

**39th Annual Report
2023-2024**

SHARP

SHARP INDIA LIMITED

BOARD OF DIRECTORS

MAKARAND DATE
[Managing Director]

MASAO TERADA
(Non-executive Director).

NAOKI HATAYAMA
(Non-executive Director)

PRASHANT ASHER
(Independent Director)

BHUMIKA BATRA
(Independent Director)

ABHIJEET BHAGWAT
(Independent Director)

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BANKERS

BANK OF INDIA
MUFG BANK
THE MIZUHO CORPORATE BANK LTD.
CITIBANK N.A.

SOLICITORS & ADVOCATES

CRAWFORD BAYLEY & CO., MUMBAI.

AUDITORS

M/S. G D APTE & CO.,
CHARTERED ACCOUNTANTS.

REGISTERED OFFICE & FACTORY

Gat No.686/4, Koregaon Bhima,
Tal. Shirur, Dist. Pune 412 216
Phone No. (02137) - 670000/01/02

REGISTRARS & TRANSFER AGENTS

Link Intime India Private Limited
Flat No. 202, 2nd Floor,
Akshay Complex,
Off. Dhole Patil Road,
Near Ganesh Mandir,
Pune 411 001

Phone No. (020) - 26161629

SHARP INDIA LIMITED

Registered Office :

Gat No.686/4, Koregaon Bhima, Taluka : Shirur, Dist: Pune- 412216

Ph No. (02137) - 670000/01/02 Fax No. 02137 -252453

E-mail : secretarial@sil.sharp-world.com

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of Sharp India Limited will be held on Thursday, 26th September, 2024 at 12:00 Noon (I.S.T.) through Video Conferencing ('VC') / Other Audio Visual Means ('OVAM') facility to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Masao Terada (DIN 10039923) who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Masao Terada (DIN 10039923), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider, and if deemed fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

To Approve the Material Related Party Transactions:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve the material related party arrangements or transactions as detailed below to be entered into during the financial year 2025 – 2026 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the below mentioned material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

- 1) Reimbursement of expenses paid/ received, Financial Support subject to Compliance of other applicable laws if any, payment of guarantee fees for loans from subsidiaries and associate companies located in India or abroad, repayment /rollover of External Commercial Borrowing (ECB) Loan, or any other activity relating to ECB loan, payment of Interest on loan and any other transaction totally amounting to Rs.383.00 million with Sharp Corporation, Japan.
- 2) Reimbursement of expenses paid/ received, Repayment / Rollover of Unsecured Loan, any other activity relating to unsecured loan, payment of Interest and any other transaction totally amounting to Rs.32.00 million with Sharp Software Development India Private Limited.
- 3) Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/ rollover transaction relating to the loan. Purchase of goods including capital goods and Services, Reimbursement of Expenses paid /received and any other transactions totally amounting to Rs. 1309.25 million with Sharp Business Systems (India) Private Limited.
- 4) Obtaining working Capital loans, any other loans, secured or

unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, rollover of the loan, extension of time for repayment of the loan or Financial Support subject to compliance of other applicable laws totally amounting to Rs. 1341.10 million from Sharp Corporation, Japan and its subsidiaries in India or abroad and reimbursement of expenses paid/received upto Rs. 2.00 million from subsidiaries in India or abroad of Sharp Corporation, Japan.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) and Managing Director be and is hereby severally authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to this resolution."

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to borrow moneys with or without providing the security, from companies bankers, financial institutions, bodies corporate in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rupees 375 Crores (Rupees Three Hundred and Seventy Five Crores)."

FURTHER RESOLVED THAT the Managing Director or Executive Director or Vice President (Finance) or General Manager (Finance) or Company Secretary are hereby severally authorized by the Board to negotiate and finalize with the lenders, terms and conditions, on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise and to settle all matters arising out of and incidental thereto, and to sign and execute all such documents, deeds, agreements applications, documents and writings as may be considered necessary, relevant usual, customary and/ or expedient for giving effect to the aforesaid resolutions.

FURTHER RESOLVED THAT the Managing Director or Executive Director of the Company are severally authorised to delegate all or any of the above powers to any employee /officer of the Company or any other person to do all the acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions,, bodies corporate, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses

and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rupees 375 Crores (Rupees Three Hundred and Seventy Five Crores)."

FURTHER RESOLVED THAT the Managing Director or Executive Director or Vice President (Finance) or General Manager (Finance) or Company Secretary are hereby severally authorized by the Board to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required, on behalf of the Company.

FURTHER RESOLVED THAT the Managing Director or Executive Director of the Company are severally authorised to delegate all or any of the above powers to any employee /officer of the Company or any other person to do all the acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

Appointment of Mr. Nachiket Deo (DIN: 02842185) as a Non-Executive, Independent Director of the Company.

