

Notice of 40th Annual General Meeting

NOTICE is hereby given that the 40th Annual General Meeting of Sidh Automobiles Limited will be held on Monday, 01st September, 2025, at 12.00 PM (IST) at the registered Office of the Company to transact the following businesses:

ORDINARY BUSINESS(ES):

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2025, and the reports of the Board of Directors and Auditor thereon**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

- 2. To re-appoint Mr Anil Sharma (DIN: 02928210) as a director liable to retire by rotation**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provision(s) of applicable law(s), and the Articles of Association, and upon recommendation of the Board of Directors, **Mr Anil Sharma (DIN: 02928210)**, Managing Director and Chairperson, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation.”

- 3. To appoint M/S. B. M. Gattani & Co., Chartered Accountants (FRN: 113536W) as Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on [August 07, 2025, M/s. B. M. Gattani & Co., Chartered Accountants \(FRN: 113536W\)](#), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sumit Ranka & Associates, Chartered Accountants (FRN: 147837W).

RESOLVED FURTHER THAT [August 07, 2025, M/s. B. M. Gattani & Co., Chartered Accountants \(FRN: 113536W\)](#), be and are hereby appointed as the Statutory Auditors of the Company, they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the annual General Meeting for the [FY 2029-2030](#) on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

SPECIAL BUSINESS(ES):

- 4. Appointment of Mr. Nilesh Harkesh Yadav (DIN 10518738) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article Articles of Association of the Company, **Mr. Nilesh Harkesh Yadav (DIN 10518738)** who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from October 25, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company and to hold office for a term up to October 24, 2029 (five) consecutive years, not liable to retire by rotation.

5. Appointment of Mr. Jubin Premji Gada (DIN: 10820579) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article Articles of Association of the Company, **Mr. Jubin Premji Gada (DIN: 10820579)** who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from October 25, 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company and to hold office for a term up to October 24, 2029 (five) consecutive years, not liable to retire by rotation.

6. To appoint the Secretarial Auditor of the Company

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provision(s) of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee and Board of Directors, **M/s Anuj Gupta & Associates**, Company Secretaries and is hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) years, commencing from the conclusion of 40th Annual General Meeting till the conclusion of 44th Annual General Meeting at such remuneration and on such terms and conditions as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, or expedient to give effect to the above resolution.”

7. To appoint Ms. Rinku Saini (DIN No: 11059678) as a Non-Executive Independent 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rinku Saini (DIN: 11059678), who was appointed as an Additional Non-Executive Independent

Director with effect from 07th August, 2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 07th August, 2025 and who shall not be liable to retire by rotation.

For Sidh Automobiles Limited

Date: Aug 07, 2025
Place: Delhi

Sd/-
Anil Sharma
Managing Director
DIN No: 02928210

NOTES

I. PROXY

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/herself, and the proxy need not be a member. A person can act as proxy on behalf of members up to and not exceeding fifty, and holding in the aggregate not more than ten per cent of the total share capital of the company. Further, a member holding more than ten per cent of the total share capital of the company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other person or member. The instrument appointing a proxy must be deposited at the registered office of the company not less than 48 hours before the time of commencement of the meeting. In this notice, the terms member(s) or shareholder(s) are used interchangeably. The proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.

II. INSPECTION OF DOCUMENTS

The Company has been maintaining, inter alia, the following statutory registers at its registered office at R-13, S/F, Greater Kailash-I, New Delhi-110048, which are open for inspection by the members in terms of the applicable provisions of the Act, from Monday to Friday from 10:00 a.m. to 12:30 p.m., except holidays:

- i. Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
- ii. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.

Relevant documents referred to in this Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10:00 a.m. to 12:30 p.m., except holidays, up to the date of the AGM.

III. GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES:

In terms of sections 101 and 136 of the Act, read together with the rules made thereunder and relevant provisions of the Listing Regulations, 2015, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, the board's report, etc., by electronic means. The Company is accordingly forwarding soft copies of the above-referred documents to all those members who have registered their e-mail addresses with their respective DPs or with the RTA of the Company, and for members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Annual Report for FY 2024-25 and the Notice, along with the proxy form and attendance slip, will also be available on the Company's website at https://sidhgroup.in/investor/annual_report/, website of the Stock Exchanges, i.e., BSE Ltd. at www.bseindia.com and on the website of the RTA Skyline Financial Services Private Limited at www.skylinerta.com

The Company has availed of the services offered by NSDL and CDSL to update the e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

Members attending the AGM in-person shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the

The company will be entitled to vote at the AGM.

Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed to attend the meeting. Proxies are requested to bring their identity proof to the meeting for the purpose of identification.

Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

The route map for the directions to the venue of the meeting is attached.

The members are requested to notify any change of address to

1. The depository participant, in respect of their electronic share account and
2. The Registrar and Share Transfer Agent, **M/s. Skyline Financial Services Private Limited**, having a Registered Office at **D-153/A, 1st Floor, Phase-1, Okhla Industrial Area, New Delhi- 110020**, in respect of their physical shares. Members are also requested to quote the ledger folio no or DP ID & Client ID in their correspondence.

IV. VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations and the aforementioned Circulars, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting. The facility of casting votes by a member using remote e-voting system, as well as voting on the date of the AGM, will be provided by NSDL.

2. The members, whose names appear in the Register of Members/ Beneficial Owners as of **Monday, Aug 25, 2025**, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as of the cut-off date should treat this Notice for informational purposes only.





3. The remote e-voting period begins on **Friday, Aug 29, 2025, at 9.00 am** and ends on Sunday, **Aug 31, 2025, at 5.00 pm**. The remote e-voting module will be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date for e-voting, i.e., **Monday, Aug 25, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

4. In addition, the facility for voting through an electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM; however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through the NSDL e-voting system at <https://www.evoting.nsdl.com>.

A. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on 'e-voting facility provided by listed companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and email id with their DPs in order to access the e-voting facility.

The login method for individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open a web browser by typing the following URL: https://eservices.nsdl.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 the 'IDeAS' section. 2. A new screen will open. 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 options available against Company name or e-voting service provider, i.e., Skyline and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' tab or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the 'Login' icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where you can see e-voting page. 3. Click on the options available against Company name or e-voting service provider, i.e., Skyline, and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period. <p>D. NSDL Speede: Shareholders/Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for a seamless voting experience.</p> <div data-bbox="560 1438 1201 1738"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
Type of shareholder	Login Method

Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: www.cdslindia.com and click on login icon and select New System Myeasi. 2. Shareholders can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links to ESPs. Click on Skyline to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail id as recorded in the demat account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-voting service provider, i.e., Skyline
Individual shareholders (holding securities in demat mode) logging through their depository participants	<p>Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</p> <ol style="list-style-type: none"> 2. 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. 3. Click on option available against Company name or e-voting service provider, i.e., Skyline and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode who need assistance for any technical issues related to login through the depository, i.e., NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000.	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact 1800 22 55 33.

B. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on the “Shareholders” module.
- 3) Now, enter your User ID
 - a. For CDSL: 16-digit 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 have 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 the 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 the Company/RTA or contact the 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 log in. 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.

- (vi) After entering these details appropriately, click on the “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be 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 to take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.
- (xvii) Additional Facility for Non – Non-Individual Shareholders and Custodians –For Remote Voting only.

- 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.
- 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sidhindia1985@gmail.com, 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.

1. 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 the Company/RTA email id.
2. For Demat shareholders -, Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon

Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

D. VOTING FACILITY AT AGM:

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, through an electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- ii. However, members who have voted through remote e-voting will be eligible to attend the AGM but shall not be entitled to cast their vote again.

E. GENERAL INSTRUCTIONS:

- i. **Mr. Anuj Gupta** (FCS 31025, COP: 13025), **H/o Anuj Gupta & Associates**, has been appointed as the Scrutinizer to conduct the remote e-voting process and voting at the venue of the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or in his absence Company Secretary of the Company, who shall countersign the same.
- iii. The Scrutinizer shall submit his report to the Chairman or, in his absence Company Secretary of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website https://sidhgroup.in/investor/annual_report/, website of the Stock Exchanges, i.e., BSE Ltd. at www.bseindia.com and on the website of the RTA Skyline Financial Services Private Limited at www.skylinerta.com. The resolutions shall be deemed to be passed at the AGM of the Company.

EXPLANATORY STATEMENT

Explanatory statement to the notice pursuant to the section 102(1) of the Companies Act, 2013

ITEM 04:

Appointment of Mr. Nilesh Harkesh Yadav (DIN 10518738) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on October 25, 2024, appointed **Mr. Nilesh Harkesh Yadav** as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from **October 25, 2024**, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of **Mr. Nilesh Harkesh Yadav** as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from **Mr. Nilesh Harkesh Yadav** confirming that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received the consent of **Mr. Nilesh Harkesh Yadav** to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, **Mr. Nilesh Harkesh Yadav** fulfils the conditions specified in the Companies Act, 2013, and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company, and he is independent of the management.

