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

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), including General Circular No. 03/2025 dated September 22, 2025 (collectively, "MCA Circulars"), as amended from time to time, that the approval of the Members of Sharda Motor Industries Limited ("Company") is sought for the Special Resolution set out below through postal ballot by voting through electronic means only ("remote e-voting").

Special Business

1. **Appointment of Shri P. Kaniappan (DIN: 02696192) as a Non-Executive Independent Director of the Company for a term of three consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17(1C) and 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in its meeting held on November 12, 2026, consent of the Members be and is hereby accorded to the appointment of Shri P. Kaniappan (DIN: 02696192), who was appointed by the Board of Directors as an Additional Director in the capacity of a Non-Executive Independent Director with effect from November 12, 2026, pursuant to Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, and who has furnished his consent to act as a Director and a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive Independent Director of the Company for a term of three consecutive years commencing from November 12, 2026 to November 11, 2029 (both days inclusive), whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly authorised Committee thereof) be and is hereby authorised to do all such acts, deeds, matters

and things, execute all necessary documents and make all necessary filings as may be required to give effect to this resolution."

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

Nitin Vishnoi
Executive Director & Company Secretary
M. No F3632
DIN: 08538925

Place: New Delhi
Date: November 12, 2026

Notes:

1) The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules, setting out the material facts concerning the Special Resolution and the reasons therefor, is annexed to and forms part of this Notice. The particulars of the proposed appointee are set out in Annexure-A

2) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or the list of beneficial owners furnished by the Depositories as on Friday, 13 November, 2026 ("Cut-off Date") and whose e-mail addresses are registered. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3) This Notice and its annexures are available on the Company's website, www.shardamotor.com, the websites of BSE, www.bseindia.com, and NSE, www.nseindia.com, and the e-voting website, www.evotingindia.com. Members may download the Notice from these websites.

4) Voting rights shall be reckoned in proportion to the paid-up equity share capital held by Members as on the Cut-off Date. Only a person whose name is recorded as a member or beneficial owner as on that date is entitled to vote. A person who is not a member as on that date should treat this Notice for information only.

5) The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for providing remote e-voting facility to all its members. The remote e-voting period commences from 9:00 a.m. IST on Friday, November 20, 2026, and ends at 5:00 p.m. IST on Saturday, December 19, 2026. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within the prescribed time.

6) The Board of Directors of the Company at its meeting held on November 12, 2026, has appointed CS Vineet K Chaudhary, Practising Company Secretary (FCS No. 5327) or failing him CS Mohit K. Dixit, Practising Company Secretary (FCS No. 12361) as the Scrutinizer Pursuant to Rule 22(5) of the Rules, to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated

their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

7) The Scrutiniser will submit his report to the Executive Chairperson of the Company or any person authorised by him. The results shall be declared within the prescribed period and the same along with the scrutinizers report, will be placed on the Company's website, www.shardamotor.com and the CDSL e-voting website, www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

8) Documents referred to in this Notice and the Explanatory Statement, including the draft letter of appointment setting out the terms and conditions, shall be available for inspection electronically, without fee, during the remote e-voting period. Members may send requests to investorrelations@shardamotor.com from their registered e-mail addresses, mentioning their name, folio number or DP ID and Client ID. Inspection shall also be available at the registered office during business hours on working days, as applicable.

9) In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is providing remote e-voting to enable eligible Members to vote electronically on the Special Resolution set out in this Notice.

10) The Special Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting, namely Saturday, 19 December, 2026.

11) In accordance with MCA circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members holding shares in dematerialised mode, who have not registered / updated their e-mail address with their Depository Participant(s), are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts and members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.shardamotor.com) duly filled and signed along with requisite supporting documents to Alankit Assignments Limited, RTA of the company.

12) Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.