"**RESOLVED THAT** in accordance with, the provisions of sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, **Mr. Nachiket Deo (DIN: 02842185)**, who is appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as a Non-Executive, Independent Director with effect from 1st November 2024 and who is eligible for appointment as an Independent Director and who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a period of five years, effective from 1st November 2024 till 31st October, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

APPOINTMENT OF MR. MAKOTO IZUMI (DIN: 08184209) AS NON – EXECUTIVE, NON-INDEPENDENT DIRECTOR OF COMPANY.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions if any, of the Companies Act, 2013 (**Act**), Companies (Appointment and Qualification of Directors) Rules, 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR, 2015**) 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, **Mr. Makoto Izumi (DIN: 08184209)** is appointed as a Non-Executive, Non-Independent

Director, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, and who is liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

**By Order of the Board of Directors
For Sharp India Limited**

**Makarand Date
Managing Director
DIN: 08363458**

Date: 13th August, 2024

Place: Pune

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "MCA and SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforementioned Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are also encouraged to attend the AGM to be held through VC/OAVM. They are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@svdandassociates.com with copies marked to the Company at secretarial@sil.sharp-world.com
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos.3,4,5,6,7 above is annexed hereto. The Board of Directors of the Company at its meeting held Tuesday, 13th August, 2024 considered that the Special Business under Item Nos.3,4,5,6,7 above being considered unavoidable, be transacted at the AGM of the Company.
5. In case of Joint Holders attending the AGM through VC/OAVM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
6. A statement giving details of the Directors to be appointed/ re-appointed is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act 2013 and relevant documents referred to in this Notice of AGM and explanatory statement will be available for inspection by the Members in electronic mode during the AGM.
8. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.sharpindialimited.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
9. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Share Transfer Books and the Register of Members of the Company will remain closed from Friday 20th September 2024 to Thursday, 26th September, 2024 (both days inclusive).
11. Members are requested to intimate any change of address if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, name of the bank and branch details, ECS Mandate, bank account number, MICR code, IFSC code, etc
 - a) For shares held in electronic form: to their Depository Participants (DPs)
 - b) For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) Link Intime India Private Limited at address and contact details mentioned in this Annual Report in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Intimation letters for the same have been sent by RTA.
12. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
13. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 (as amended) and 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 dematerialised form only while processing service request 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 www.sharpindialimited.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. **Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities:**
As per Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;
 - a. to lodge grievance or avail any service request from the RTA.
 - b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.

Update of KYC Details and Mandatory Linkage of PAN with Aadhar - SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandates all the listed Companies to record the PAN, Nomination, KYC details of all the shareholders and Bank Account details of first holder. The KYC letters along with requisite forms were dispatched to all such shareholders holding shares in physical form.

In view of aforesaid, we request you to submit the requisite Investor Service Request Form(s) along with the required supporting documents as stated therein at the earliest.

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3 or SH-13, SH-14 and SEBI circular are available on the RTA website at <https://www.linkintime.co.in> Ø Resources Ø Downloads Ø General Ø Formats for KYC.

You may use any ONE of the following modes for submission of the Forms :

 - i. In Person Verification (IPV) : by producing the originals to the Authorized Person of the RTA, who will retain copy(ies) of the document(s).
 - ii. In Hard Copy : by furnishing self-attested photocopy(ies) of the relevant documents, with date.
 - iii. With e-sign :
 - a. In case your email is already registered with RTA, you may send the scanned copies of your KYC documents with e-sign at RTAs dedicated email-id : kyc@linkintime.co.in Kindly mention the email subject line as „KYC Updation (Company Name) - Folio No : ____.
 - b. Investors can also upload KYC documents with e-sign on RTAs website <https://www.linkintime.co.in>. Ø Investor Services Ø KYC Compliance. (e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empaneled e-sign service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign)

Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities

As per Master circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;

 - a. to lodge grievance or avail any service request from the RTA.
 - b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.
15. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. The procedure for the same is provided separately in the notes of this notice.
16. Mr. Sridhar G. Mudaliar and failing him Mrs. Meenakshi Deshmukh, Partners of M/s. SVD & Associates, Company Secretaries has been appointed as the Scrutinizer for scrutinizing

the e-voting & poll process in a fair and transparent manner.

17. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed to the Notice.
18. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the Annual General Meeting and shall be kept open till expiry of 15 (Fifteen) minutes after scheduled time and will be available to the Members on first come first serve basis.
19. Participation in AGM through VC/OAVM is restricted upto 1000 members only and will be available on first come first serve basis upto 1,000 member. This rule will however not apply to participation of shareholding of 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Persons, Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc.
20. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the Company / electronic mode during the business hours on all the working days up to the date of 39th Annual General Meeting. Members seeking the inspection of such documents can send an e-mail on secretarial@sil.sharp-world.com.
21. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Sunday, 22nd September, 2024 through e-mail on secretarial@sil.sharp-world.com. The same will be replied by the Company suitably.
22. The e-voting period begins on Monday 23rd September, 2024 at 09:00 a.m. and ends on Wednesday, 25th September, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Thursday 19th September, 2024 may cast their vote electronically.
23. The results shall be declared within two working days from conclusion of AGM and Chairman of the meeting or in his absence any other Director or Company Secretary shall receive the scrutiniser's report. The results declared along with the Scrutiniser's Report will be placed on the website of the Company www.sharpindialimited.com and will simultaneously be forwarded to BSE Limited where equity shares of the Company are listed.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. The Company has appointed Link Intime India Private Limited to provide VC/OAVM facility. Instructions for e-voting and joining VC/OAVM Annual General Meeting are as follows:

A. Remote e-Voting Instructions for Members:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

- (1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- l) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- a) **User ID:** Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- c) **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- d) **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- e) Shareholders/ members holding shares in **physical form** but have not recorded "c" and 'd', shall provide their Folio number in 'd' above.
- f) Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- g) Click "confirm" (Your password is now generated).
- (2) Click on 'Login' under '**SHARE HOLDER**' tab
- (3) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- (4) After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- (5) E-voting page will appear.
- (6) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- (7) After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following 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 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period

Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the 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, the 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.