Considering the knowledge and experience of **Mr. Nilesh Harkesh Yadav**, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from **October 25, 2024**. A copy of the letter of appointment of **Mr. Nilesh Harkesh Yadav**, setting out the terms and conditions of appointment, is being made available for inspection by the members through electronic mode. Additional information in respect of **Mr. Nilesh Harkesh Yadav**, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is attached to the notice. Except for **Mr. Nilesh Harkesh Yadav**, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

ITEM 05:

Appointment of Mr. Jubin Premji Gada (DIN: 10820579) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on October 25, 2024, appointed **Mr. Jubin Premji Gada** as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from **October 25, 2024**, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of **Mr. Jubin Premji Gada** as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from **Mr. Jubin Premji Gada** confirming that he meets the criteria of independence under section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received the consent of **Mr. Jubin Premji Gada** to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, **Mr. Jubin Premji Gada** fulfils the conditions specified in the Companies Act, 2013, and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company, and he is independent of the management.

Considering the knowledge and experience of [Mr. Jubin Premji Gada](#), the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from [October 25, 2024](#). A copy of the letter of appointment of [Mr. Jubin Premji Gada](#), setting out the terms and conditions of appointment, is being made available for inspection by the members through electronic mode. Additional information in respect of [Mr. Jubin Premji Gada](#), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is attached to the notice. Except for [Mr. Jubin Premji Gada](#), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

ITEM 06:

To appoint the Secretarial Auditor of the Company

Pursuant to the amended provisions of regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12 December 2024 and provisions of section 204 of the Companies Act, 2013 ('the Act') and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on [May 08, 2025](#) have approved and recommended the appointment of [M/s Anuj Gupta & Associates](#), Peer Reviewed Firm of Company Secretaries in practice, as Secretarial Auditors of the Company for a period of one term of five (5) consecutive years, to hold office from the conclusion of this [40th](#) Annual General Meeting ('AGM') till the conclusion of [45th](#) AGM to be held in the year [2030](#) of the Company on following terms and conditions

a. Term of appointment: Up to Five (5) consecutive years from the conclusion of this AGM till the conclusion of the [45th](#) AGM.

b. Proposed fees: M/s Anuj Gupta & Associates shall be paid remuneration as per the Terms and Conditions mentioned in the Engagement Letter and shall be reimbursed other out-of-pocket expenses in connection with the secretarial audit for the Financial Year ending 31 March 2026 and for subsequent year(s) of their term, such fee as may be determined by the Board on the recommendation of Audit Committee. The proposed fees are based on knowledge, expertise, industry experience, time and effort required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board on the recommendation of the Audit Committee in consultation with the Secretarial Auditors.

c. Basis of recommendation: The recommendation are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI (LODR) Regulations with regard to the full-time partners, expertise, secretarial audit, experience of the firm, capability, independent assessment, and also based on the evaluation of the quality of audit work done by them in the past.

d. Brief profile: [M/s. Anuj Gupta & Associates](#) is a practising Company Secretaries firm with years of rich and diverse experience. [M/s. Anuj Gupta & Associates](#) has built a strong reputation for delivering comprehensive, solution-oriented services across a wide spectrum of practice areas.

[M/s. Anuj Gupta & Associates](#) have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI (LODR) Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

None of the directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM 06:

To appoint Ms. Rinku Saini (DIN No: 11059678) as a Non-Executive Independent Director of the Company

The Board of Directors appointed Ms. Rinku Saini as an Additional Non-Executive Independent Director of the Company with effect from 07th August 2025, pursuant to Section 161(1) of the Companies Act, 2013. Her appointment is subject to approval by the shareholders at the AGM. The Company has received a notice under Section 160 of the Act proposing her candidature. She meets the criteria of independence as per the Act and SEBI (LODR) Regulations.

The Board recommends the resolution for approval of members. Except Ms. Rinku Saini, none of the Directors or KMPs or their relatives is concerned or interested in this resolution.

ANNEXURE TO THE NOTICE

Brief resume and other information of the director seeking re-appointment at the **40th** Annual General Meeting ('AGM') pursuant to **regulation 36(3)** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), the Companies Act, 2013 ('the Act') and the **Secretarial Standard on General Meetings ('SS-2')**:

ITEM NO. 2

Mr Anil Sharma (DIN: 02928210)

As regards the re-appointment of **Mr. Anil Sharma**, referred to in the Notice, the following disclosures are made for the information of the members:

I. Brief Profile:

Chairman & Managing Director – Anil Sharma is a seasoned business leader with a distinguished career in corporate management and strategic leadership. He was appointed as Managing Director and Chairman on 27th May 2010, bringing with him a wealth of experience and a strong vision for sustainable growth and innovation.

