. To re-appoint Shri Nitin Vishnoi (DIN: 08538925), Director, who retires by rotation, being eligible and offers himself for re-appointment as Director of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Nitin Vishnoi (DIN: 08538925) Director, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To appoint M/s. VKC & Associates, Company Secretaries, (Unique Code P2018DE077000) as secretarial auditors of the company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the company, consent of the members be and is hereby accorded for appointment of M/s VKC & Associates, company Secretaries, Peer Reviewed Firm (bearing Unique Identification No. P2018DE077000) as Secretarial Auditors of the company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the company from time to time.

RESOLVED FURTHER THAT the Audit Committee/Board of Directors of the company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment.”

5. To ratify the remuneration to be paid to M/s Gurdeep Singh & Associates, cost auditors of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other permissions as may be necessary and on the recommendation of the Audit Committee of the company, the members of the company do hereby ratify the remuneration of Rs. 100,000/- (Rupees one lakh only) excluding applicable taxes and other out-of-pocket expenses payable to Gurdeep Singh & Associates, Cost Auditors, appointed by the Board of Directors of the company to conduct the audit of cost records of the specified products for the Financial Year 2025-26.

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 authorised by the Board in this regard], be and is hereby authorised to undertake and 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.”

6. Payment of commission to the non-executive directors 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 in partial modification of the special resolution dated June 25, 2025, passed by the members through postal ballot, pursuant to the provisions of Sections 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification, amendment, clarification, substitution or re-enactment thereof for the time being in force) and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration committee and the Board of Directors, approval of the member be and is hereby accorded for payment of commission to all or some or any of the Non-Executive Director(s) of the company (other than the Managing Director or Whole-Time Directors of the company) in the manner as may be determined by the Board of Directors based on the recommendation of Nomination and Remuneration Committee from time to time and that the total amount of such commission shall not exceed one percent of the net profits

of the company, calculated in accordance with the provisions of Section 198 of the Act, and such payments shall be made in respect of the profits of the company for a period of 5 years from April 01, 2025.

RESOLVED FURTHER THAT the remaining terms and conditions of the special resolution dated June 25, 2025, passed by the members through postal ballot shall remain unchanged.

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

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

Nitin Vishnoi

Executive Director & Company Secretary

DIN: 08538925

M. No.: F3632

Date : August 8, 2025

Place : New Delhi

Notes:

1. MCA has vide its General Circulars No. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 20/2020 dated May 5, 2020, (iv) 10/2022 dated December 28, 2022, (v) 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard the latest being (vi) 09/2024 dated September 19, 2024 (“MCA Circulars”) and SEBI vide its circulars No. (i) SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, (ii) SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, (iii) SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, (iv) SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 13, 2023, (v) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and (vi) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circulars”) permitted the holding of the Annual General Meeting through VC/ OAVM, without the physical presence of a Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act) the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circulars, the 40th AGM of the company is being held through VC/OAVM on Thursday, September 18, 2025, at 12:00 Noon IST. The deemed venue for the AGM will be the Registered Office of the company.
2. **SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS & SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS AT A COMMON VENUE HAS BEEN DISPENSED WITH, ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS UNDER SECTION 105 OF THE COMPANIES ACT, 2013 AND SS II, WILL NOT BE AVAILABLE FOR THE 40th AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. An explanatory statement pursuant to Section 102 of the Act, in respect of the Special Business set out in the Notice, is annexed hereto. Additional information as required under Secretarial Standard-II and Regulation 36(3) of Listing Regulations pertaining to the Directors proposed to be appointed/ re-appointed at this AGM is annexed forming part of this notice.
4. Institutional Investors, who are Members of the company, are encouraged to attend and vote at the 40th AGM through VC/ OAVM facility.
5. Institutional/Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified true copy of the Board Resolution to the Scrutinizer by e-mail at vk.c.pcs@gmail.com with a copy marked to company at investorrelations@shardamotor.com and Voting Agency (CDSL) at helpdesk.evoting@cdslindia.com or upload on the VC portal.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the company/RTA/DP. Additionally, in accordance with the regulation 36(1)(b) of the Listing Regulations, the company is also sending a letter to member whose email IDs are not registered with company RTA/DP providing the web link of the company's website for accessing the annual report for the FY 2024-25. Members who intend to receive physical copy of Annual Report may send E-mail to investorrelations@shardamotor.com. The Notice convening the 40th AGM along with the Annual Report for the financial year 2024-25 has been uploaded on the website of the company at www.shardamotor.com under the 'Investor Relations' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice alongwith the Annual Report for the financial year 2024-25 is also available on the website of CDSL at www.evotingindia.com.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at-least 1,000 Members on a first come first served basis as per the MCA Circulars but this will not include large Shareholders (Shareholders holding 2 Percent or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
9. Members may note that pursuant to MCA Circulars, the company has enabled a process for the limited purpose for registration of email addresses for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. Eligible Members, holding shares as on cut-off date may temporarily update their email address by sending the request at e-mail Id of the company at investorrelations@shardamotor.com latest by September 10, 2025 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2024-25 and the procedure for remote e-voting along with the login ID and password for remote e-voting.
10. The Members can post their questions/queries on financial statements or any agenda item proposed in the notice of AGM by giving due intimation to the company at least 10 days prior to the meeting at investorrelations@shardamotor.com, or to the Registrar & Share Transfer Agent at rta@alankit.com.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, (i.e. Thursday, September 18, 2025). Members seeking to inspect such documents can send an email to investorrelations@shardamotor.com.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the company's website <https://www.shardamotor.com/investor-relations/investor-forms/> and on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the company or the company's RTA, for assistance in this regard.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.shardamotor.com/investor-relations/investor-forms/> and website of the Registrar and Transfer Agent ('RTA'). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the company's RTA in case the shares are held by them in physical form, quoting their folio number.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc.
 - a) For shares held in electronic form: to their DPs. Changes intimated to the DP will then be automatically reflected in the company's records.
 - b) Shares held in physical form: to the Registrar at lalitap@alankit.com or rta@alankit.com.
16. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email IDs with the Registrar and Share Transfer Agent of the company and Members holding shares in DEMAT mode are requested to register their email IDs with their respective DPs in case the same is still not registered.
17. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the company or Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
18. The Register of Members and the Share Transfer Books of the company will remain closed from Thursday, September 11, 2025 to Thursday September 18, 2025 (both days inclusive).
19. The company has fixed Friday, June 13, 2025 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM. Payment of dividend shall be made ONLY through electronic mode to those Shareholders who have updated their bank account details.
20. Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated, with effect from April 01, 2024, dividend to security holders holding shares in physical mode shall be paid only through Electronic Mode. Relevant FAQs have been published by SEBI in this regard. The FAQs and the above mentioned SEBI Master Circular and SEBI Circular are available on SEBI's website and on the website of the company at <https://www.shardamotor.com/investor-relations/investor-forms/>

Procedure to update bank account details

- i. Shares held in physical form: Members are requested to send the following documents to the company's RTA, viz. Alankit Assignments Limited, at Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi-110055.

- Form No. ISR-1 duly filled and signed by the holders, stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received: (i) Name of Bank and Bank Branch; (ii) Bank Account Number; (iii) 11-digit IFSC Code; and (iv) 9-digit MICR Code.
 - Form No ISR -2 duly filled and signed by the holders along with the copy of cancelled cheque in original, bearing the name of the Member or first holder (in case shares are held jointly).
 - Self-attested copy of the PAN Card; and
 - Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the company. The PAN Card shall be linked to the Aadhar Card.
- ii. Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depository Participants to the company will be considered for remittance of dividend as per the applicable regulations of the Depository Participants and the company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Further details in this regard are available on the company’s website <https://www.shardamotor.com/investor-relations/investor-online-dispute-resolution/>
22. Tax Deductible at Source: As per the Income-tax Act, 1961 (the Act), as amended by the Finance Act, 2020, dividends paid or distributed by companies after April 1, 2020, shall be taxable in the hands of the Shareholders. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The company is therefore required to deduct tax at source (“TDS”) at the time of making the payment of final dividend.