Individual Shareholders (holding securities in demat mode) & login through their depository participants

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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
- A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the

Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click "confirm" (Your password is now generated).

- Click on 'Login' under 'SHARE HOLDER' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

B. Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM)

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

1.1 Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company

1.2 Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Note:

- Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case members have any queries or issues regarding login/ e-voting, you can send an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

(C) Instructions for Members to register themselves as Speakers during Annual General Meeting:

- (1) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sil.sharp-world.com upto Sunday, 22nd September, 2024.
- (2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- (3) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- (4) Other shareholder may ask questions to the panellist, via active chat-board during the meeting
- (5) Please remember speaking serial number shall start your conversation with panellist by switching on video mode and audio of your device. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves and depending on the availability of time at the AGM.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

(d) Instructions for Members to Vote during the Annual General Meeting:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Members, who will be present in the Annual General Meeting through InstaMeet 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 e-Voting facility during the meeting.
- Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

For detailed procedure kindly refer the link provided in the e-mail for Insta Meeting Video conference instructions

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

As per Regulation 23 of the Listing Regulations, all material related party transactions, that is to say, transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceeding rupees one thousand crore or 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the members by an ordinary resolution.

Sharp Corporation (SC) Japan and its subsidiary companies are

related parties, with reference to the Company within the meaning of sub-section (76) of section 2 of the Companies Act, 2013 and Regulation 2 (1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Your company has rollover ECB Loan of Rs.158.411 million from Sharp Corporation Japan (SC) and Inter corporate Loan of Rs. 28.50 million from Sharp Software Development India Private Limited (SSDI) during financial year 2023-2024. The Company availed 178.00 million Loan and rollover Rs 643.50 million from Sharp Business Systems (India) Private Limited (SBI) during the year 2023-2024. As per the loan agreement the ECB loan of Rs 158.411 million from Sharp Corporation, Inter Corporate Loan from SSDI of Rs 28.50 million and SBI of Rs 821.50 million will be due for Repayment in the financial year 2024-2025.

Your Company continues to rely on Sharp Corporation, Japan for necessary financial and operational support. Considering the current situation for meeting the day today expenses and/ or possible repayment of loans in the financial year 2025-2026, your company will need financial support from Sharp Corporation Japan and its subsidiaries.

The particulars of transactions proposed to be entered between your company and Sharp Corporation and its subsidiary companies are as follows.

Name of the Related party	Nature of Transactions	Estimated Value (Rs. In million)	Period	Nature of Relationship
Sharp Corporation – Japan	Reimbursement of expenses received /paid, Financial Support subject to compliance of other applicable laws, if any, payment of guarantee fees for loans from subsidiaries and associate companies located in India or abroad, repayment/rollover and any other activity relating to ECB Loan, payment of interest on ECB Loan and any other transactions.	383.00	1-4-2025 to 31-3-2026	Promoter Company
Sharp Software Development India Private Limited	Reimbursement of expenses paid/ received, Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/ rollover of loans and any other transaction relating to the loan.	32.00	1-4-2025 to 31-3-2026	Fellow Subsidiary
Sharp Business Systems (India) Private Limited	Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/rollover of loans and any other transaction relating to the loan. Purchase of goods including capital goods and services, Reimbursement of Expenses paid / received.	1309.25	1-4-2025 to 31-3-2026	Fellow subsidiary
Sharp Corporation, Japan and its subsidiary companies located in India or abroad.	Availing loans, secured or unsecured, short term or long term, and other related transactions or Financial Support subject to compliance of other applicable laws.	1341.10	1-4-2025 to 31-3-2026	Promoter Company its subsidiaries and fellow subsidiaries
Subsidiaries of Sharp Corporation, Japan in India and abroad	Reimbursement of expenses paid/received.	2.00	1-4-2025 to 31-3-2026	Promoter Company its subsidiaries and fellow subsidiaries

As per the estimates, the above transactions would qualify as material related party transactions as they are likely to exceed 10% of the annual turnover of the Company for the financial year 2025-2026.

Other information:

- Name of the Related Party and relationship : As stated above
- Name of the Directors / Key managerial Personnel who is related, if any- Currently Mr. Naoki Hatayama - Non Executive Director, Mr. Masao Terada - Non Executive Director, and Mr. Izumi Makota, proposed - Non Executive Director are nominated by Sharp Corporation, Japan on the Board of Sharp India Limited. The Directors nominated by Sharp Corporation, Japan are related party.
- Duration– as stated in the resolution.
- Monetary value: Estimated values as mentioned in the resolution.
- Nature, material terms and particulars of the arrangement: As stated above.

- Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

Member's approval is sought for the aforesaid material related party transactions entered/ to be entered in the financial year 2025-2026.

Except Mr. Naoki Hatayama, Mr. Masao Terada, and Mr. Izumi Makota, proposed - Non Executive Director none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this Notice.

Directors recommend the resolution at Item No. 3 for the acceptance by the Members of the Company as Ordinary Resolution.