13) Corporate and institutional Members may vote through their duly authorised representatives pursuant to Sections 112 and 113 of the Act. A certified copy of the Board resolution or other valid authority, together with the attested specimen signature of the authorised signatory, should be uploaded through the e-voting facility or sent to

vkc.pcs@gmail.com with a copy to investorrelations@shardamotor.com and helpdesk.evoting@cdslindia.com.

14) The particulars of the proposed appointee required under Regulation 36(3) of the Listing Regulations and SS-2 are provided in Annexure-A.

15) **PROCEDURE FOR E-VOTING:**

a) The Company is providing e-voting facility to its members through CDSL to exercise their right to vote on the proposed resolutions by electronic means.

b) **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	**9:00 a.m. (IST) on Friday, 20 November, 2026**
End of e-voting:	**5:00 p.m. (IST) on Saturday, 19 December, 2026**

CDSL shall disable voting after the closing date and time. A vote once confirmed cannot be changed or cast again.

c) As per the SEBI Master Circular, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members should ensure that their mobile numbers and e-mail addresses are updated in their demat accounts. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given hereunder.

d) The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

1. **<u>Voting process and instruction regarding remote e-voting</u>:**

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

The login methods for individual Members holding securities in dematerialised form with CDSL/NSDL are given below. Members may use the current authentication and password-recovery options displayed by their Depository or DP.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	CDSL Easi/Easiest users may sign in through www.cdslindia.com and select the e-voting facility for the eligible company. If not registered, use the registration option on that site. Members may also use the direct e-voting access and authentication options made available by CDSL using their demat account details and registered mobile/e-mail. Select Sharda Motor Industries Limited and the applicable event to reach the e-voting service provider.

Type of shareholders	Login Method
	Follow the on-screen instructions to cast and confirm the vote.
Individual Shareholders holding securities in demat mode with NSDL Depository	NSDL IDeAS users may log in at https://eservices.nsdl.com, select the e-voting service and then the relevant company/event. Unregistered users may use the registration option provided there. Members may alternatively access https://www.evoting.nsdl.com and use the shareholder login/authentication options displayed by NSDL. After successful authentication, select Sharda Motor Industries Limited and the e-voting service provider to cast the vote.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	Members may log in through the demat account facility of their Depository Participant, where e-voting access is provided. Select e-voting, authenticate through the Depository, and choose Sharda Motor Industries Limited or the relevant e-voting service provider. Then follow the on-screen voting instructions.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	For CDSL login/e-voting issues, write to helpdesk.evoting@cdslindia.com or use the current contact details at www.evotingindia.com/ContactUs.jsp.
Individual Shareholders holding securities in Demat mode with NSDL	For NSDL login issues, use the helpdesk/contact options published at www.evoting.nsdl.com.

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

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

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

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(v) Select the EVSN for Sharda Motor Industries Limited:

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4) The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
5) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6) Non-individual Members using the individual shareholder login route should also send the relevant Board resolution or authority letter and attested specimen signature to vkc.pcs@gmail.com with a copy to investorrelations@shardamotor.com, unless the authority has been uploaded in the CDSL system for the Scrutinizer's verification.

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

(i) Physical shareholders: send the folio number, name and the documents prescribed by the Company/RTA for e-mail/mobile registration to investorrelations@shardamotor.com or the RTA.

(ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

(iii) Individual demat shareholders must keep their e-mail address and mobile number updated with their DP to use the Depository-based e-voting facility.

For questions or grievances concerning the CDSL e-voting facility, write to helpdesk.evoting@cdslindia.com or use the current contact details published at www.evotingindia.com/ContactUs.jsp.

Members may also write to investorrelations@shardamotor.com for assistance concerning this Notice. Please quote the folio number or DP ID and Client ID. Any grievance requiring the Scrutinizer's attention may be sent to vkc.pcs@gmail.com.