To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below mentioned paragraphs, in accordance with the provisions of the IT Act.

I. For Resident Shareholders

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / invalid PAN/ PAN not linked with Aadhar/ not registered their valid PAN details in their account or classified as specified person in the income-tax portal, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

a. Resident Individuals

No tax shall be deducted on the dividend payable to resident individuals if:

- i. Total dividend amount to be received by them during the Financial Year (financial year) 2025-26 does not exceed Rs. 10,000/-; or
- ii. The shareholder provides Form 15G (applicable to individual) / Form 15H (applicable to an Individual above the age of 60 years).
- iii. The shareholder provides Exemption certificate issued by the Income-tax Department, if any.

b. Resident Non-Individuals

No tax shall be deducted on the dividend payable to resident non-individuals where they provide details regarding their exemptions under income tax Act and relevant documents supporting their exemption and registration certificates u/s 10(23D), or u/s 10(44) or u/s 10 (23D) along with registration certificates of SEBI with self-attested copy of PAN CARD.

- c. In case, shareholders (both individuals or non-individuals) provide certificate for lower/ NIL deduction under Section 197 of the Act, rate specified in the said certificate shall be considered, on submission of self-attested copy to the company.

II. For Non-resident Shareholders

a. As per Domestic Tax Law

Taxes are required to be withheld in accordance with the provisions of Section 195 of the Act as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

b. As per Double Tax Avoidance Agreement (DTAA)

As per Section 90 of the Act, the non-resident shareholder has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e., to avail DTAA benefit read with Multi-Lateral Instrument (MLI), the non-resident shareholders are required to submit the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (valid for the year 2025 or Financial Year April 1, 2025 to March 31, 2026) obtained from the tax authorities of the country of which the shareholder is a resident.
- iii. Shareholders who have PAN and propose to claim treaty benefit need to mandatorily provide Form 10F online filed at Income Tax Portal for the Financial Year 2025-26 to avail the benefit of DTAA.
- iv. Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement. (for the year 2025 or Financial year April 1, 2025 to March 31, 2026).
- v. A NO PE Certificate/Declaration for the Financial Year 2025-26
- vi. In case of Foreign Institutional Investors (**FII**)/ Foreign Portfolio Investors (**FPI**), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or at the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), copy of SEBI registration certificate is also required to be submitted.

- vii. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness of documents and satisfactory review by the company of the same submitted by the non-resident shareholder.

To enable us to determine appropriate TDS rate the aforementioned documents are required to be send to the company via. e-mail to at investorrelations@shardamotor.com on or before Friday, September 05, 2025. No communication would be accepted from members thereafter regarding tax-withholding matters. Shareholders may write to investorrelations@shardamotor.com for any clarifications on this subject.

TDS certificates in respect of tax deducted, if any, can be subsequently asked via e-mail at investorrelations@shardamotor.com. Shareholders can also check their tax credit in Form 26AS from the e-filing account at [https:// www.incometax.gov.in/iec/foportal](https://www.incometax.gov.in/iec/foportal) or “View Your Tax Credit” on [https:// www.tdscpc.gov.in](https://www.tdscpc.gov.in).

23. Members of the company are informed that pursuant to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, the amount of dividend which remains unclaimed/unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education & Protection Fund (“IEPF”) constituted by the Central Government and thereafter, no claims shall lie against the company. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and its applicable rules, therefore, it is advised to claim the same from the company. The due dates of transfer of the following dividends to IEPF are as under:

Financial year ended	Date of declaration of dividend	Proposed due date for transfer to IEPF
31.03.2018	27.09.2018	25.10.2025
31.03.2021	27.08.2021	25.09.2028
31.03.2022	20.09.2022	18.10.2029
31.03.2023	26.09.2023	24.10.2030
31.03.2024	26.09.2024	24.10.2031

The company has already transferred all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more along with the unpaid or unclaimed dividend for that period to the Investor Education & Protection Fund. Members who have so far not claimed their shares/dividends for the said period may claim their dividend and shares from the Investor Education & Protection Fund by submitting an application in the prescribed form.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in.