The relevant details of the transaction as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 are produced below:

Sr. No	Points	Remarks
(a)	A summary of the information provided by the management of the listed entity to the audit committee as specified in the Circular	: Type, material terms and particulars of proposed transactions, Name of related party and its relationship nature of concern or interest, tenure and value of proposed transaction/ arrangement is related party wise stated in explanatory statement for item no 3.
(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2022-2023 that is represented by the value of the proposed transaction.	The turnover of Company was Rs. 2.63 Lakhs during the financial year ended 31st March 2023. There was no production of LED TVs from April, 2015 (except in August 2015) and of Air Conditioners since June, 2015 in the absence of any orders. The Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company. Hence its impertinent to provide percentage of turnover as against value of proposed transactions. Further the value of proposed transactions party wise is provided hereinabove under explanatory statement.
(c)	Justification for why the proposed transaction is in the interest of the listed entity	: The proposed related party transactions for the financial year 2025-2026 are indispensable as operational and financial support will be required from Promoter/ holding Company and fellow subsidiaries at commercially viable terms.
(d)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the above mentioned Circular.	: Not Applicable to the proposed transaction.
(e)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	: Not Applicable to the proposed transaction.
(f)	Any other information that may be relevant	All important information forms part of the explanatory statement under item no 3 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Item No. 4:

Under the provisions of Section 180 (1) (c) of the Companies Act, 2013, the power to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers etc. in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. Hence the aforesaid resolution is put up before the members for their approval.

The Board recommends the Resolution for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Item No. 5:

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the power to create charge/ mortgage/ hypothecate on the Company's assets, both present and future, in favour of the lenders i.e., Banks, Financial institutions, bodies Corporate etc. to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of Banks, Financial Institutions, Bodies corporate to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Hence the aforesaid resolution is put up before the members for their approval.

The Board recommends the Resolution for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Item No. 6:

Appointment of Mr. Nachiket Deo (DIN: 02842185) as a Non-Executive, Independent Director of the Company. Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act') Articles of Association of the Company, the Board of Directors at their meeting held on Tuesday 13th August, 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Mr. Nachiket Deo (DIN: 02842185) as Non-executive Independent Director of the Company, for a term of five years commencing from 1st November, 2024 till 31st October, 2029 (both days inclusive) not liable to retire by rotation.

The Company has received the following statutory disclosures / declarations:

- Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- Declaration under section 149(7) of the Act and regulation 25(8) of LODR Regulations;

iii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;

iv. Confirmation 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 duties as an Independent Director of the Company;

v. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;

vi. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;

vii. Form MBP-1 – disclosing his interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad. He is Senior Partner at P G Bhagwat LLP and specialises in Corporate and Banking Assurance. He audits several Listed Entities, Banks and NBFCs. With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.

Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Nachiket Deo would bring significant value and professional expertise to the Company

There is no inter-se relationship between Mr. Nachiket Deo and any Directors and Key Managerial Personnel of the Company.

Except Mr. Nachiket Deo being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

The Board of Directors recommends the resolution as set out in Item No.6 in the Notice for approval of the Members as a Special Resolution.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

Item No. 7:

Appointment of Mr. Makoto Izumi (DIN: 08184209) as a Non-Executive-Non-Independent Director of the Company. Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act')

Articles of Association of the Company, the Board of Directors at their meeting held on Tuesday 13th August, 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Mr. Makoto Izumi (DIN: 08184209) as Non-executive Non-Independent Director of the Company, liable to retire by rotation.

The Company has received the following statutory disclosures / declarations:

i. Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;

ii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;

iii. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;

iv. Form MBP-1 – disclosing his interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Mr. Makoto Izumi (DIN: 08184209) Graduated from Osaka City University and completed Bachelor of Economics. He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Taiwan. In 2009 he became Director of Sharp Vietnam. In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation. Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018.

Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Izumi Makoto would bring significant value and professional expertise to the Company.

There is no inter-se relationship between Mr. Makoto Izumi and any Directors and Key Managerial Personnel of the Company.

Except Mr. Makoto Izumi being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of her shareholding, if any.

The Board of Directors recommends the resolution as set out in Item No. 7 in the Notice for approval of the Members as an Ordinary resolution.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT DIRECTORS RETIRING BY ROTATION/ APPOINTMENT AT THE ANNUAL GENERAL MEETING :

Name of Director	Masao Terada
DIN	10039923
Date & Age	24th September 1964 & 59 years
Nationality	Japanese
Educational Qualification:	Seta Technical High School
Category of Directorship	Non- Executive, Non-Independent Director
Expertise in functional area	Accounts, Business administration , strategic planning.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Masao Terada is Japanese National, aged about 58 years, is Graduate from Seta Technical High School, Japan. He has a wide experience in the field of finance and accounts and has held position as Manager in Management Strategy Planning Unit and Overseas Factory Administration Unit in Sharp Corporation. He has 40 years work experience with Sharp Corporation. In Sharp Corporation, Japan he has been working as Deputy Division Manager of Overseas Subsidiaries Administration Department of Business Administration Division, Finance and Administration Office, Sharp Corporation. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Liable to retire by Rotation
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	3rd March, 2023
Number of Meetings of the Board attended during the year	6

Name of Director	Mr. Nachiket Deo
DIN	02842185
Date & Age	22nd December 1978 & 45 years
Nationality	Indian
Educational Qualification:	Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad
Category of Directorship	Non- Executive, Independent Director
Expertise in functional area	Specialises in Corporate and Banking Assurance.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NIL
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad. He is Senior Partner at P G Bhagwat LLP and specialises in Corporate and Banking Assurance. He audits several Listed Entities, Banks and NBFCs. With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services. He does not hold any shares in the company.

Terms and Conditions for appointment and re-appointment of director	Appointed for a period of five years, effective from 1st November 2024 till 31st October, 2029, and whose office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable
Justification for choosing the appointees	With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.