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

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Rules)

Item No. 1: Appointment of Shri P. Kaniappan (DIN: 02696192) as a Non-Executive Independent Director of the Company for a term of three consecutive years

Based on the recommendation of the Nomination and Remuneration Committee (NRC) after taking into account his skills, background, experience, integrity, knowledge, the Board of Directors ("the Board") has appointed Shri P. Kaniappan (DIN: 02696192) as additional and also as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from November 12, 2026, subject to the approval of the shareholders by way of special resolution.

As per provisions of Regulation 17(1C) of the Listing Regulations approval of the shareholders has to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act, proposing the candidature of Shri P. Kaniappan for the office of Director of the Company. The Company has received consent, declaration of independence and other statutory disclosures under the Act and Listing Regulations from Shri Kaniappan for his appointment as an Independent Director of the Company.

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

Shri P. Kaniappan is an automotive-sector professional with over 40 years of experience in manufacturing, operations and business management in the automotive sector. He previously led the Indian commercial-vehicle control-systems business of ZF Commercial Vehicle Control Systems India Limited (formerly known as WABCO INDIA Limited).

He holds a bachelor's degree in Mechanical Engineering from National Institute of Technology Karnataka, Surathkal, and a master's degree in Manufacturing Systems Engineering from the University of Warwick, United Kingdom. He also holds an Executive MBA from Great Lakes Institute of Management, Chennai, and has completed the Advanced Management Program at Wharton, University of Pennsylvania, USA.

His career has included responsibility for brakes operations and foundry management within the Sundaram-Clayton/TVS businesses, followed by senior leadership at ZF Commercial Vehicle Control Systems India Limited (formerly known as WABCO INDIA Limited). These roles provide experience relevant to manufacturing strategy, operational performance and quality oversight.

Considering his extensive experience in the automotive sector, technical qualifications, manufacturing and operational expertise and senior leadership exposure, the Board is of the view that his appointment would bring valuable industry knowledge, strategic insight and an independent perspective to the Board's deliberations. His experience and expertise are expected to contribute to the Company's strategic direction, governance and oversight.

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

Shri P. Kaniappan is proposed to be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from November 12, 2026 up to November 11, 2029 (both days inclusive).

He shall be entitled to sitting fees for attending meetings of the Board and its Committees, as applicable, and reimbursement of expenses incurred for participation in such meetings. In addition, performance incentive / commission, if any, may be paid to Shri P. Kaniappan in accordance with the remuneration framework already approved by the Members of the Company vide their resolution passed in Annual General Meeting held on September 18, 2025.

Further, information as required under Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure-A of this Notice.

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

Except Shri P. Kaniappan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the resolution as set out in this Notice.

SHARDA MOTOR INDUSTRIES LIMITED

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

Annexure-A

Details of the Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and SS-2

Particulars	Description
Name of Director	Shri P. Kaniappan
Director Identification Number	02696192
Date of birth and age	March 12, 1960; 66 years as at November 12, 2026
Nationality	Indian
Date of first appointment on the Board	November 12, 2026
Qualifications	Bachelor's degree in Mechanical Engineering; Master's degree in Manufacturing Systems Engineering; Executive MBA; Advanced Management Program at Wharton.
Experience and brief profile	given in explanatory statement
Skills and capabilities required and suitability	given in explanatory statement
Terms and conditions of appointment	Term of three consecutive years, November 12, 2026 to November 11, 2029 (both days inclusive), as a Non-Executive Independent Director, not liable to retire by rotation;
Shareholding in the Company	Nil
Relationship with Directors, Manager and Key Managerial Personnel	Not Applicable
Remuneration last drawn from the Company	Not applicable
Remuneration sought to be paid	given in explanatory statement
Other directorships and listed-entity committee memberships	-
Listed entities from which resigned during the past three years	ZF Commercial Vehicle Control Systems India Limited - July 1, 2025 Sundram Clayton Limited– October 13, 2026
Board meetings held and attended during the year	Not applicable
Independent Directors' Databank	Lifetime registration and exemption from the online proficiency self-assessment test