24. 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, the company is pleased to provide the 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. Remote e-voting is optional. 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 votes through remote e-voting as well as e-voting during the AGM to all its Members.
25. VOTING PROCESS AND INSTRUCTION REGARDING REMOTE E-VOTING:
- a) The remote e-voting period will commence on Monday, September 15, 2025 and ends on Wednesday, September 17, 2025. During this period, members of the company holding shares either in physical form or in dematerialized form, as on Cut-Off date i.e. Friday, September 12, 2025, (the “Cut-Off Date”) may cast their vote electronically, and the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently.

- b) Only those shareholders of the company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, September 12, 2025), shall be entitled to cast their vote either through remote e-voting or through voting at AGM through VC/OAVM, as the case may be. Any person who is not a member as of the cut-off date should treat this Notice for information purposes only.
- c) The facility for voting during the AGM shall also be made available. Members present in the AGM through VC and who have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting facility provided at the AGM.
- d) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated December 9, 2021, under Regulation 44 of Listing Regulations and in order to increase the efficiency of the voting process, all the Demat account holders have been enabled for e-voting by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the Evoting Service Providers thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.
- e) Shri Vineet K Chaudhary, Managing Partner (Membership No. FCS 5327) and failing of him Shri Mohit K Dixit, Partner, (Membership No. FCS 12361), of M/s. VKC & Associates, New Delhi, Practicing company Secretaries, having consented to act as a scrutinizer, have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- A. THE LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30

B. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SHARES IN DEMAT FORM & MEMBERS HOLDING IN PHYSICAL MODE:

- (i) The shareholders should log on to the e-voting.
- (ii) Click on Shareholders.
- (iii) Now Enter our User ID (For CDSL:16 digits beneficiary ID, For NSDL:8 Character DPID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the company.
- (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 earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:
- (vii) For Members holding shares in Demat Form other than Individual & Physical Form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the company/depository participant are requested to use the sequence number sent by company/RTA or contact company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on the “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in Demat form will now reach the ‘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 the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO” for voting. Select the option YES or NO as desired. Option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting done by you by clicking on the “Click here to print” option on the Voting page.
- (xvii) 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 and enter the details as prompted by the system.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

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 linked in the login 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 the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and 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.

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

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company/RTA email id. at investorrelations@shardamotor.com or rta@alankit.com / lalitap@alankit.com

- i. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- ii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or 022-23058542/43.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. The procedure for attending meetings & e-voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
- b. The link for VC/OAVM to attend the meeting will be available where the EVSN of the company will be displayed after a successful login as per the instructions mentioned above for e-voting.
- c. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for a better experience.
- d. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- e. Further shareholders will be required to allow the camera and use the Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at investorrelations@shardamotor.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Ten days prior to the meeting mentioning their name, Demat account number/folio number, email id, and mobile number at investorrelations@shardamotor.com. These queries will be replied to by the company suitably by email.

- g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

27. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- i. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

28. The results of the voting on resolutions shall be declared by the Chairperson or any other person authorised by him/her in writing after the AGM within the prescribed time limits. The results declared along with the Scrutinizer’s Report shall be placed on the company’s website i.e. www.shardamotor.com and will also be available on the website of CDSL i.e. www.cdslindia.com and will be communicated to the stock exchanges, where the shares of the company are listed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex Secretarial Audit Report issued by a Practising Company Secretary to their Board’s report prepared under Section 134(3) of the Act.

SEBI vide its notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“the Listing Regulations”). The Amended Listing Regulations read with the SEBI circular no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 (“the Circular”) have inter-alia prescribed the term of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders’ approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved and recommended to the members of the Company, the appointment of M/s VKC & Associates, Peer Reviewed Firm of Company Secretaries in Practice (UIN P2018DE077000) as Secretarial Auditors for a term of 5 (Five) consecutive years, commencing from the Financial Year 2025-26 till the Financial Year 2029-30.