Name of Director	Mr. Makoto Izumi
DIN	08184209
Date & Age	17th August 1966 & 57 years
Nationality	Japanese
Educational Qualification:	Graduated from Osaka City University, Bachelor of Economics
Category of Directorship	Non- Executive, Non-Independent Director
Expertise in functional area	He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Taiwan. In 2009 he became Director of Sharp Vietnam. In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Components (Taiwan). In 2009 he became Director of Sharp Electronics (Vietnam). In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Liable to retire by Rotation
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable

**By Order of the Board of Directors
For Sharp India Limited**

**Makarand Date
Managing Director
DIN: 08363458**

Date: 13th August, 2024
Place: Pune

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Thirty Ninth Report together with the Audited Financial Statement of Accounts for the year ended on March 31, 2024.

1. FINANCIAL RESULTS

The Company's financial performance for the financial year ended March 31, 2024, is summarized below:

	Year ended March 31, 2024	Rs. In Lacs Year ended March 31, 2023
INCOME		
Revenue from operations	-	2.63
Other Income	4.40	4.14
Total Income	4.40	6.77
EXPENDITURE		
Employee Benefit expenses	555.37	576.42
Depreciation and amortization expenses	16.88	15.97
Financial Cost	864.41	677.95
Other Expenses	353.06	311.23
Total Expenses	1,789.72	1,581.57
PROFIT/(LOSS) BEFORE TAX	(1,785.32)	(1,574.80)
PROVISION FOR TAX	0.00	00.0
NET PROFIT /(LOSS) FOR THE YEAR	(1,785.32)	(1,574.80)
PROFIT AND LOSS ACCOUNT, beginning of the year	(12,943.73)	(11,369.14)
PROFIT AND LOSS ACCOUNT, end of the year	(14,729.05)	(12,943.94)

2. PERFORMANCE & OPERATIONS:

Gross Revenue from operations during the year under review was Rs. Nil. The net loss of the company for the fiscal year 2023 - 2024 is Rs. 1785.32 Lakhs. There is no production of LED TVs since April 2015 (Except in the month of August 2015) and of Air conditioners since June 2015 in the absence of any orders. Further there was no change in the nature of business.

3. MANAGEMENT DISCUSSION ANALYSIS:

The Management Discussion Analysis and the report on Corporate Governance are attached to the Directors' Report and form part of this Annual Report.

4. INDUSTRIAL RELATIONS:

Industrial Relations have been and continue to be harmonious and cordial

5. AUDITORS:**i) Statutory Auditors:**

In accordance with the provisions of section 139 of Companies, Act, 2013, M/s G.D Apte & Co, Chartered Accountants Chartered Accountants (ICAI Registration No. 100 515W) were appointed as statutory Auditors of Company for a period of 5 years commencing from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting of the Company. The Company has received confirmation from Auditors that they are eligible to continue as the statutory auditors of the Company.

During the year under review, there were no frauds reported by the Auditors to the Audit Committee or Board under section 143 (12) of Act.

The report given by M/s G.D Apte & Co, Chartered Accountants Chartered Accountants on financial statement for the year ended March 31, 2024 is part of the Annual Report.

ii) Cost Auditors:

The Board of Directors on recommendation of Audit Committee, had appointed M/s. C.S. Adawadkar & Co, Practicing Cost Accountant, as the Cost Auditor for the financial year ended on 31st March, 2024 on a remuneration of Rs 40,000 (Forty Thousand Only) plus out of pocket expensed and applicable taxes. The Board would like to submit that based on the criteria provided by the Companies (Cost Records and Audit) Rules, 2014, the Company is not required to either maintain cost records, or conduct cost Audit. The Company has on multiple occasions written to the Ministry of Corporate affairs to seek exemption from Companies (Cost Records and Audit) Rules, 2014 based on the criteria set, but has not received the response yet. The Company will liaison with the Ministry of Corporate Affairs to close/terminate/cancel the CRA-2 filed by the Company for the appointment of Cost Auditor.

iii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Board of Directors of the Company appointed M/s. SVD & Associates, Practicing Company Secretaries as the 'Secretarial Auditors' of the Company for the financial year 2023-2024. The Secretarial Audit Report given by M/s. SVD & Associates, Practicing Company Secretaries for the financial year 2023-2024 is annexed as Annexure - B.

As per regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company has submitted the Annual Secretarial Compliance Report, issued by M/s. SVD & Associates, Practicing Company Secretaries with the BSE Limited where shares of the Company are listed. It is also available on the website of the Company www.sharpindialimited.com.

6. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3) (a) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the company www.sharpindialimited.com.

7. CORPORATE GOVERNANCE

The Company is committed to achieving and adhering to the highest standards of corporate governance and it constantly benchmarks itself with best practices in this regard. A report under regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 on corporate governance for financial year 2023-24 along with a certificate issued by the Company Secretary in whole time practice confirming compliance with the mandatory requirements as stipulated in chapter IV of the listing regulations, forms part of this report.

8. NUMBER OF MEETINGS OF THE BOARD

During the year under review, nine Board Meetings were convened on June 13, 2023, October 07, 2023, November 09, 2023, November 27, 2023, December 16, 2023, December 30, 2023,

January 25, 2024, February 13, 2024 and March 29, 2024. The time gap between two consecutive meetings did not exceed one hundred and twenty days. The details of which are given in the Corporate Governance Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(3) (c) and 134 (5) of the Companies Act, 2013, in respect of Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts for the financial year ended on 31st March 2024, the applicable accounting standards have been followed and that there are no material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience of all Independent Directors on the Board.

11. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT, AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR:

The Board had on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The policy is appended as 'Annexure - A' to this Report. The said policy is also available on the website of the Company and the link of the same is; <https://www.sharpindialimited.com/media/original/Nomination-and-Remuneration-Policy.pdf>

Criteria for Determining Qualifications, Positive Attributes & Independence of Director (Evaluation Criteria):

i. Qualifications of Director:

A director shall possess appropriate skills, experience and knowledge in one or more fields of engineering, finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related

to the Company's business.

ii. Positive attributes of Directors:

A director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

iii. Independence of Independent Directors:

An Independent director should meet the requirements of the Companies Act, 2013 and SEBI Listing Regulations 2015 concerning independence of directors.

12. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE (1) BY THE STATUTORY AUDITORS IN THEIR REPORT AND BY THE COMPANY SECRETARIES IN PRACTICE IN THEIR SECRETARIAL AUDIT REPORT:

(1) Statutory Auditors qualification/comments on Company's financial statement.

We draw your attention to Note No. 33 to the financial statements which states that the Company has ceased business operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,785.32 Lakhs for the year ended March 31, 2024 and accumulated losses aggregate to Rs. 14,729.05 Lakhs as of March 31, 2024. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the management considers the going concern assumption as appropriate in view of certain service agreements with group companies and continued financial and operational support from the holding company.

Significant time has elapsed after cessation of the production activity and in the absence of Board approved business plan and scheme of revival, the impact on the financial statements which have been prepared by the management under the going concern assumption, cannot be ascertained.

Management response to statutory Auditors qualification / comment on the Company's financial statement.

During the period ended March 31, 2024, Company incurred a loss of Rs. 1,785.32 Lakhs and the accumulated loss as at March 31, 2024 is Rs. 14,729.05 Lakhs. There was no production of LED TVs from April, 2015 (except in August 2015) and of Air Conditioners since June, 2015 in the absence of any orders. The Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company.

The support letter has been received as at 31st March 2024, from Sharp Corporation, Japan for financial and operational support until 31st March 2025. Sharp Corporation, Japan is a group company of Hon Hai/Foxconn Group, one of the world's largest contract electronics manufacturer.

Based on this continued support from the holding company, and the fact that the Company has entered into (i) Basic Services Agreement with Sharp Corporation dated 3rd June, 2021, and (ii) Service Agreement with Sharp Business Systems (India) Private Limited dated 1st June, 2021, for the revival of business operations, the management is of the opinion that the Company will be able to continue as a going concern.

Further, the management based on prima facie assessment, is of the opinion that the values of the assets (except freehold land) and liabilities disclosed in the financial statements are close to

their fair value and no material impact would possibly be there on financial statements if actual exercise of fair valuation is undertaken.

(2) OBSERVATIONS / COMMENTS IN SECRETARIAL AUDIT REPORT.

1. As per provision of Regulation 33(3)(a) and 33(3)(d) of SEBI (LODR) there were a delay in submission of financial results for following quarters and the Company paid necessary fine as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:
 - a) audited financial results along with audited report of statutory auditors for quarter and financial year ended on March 31, 2023 by 181 days consequently the Company paid fine of Rs. 2,40,000/- plus GST to the stock exchange;
 - b) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on June 30, 2023 by 123 days consequently the Company paid fine of Rs. 2,45,000/- plus GST to the stock exchange and
 - c) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on September 30, 2023 by 33 days upto the date of suspension consequently the Company paid fine of Rs. 1,45,000/- plus GST to the stock exchange.
2. As per provision of Regulation 29(1)(a) of SEBI (LODR) there were following delay in intimation to the stock exchange about the dates of Board Meetings:
 - a) November 27, 2023 in which financial results for quarter and financial year ended on March 31, 2023 were approved by shortfall of 4 days;
 - b) December 16, 2023 in which financial results for quarter ended on June 30, 2023 were approved by shortfall of 5 days and
 - c) December 30, 2023 in which financial results for quarter ended on September 30, 2023 were approved by shortfall of 5 days.
3. Listed entity had not submitted the financial statements for the two consecutive quarters ended on March 31, 2023 and June 30, 2023 consequently:
 - a) Entire shareholding of the promoters was frozen w.e.f. August 03, 2023;
 - b) The script of the listed entity was shifted to "Z" category by BSE Limited w.e.f. October 30, 2023 and
 - c) Trading of securities suspended w.e.f. December 18, 2023.

Management response to Secretarial Auditors observations / comments.

The observations made by the Secretarial Auditor are self-explanatory and do not call for any further clarification from the Management as there had been delay in submission of financials for the various quarters and the Company has paid all the necessary fine imposed by the concerned authorities. Further the Company has taken necessary measures to declare the financial results within prescribed time from quarter ending December 31, 2023 onwards.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Company has not given any loans, guarantees or has not made any investments during the financial year 2023-2024 under review.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH

RELATED PARTIES:

The Company has obtained prior approval of the Audit Committee for all the related party transactions entered into by the Company for the financial year ended on 31st March 2024. A statement giving details of all related party transactions entered pursuant to the approval so granted is placed before the Audit Committee for their review on a quarterly basis. The policy on related party transactions as approved by the Board of Directors has been displayed on the website of the Company <https://www.sharpindialimited.com>.