Under his leadership, the organisation has witnessed significant progress in operational efficiency, market expansion, and stakeholder value. Mr. Sharma is known for his commitment to excellence, ethical governance, and fostering a culture of continuous improvement. His strategic insights and decisive leadership continue to steer the company towards long-term success.

II. Terms and Conditions of appointment/reappointment, along with the details of remuneration sought to be paid and the last remuneration drawn:

Re-appointment of Mr Anil Sharma (DIN: 02928210) as a director liable to retire by rotation

III. Age

53 Years (DOB: 02-01-1972)

IV. Date of first appointment on the Board:

May 27, 2010

V. Shareholding in the Company

NIL

VI. Relationship with other Directors, Manager, and other Key Managerial Personnel

NIL

VII. Other Directorships, Membership/ Chairmanship of Committees of other Board

S. No	Company	Designation	Category	Date of Appointment
1	TRINITY REALITY PRIVATE LIMITED	Additional Director	Promoter	04/11/2024
2	TRINITY BUILDCON LANDSPACE PRIVATE LIMITED	Director	Promoter	04/07/2024

3	OLIVE TREE REALTY PRIVATE LIMITED	Director	Promoter	25/06/2024
4	KINGSTONE INFRABUILD PRIVATE LIMITED	Director	Promoter	23/06/2024
5	TRINITY INFRATECH GLOBAL PRIVATE LIMITED	Director	Promoter	08/03/2024
6	PARCELA REAL ESTATE PRIVATE LIMITED	Director	Promoter	01/04/2022
7	FIDATOCITY HOMES PRIVATE LIMITED	Director	Promoter	21/10/2022
8	RMS CLUB AND RESORTS PRIVATE LIMITED	Director	Promoter	04/01/2021

ITEM NO 4

Mr. Nilesh Harkesh Yadav (DIN 10518738)

As regards the re-appointment of **Mr. Nilesh Harkesh Yadav**, referred to in the Notice, the following disclosures are made for the information of the members:

I. Brief Profile:

has accumulated over four years of extensive experience in the fields of Administration and Operations. His hands-on approach and in-depth knowledge make her a valuable asset in driving organizational success.

II. Terms and Conditions of appointment/reappointment, along with the details of remuneration sought to be paid and the last remuneration drawn:

Appointment of Mr. Nilesh Harkesh Yadav (DIN 10518738) as an Independent Director not liable to retire by rotation

III. Age

23 Years (DOB: 13-07-2002)

IV. Date of first appointment on the Board:

October 25, 2024

V. Shareholding in the Company

NIL

VI. Relationship with other Directors, Manager, and other Key Managerial Personnel

NIL

VII. Other Directorships, Membership/ Chairmanship of Committees of other Boards

S. No	Company	Designation	Category	Date of Appointment
1	RISHABH ENTERPRISES LTD	Additional Director	Independent	03/03/2025
2	TRUSTWAVE SECURITIES LIMITED	Director	Independent	26/02/2024

VIII. Skill Matrix of Independent Director

Area of Expertise / Core Skills	Description	Competency
Finance Accounting	Understanding of financial statements, & accounting standards, financial reporting, budgeting, audit functions, and internal controls.	Strong proficiency
Risk Management & Compliance	Knowledge of regulatory and legal requirements, risk identification, mitigation strategies, and governance frameworks.	Well-versed (advises corporates on regulatory compliance and risk frameworks)
Corporate Governance	Familiarity with governance practices, board responsibilities, stakeholder rights, and ethical business conduct.	Adept (Serves as ID on boards, with focus on governance best practices)
Strategic Planning	Experience in business strategy, long-term planning, performance evaluation, and operational oversight.	Adequate (Involved in business advisory roles and strategic financial planning)
Leadership & Decision Making	Demonstrated ability to guide and mentor management teams, contribute to decision-making and provide independent judgment.	Strong (Held leadership roles in professional capacity; brings sound independent perspective)
Technology & Digital Systems	Understanding of digital transformation, IT systems, fintech innovations, cybersecurity, and data protection.	Basic working knowledge (has exposure but not a core area)

ITEM NO 5

Mr. Jubin Premji Gada (DIN: 10820579)

As regards the re-appointment of **Mr. Jubin Premji Gada**, referred to in the Notice, the following disclosures are made for the information of the members:

I. Brief Profile:

He has accumulated over five years of experience in brand management, digital marketing, and strategic campaign development. Demonstrated expertise in executing high-impact marketing strategies across channels to drive brand awareness, customer engagement, and revenue growth.