Brief Profile of M/s. VKC & Associates

M/s. VKC & Associates (“VKC” or “Firm”) is a reputed firm and has been actively and closely associated with the formation, functioning, and management of several prominent corporate entities in India, while rendering professional services in the fields of corporate law compliance and management. VKC is equipped competent team of well qualified and experienced professionals possessing deep domain expertise and experience in areas such as Company and Securities Law, Due Diligence, mergers & Acquisitions, FEMA, Corporate Governance and many more secretarial and advisory related aspects to Companies including body corporates.

The firm have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the ICSI. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated December 31, 2024.

No Orders have been initiated or passed against the VKC or the Partners of the firm ICSI/SEBI/MCA/or any other competent authority / Court, both in India or outside India, during the preceding five (5) years.

Additionally, VKC has not rendered any prohibited services either directly or indirectly to the Company, its holding company, subsidiaries, or any of its associate companies, thereby ensuring independence and adherence to ethical standards in line with the provisions of Section 204 of the Companies Act, 2013 and the rules framed thereunder.

On the recommendation of the Audit Committee and the Board of Directors, the proposed remuneration payable to the Secretarial Auditors for the Financial Year 2025-26 is Rs.3,00,000/- per annum excluding applicable taxes and other out-of-pocket expenses. Based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, the Audit Committee and the Board is of the view that the proposed fees is reasonable and in line with the industry benchmarks, considering the size and scale of the Company. The remuneration payable to the secretarial auditors for the remaining tenure of the

proposed re-appointment shall be mutually agreed between the Board of Directors (including any Committee thereof) and the Secretarial Auditors, from time to time.

The Board recommends the Ordinary Resolution as set out in the Notice at Item no. 4 for the approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

On the recommendation of the Audit Committee, the Board of Directors of the company at its meeting held on August 8, 2025 has considered and approved the Appointment and Remuneration of M/s Gurdeep Singh & Associates, as cost auditors of the company to conduct the audit of Cost Records of the specified products at a remuneration of Rs. 1,00,000/- (Rupees one lakh) plus applicable Tax as applicable and other out-of-pocket expenses for the financial year 2025-26. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the financial year 2025-26 by way of an ordinary resolution is being sought from the members as set out at item no.5 of the Notice.

The Board recommends the Ordinary Resolution as set out in the Notice at Item no. 5 for the approval of the members.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

The shareholders of the company vide their resolution dated June 25, 2025 passed by postal ballot had approved the, remuneration by way of commission to the Non-Executive Directors of the company.

In view of enhanced governance and shareholder's interest, the company is approaching shareholders again to limit the tenure of such payment for a period of 5 years commencing from April 01, 2025.

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

The Board recommends the Special Resolution as set out in the Notice at item no. 6 for the approval of the members.

Non-Executive Directors of the company may deem to be interested in the resolution. Except them, None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Disclosure relating to Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2)

Name of the Director	Shri Nitin Vishnoi
Director Identification Number	08538925
Date of Birth	January 18, 1970
Age	55 Years
Date of Appointment	September 03, 2019
Qualification	B. Com (Hons.) & Fellow Member of Institute of Company Secretaries of India
Profile of the Director, Experience & Expertise in specific functional area	He is a fellow member of Institute of Company Secretaries of India and also holds a Bachelor's degree in Commerce with Honours. He has an overall work experience of more than 34 Years and expertise in the field of Corporate Restructuring, Compliance Management and Corporate Governance. He is also heading the Corporate Secretarial Department of company and has substantially contributed to various other operational areas like finance, accounts, taxation, various financial tools and other financial projects including the successful implementation of the Microsoft NAV (ERP) in the company.
Terms & Conditions of appointment	The terms and conditions of his appointment shall remain the same/unaltered, as approved by shareholders in their Meeting (i.e., item 4 of the 39 th Annual General Meeting) held on September 26, 2024.
Remuneration received from the company in the financial year 2024-25	Rs. 139.36 Lakhs
Shareholding in the company including shareholding as beneficial owner	Nil
Relationship with other Directors and KMPs of the company	None
Name of listed entities from which the person has resigned in the past three years	None
No. of meetings of Board attended during the year	5/5
List of Public Companies in which outside directorship held	None
Chairman/ Member of the Committees of Board of Directors of Indian Companies	None