Pursuant to Section 134 of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of transactions with related parties are provided in Form AOC-2 which is annexed as Annexure "C" to this report. Related Party disclosures as per Ind AS 24 have been provided in Note 29 to the financial statements.

15. THE STATE OF THE AFFAIRS OF THE COMPANY:

State of Company's affairs has been covered as a part of this report under the financial results & Management Discussion and Analysis (MD&A).

16. THE AMOUNT, IF ANY, WHICH, IT PROPOSES TO CARRY TO ANY RESERVES: Nil

17. THE AMOUNT, IF ANY, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND: Nil.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on 31st March, 2024 to which the financial statements relate and the date of this report.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO etc.:

Conservation of Energy & Technology Absorption etc:

The Company is conscious about its responsibility towards environment protection and it lays great emphasis towards a safe and clean environment and continues to adhere to all regulatory requirements and guidelines.

Expenditure on Research & Development

	Amount Rs. Lacs
Capital	0
Recurring	0
Total	0
Total R&D Expenditure as a percentage of total sales turnover	-

Foreign Exchange Earnings and Out go:

	Amount Rs. Lacs
Foreign Exchange outgo	7.32
Foreign Exchange earning	0

20. RISK MANAGEMENT POLICY:

The Company has in place a Risk Management Policy pursuant to section 134 of the Companies Act, 2013. Your company believes that managing and mitigating the risk maximizes the returns. Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks. The Company identifies all strategic, operational & financial risks by analyzing and assessing the operations of the company.

21. CORPORATE SOCIAL RESPONSIBILITY POLICY:

This policy is not applicable to the Company at present.

22. MANNER OF ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS:

As per the policy and criteria laid down by the Nomination & Remuneration Committee, provisions of the Companies Act 2013 & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the performance evaluation of the independent directors was carried out by the entire board, excluding the Director being evaluated and the performance of the non-independent directors was carried out by the independent directors who also reviewed the performance of the Board as a whole. The Board's functioning was evaluated on various aspects including structure of the Board, and qualifications, experience of the directors being evaluated. The evaluation of Committees was carried out by Board Members.

23. THE DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL:**Appointment and resignation during the year**

During the year Mr. Masao Terada was appointed as an Additional Director (Non-executive) w.e.f 3rd March 2023 and the said appointment was approved by members by way of Postal Ballot effective from 14th April 2023. Further Mr. Masahiko Nakagawasai was appointed as Managing Director for the period of three years upto 15th November 2023. Based on the recommendation of Nomination and Remuneration Committee, he was re-appointed for the further period of next three months from 16th November 2023 to 15th February 2024 and the same was approved by the members in the Annual General Meeting held on December 29, 2023. During the year, Mr. Masahiko Nakagawasai tendered his resignation from the position of Director of the Company w.e.f January 31, 2024. Mr. Makarand Date was appointed as an Additional Director w.e.f January 25, 2024. Subsequently he was designated as Managing Director of the Company w.e.f February 01, 2024. Further, the shareholders approved by way of postal ballot on March 23, 2024 the appointment of Mr. Date as a Director and Managing Director of the Company.

Further, Mr. Chandranil Belvalkar, Company Secretary and Mr. Sunil Sane, Chief Financial Officer of the Company had resigned w.e.f November 09, 2023. Mr. Srirang Mahabagwat was appointed as Company Secretary of the Company w.e.f December 11, 2023 and Mr. Jaideep Palsule was appointed as Chief Financial Officer of the Company w.e.f January 25, 2024.

Appointment of Independent and Non-Independent Directors

The Board of directors in the Board meeting held on August 13, 2024 has recommended the appointment of Mr. Nachiket Deo as Independent, Non-Executive Directors w.e.f from November 1, 2024.

The Board of directors in the Board meeting held on August 13, 2024 has recommended the appointment of Mr. Makoto Izumi as Non-Independent, Non-executive Director w.e.f from November 1, 2024, in place of Mr. Masao Terada who has tendered his resignation as a Director w.e.f. from October 31, 2024.

The Criteria for selection/ appointment of Independent Directors

and Non-Executive Non-Independent Directors include skills, expertise, qualifications, experience and leadership, managerial experience, diversity, risk management and corporate governance. In the opinion of the board of directors above mentioned Directors possess such skills.

Directors proposed to be re-appointed at ensuing Annual General Meeting

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Masao Terada retires by rotation as Director of the Company and being eligible he has offered himself for re-appointment till October 31, 2024.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for the purpose of attending meetings of the Board/Committee of the Company.

24. THE NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR:

There are no companies which have become/ceased to be subsidiaries, joint ventures and associate companies during the year.

25. DEPOSITS:

The Company has not accepted any Deposits under Chapter V of the Companies Act, 2013 during the year under review.

26. SECRETARIAL STANDARDS

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from 1st October 2017. The Company is in compliance with the revised secretarial standards.

27. SIGNIFICANT AND MATERIAL ORDERS:

During the period no significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

28. REPORTING OF FRAUDS BY AUDITORS

During the reporting year, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

29. INTERNAL FINANCIAL CONTROLS:

Company has appropriate and adequate internal financial control systems in place considering the nature and size of the business. These are regularly tested by Internal and statutory Auditors of the company. The Internal Audit observations & the corrective/ follow-up actions are reported to the Audit Committee. The controls were tested and no reportable material weaknesses. The qualification given by the auditors is a case of judgment and in our opinion does not affect the internal financial controls system put in place by the Company. Further it does not have any material impact on the financials of the company.