II. Terms and Conditions of appointment/reappointment, along with the details of remuneration sought to be paid and the last remuneration drawn:

Appointment of Mr. Jubin Premji Gada as an Independent Director on the board, not liable to retire by rotation.

III. Age

36 Years (DOB: 27-05-1989)

IV. Date of first appointment on the Board:

October 25, 2024

V. Shareholding in the Company

NIL

VI. Relationship with other Directors, Manager, and other Key Managerial Personnel

NIL

VII. Other Directorships, Membership/ Chairmanship of Committees of other Boards

S. No	Company	Designation	Category	Date of Appointment
1	OMANSH ENTERPRISES LIMITED	Additional Director	Independent	13/11/2024

VIII. Skill Matrix of Independent Director

Area of Expertise / Core Skills	Description	Competency
Finance & Accounting	Understanding of financial statements, & accounting standards, financial reporting, budgeting, audit functions, and internal controls.	Strong proficiency
Risk Management & Compliance	Knowledge of regulatory and legal requirements, risk identification, mitigation strategies, and governance frameworks.	Well-versed (advises corporates on regulatory compliance and risk frameworks)
Corporate Governance	Familiarity with governance practices, board responsibilities, stakeholder rights, and ethical business conduct.	Adept (Serves as ID on boards, with focus on governance best practices)
Strategic Planning	Experience in business strategy, long-term planning, performance evaluation, and operational oversight.	Adequate (Involved in business advisory roles and strategic financial planning)
Leadership & Decision Making	Demonstrated ability to guide and mentor management teams, contribute to decision-making and provide independent judgment.	Strong (Held leadership roles in professional capacity; brings sound independent perspective)
Technology & Digital Systems	Understanding of digital transformation, IT systems, fintech innovations, cybersecurity, and data protection.	Basic working knowledge (has exposure but not a core area)

ITEM NO 7

Ms. Rinku Saini (DIN 11059678)

As regards the re-appointment of **Ms. Rinku Saini**, referred to in the Notice, the following disclosures are made for the information of the members:

I. Brief Profile:

Ms. Rinku Saini is an accomplished professional with a strong background in the Information Technology (IT) sector.

II. Terms and Conditions of appointment/reappointment, along with the details of remuneration sought to be paid and the last remuneration drawn:

Appointment of Ms. Rinku Saini (DIN 11059678) as an Independent Director not liable to retire by rotation

III. Age

47 Years (DOB: 21-06-1978)

IV. Date of first appointment on the Board:

August 07th, 2025

V. Shareholding in the Company

NIL

VI. Relationship with other Directors, Manager, and other Key Managerial Personnel

NIL

VII. Other Directorships, Membership/ Chairmanship of Committees of other Boards

S. No	Company	Designation	Category	Date of Appointment
1	JYOTIRGAMYA ENTERPRISES LIMITED	Additional Director	Independent	04/07/2025
2	KOME-ON COMMUNICATION LTD	Additional Director	Independent	10/06/2025

VIII. Skill Matrix of Independent Director

Area of Expertise / Core Skills	Description	Competency
Finance Accounting	Understanding of financial statements, & accounting standards, financial reporting, budgeting, audit functions, and internal controls.	Strong proficiency
Risk Management & Compliance	Knowledge of regulatory and legal requirements, risk identification, mitigation strategies, and governance frameworks.	Well-versed (advises corporates on regulatory compliance and risk frameworks)
Corporate Governance	Familiarity with governance practices, board responsibilities, stakeholder rights, and ethical business conduct.	Adept (Serves as ID on boards, with focus on governance best practices)
Strategic Planning	Experience in business strategy, long-term planning, performance evaluation, and operational oversight.	Adequate (Involved in business advisory roles and strategic financial planning)
Leadership & Decision Making	Demonstrated ability to guide and mentor management teams, contribute to decision-making and provide independent judgment.	Strong (Held leadership roles in professional capacity; brings sound independent perspective)

Area of Expertise / Core Skills	Description	Competency
Technology & Digital Systems	Understanding of digital transformation, IT systems, fintech innovations, cybersecurity, and data protection.	Basic working knowledge (has exposure but not a core area)

ATTENDANCE SLIP

Reg. Folio No./DP Id No./Client Id No.:

Name & Address:

Name(s) of Joint Member(s), if any:

No. of Shares held:

I/We certify that I/We am/are a member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Fortieth Annual General Meeting ('AGM') of the Company on **Monday, September 01, 2025**, at **12:00 p.m.** at the registered office of the Company at R-13, S/F, Greater Kailash-I, New Delhi-110048.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

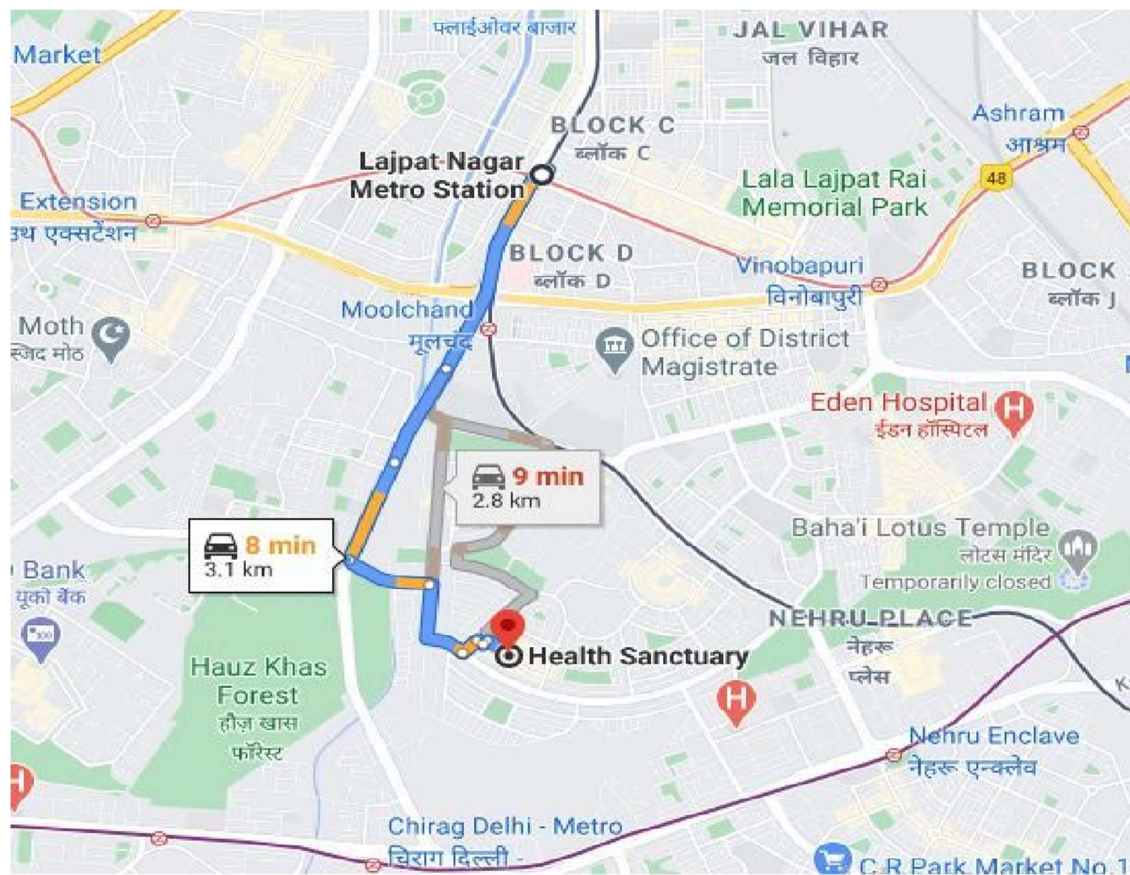
Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.

VENUE TO THE VENUE OF THE GENERAL MEETING

Venue: R-13, S/F, Greater Kailash-I, New Delhi-110048.

Map:



PROXY FORM

FORM NO MGT 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the Company:

Registered office:

Name of the member(s):

Registered address:

E-mail ID:

Folio No/Client ID/DP ID:

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **Fourteenth (40th)** annual general meeting of the Company, to be held on **Monday, September 01, 2025, at 12:00 p.m.** at the Registered Office of the **Sidh Automobiles Limited, at R-13, S/F, Greater Kailash-I, New Delhi-110048** and at any adjournment thereof in respect of any of the resolutions mentioned below:

AFFIX
STAMP
of Rs 1

Signed this _____ day of _____ 2025

Signature of shareholder

Signature of the Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. As provided under regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders may vote either for or against each resolution