30. INFORMATION FORMING PART OF THE DIRECTORS REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE NO. 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The relevant information required to be given under section 197(12) of the Companies Act, 2013 and Rule no. 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed at 'Annexure - D' to this Report.

31. COMPOSITION OF THE COMMITTEES

Composition of the Audit and other committees and other relevant information has been given in the section 'Corporate Governance'.

32. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy to provide a formal vigil mechanism to the directors and employees to report concerns about unethical behavior, actual or suspected fraud. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee to report the concerns. During the year under review your company has not received any complaints, under the said mechanism. This policy has been posted on the website of the company- www.sharpindialimited.com.

33. FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS:

Familiarization programs are conducted for the independent directors of the company to make them familiar with the company's policies, operations, business models etc. and the details about the same are available on the website of the Company www.sharpindialimited.com.

34. POLICY UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Company has zero tolerance for sexual harassment at the workplace and in terms of the provisions of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal)

Act, 2013, the Company has formulated a policy to prevent sexual harassment of women at the workplace. The policy aims to provide protection to the women employees at the workplace and prevent and redress the complaints of sexual harassment at the workplace. Internal compliant committee has been setup for redressal of complaints received regarding sexual harassment. All employees are covered under the policy. Disclosure of cases/ status during the year under review Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- a. Number of complaints filed during the financial year: Nil
- b. Number of Complaints disposed off during financial year: Nil
- c. Number of Complaints pending as on end of the financial year: Nil.

35. ACKNOWLEDGEMENTS:

Your Directors express their gratitude for the valued and timely support and guidance received from Sharp Corporation, Japan and also wish to place on record their appreciation for the co-operation extended by the Bankers, Financial Institutions and its valued investors. The Board also acknowledges the untiring efforts and contribution made by the company's employees.

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Bhumika Batra
Director
DIN: 03502004

Date: August 13, 2024
Place: Pune

Date: August 13, 2024
Place: Pune

Annexure- A

NOMINATION AND REMUNERATION POLICY:**1. PREAMBLE**

- 1.1 Sharp India Limited (the 'Company') recognizes the importance of attracting, retaining and motivating personnel of high caliber and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals besides securing the confidence of the shareholders in the sound management of the Company. For the purpose of attaining these ends, the Company has constituted a Nomination and Remuneration Committee which is entrusted with the task of devising a transparent reasonable and fair policy of remuneration for its directors, key managerial personnel and other employees.
- 1.2 The Companies Act, 2013 and Rules and Regulations made there under and amended from time to time and Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015 (SEBI(LODR)) makes it mandatory for the Board of Directors of every listed company to constitute a Nomination and Remuneration Committee. The new set of policy was adopted on 6th February 2019 to be in line with the amendments in Companies Act 2013 and SEBI (LODR).
- 1.3 The objective of the Nomination and Remuneration Committee is to assist the Board of Directors of the Company and its controlled entities in fulfilling its responsibilities to shareholders by :
 - 1.3.1. ensuring that the Board of Directors is comprised of individuals who are best able to discharge the responsibilities of directors in consonance with the Companies Act, 2013 and the norms of corporate governance and
 - 1.3.2. ensuring that the nomination processes and remuneration policies are equitable and transparent.
- 1.4 The responsibilities of the Nomination and Remuneration Committee include :
 - 1.4.1 formulating a criteria for determining qualifications, positive attributes and independence of a director;
 - 1.4.2 recommending to the Board of Directors a policy, relating to the remuneration in whatever form, payable to the directors, key managerial personnel and senior management personnel.
 - 1.4.3 formulating a criteria for evaluation of performance of Independent Directors and the Board of Directors and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director;
 - 1.4.4 devising a policy on Board diversity; and
 - 1.4.5 identifying persons who are qualified to become directors and who may be appointed as part of the 'senior management' or core management team of the Company in accordance with the criteria laid down, and recommending to the Board of Directors the appointment and removal of such personnel.
- 1.5 This Nomination and Remuneration Policy has been formulated with a view to :
 - 1.5.1 devise a transparent system of determining the appropriate level of remuneration for the directors , key managerial personnel and senior management personnel .
 - 1.5.2 encourage directors, key managerial personnel and senior management personnel to perform to their highest level;
 - 1.5.3 provide consistency in remuneration for the directors, key managerial personnel and senior management.

- 1.6 The Nomination and Remuneration Policy elucidates the types of remuneration to be offered by the Company and factors to be considered by the Board of Directors of the Company, Nomination and Remuneration Committee and management of the Company in determining the appropriate remuneration policy for the Company.

2. DEFINITIONS

Some of the key terms used in the Nomination and Remuneration Policy are as under :

- 2.1 '**Board**' means the Board of Directors of Sharp India Limited or the Company.
- 2.2 '**Committee**' means the Nomination and Remuneration Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Companies Act, 2013.
- 2.3 '**Director**' means a director appointed on the Board of the Company including executive; non-executive; and independent directors.
- 2.4 '**Key managerial personnel**' includes managing director, or Chief Executive Officer or manager and in their absence, a whole-time director; company secretary; and Chief Financial Officer.
- 2.5 '**Member**' means a director of the Company appointed as member of the Committee.
- 2.6 '**Nomination and Remuneration Policy**' shall mean the policy of remuneration of directors, key managerial personnel an senior management personnel of the Company determined by the Nomination and Remuneration Committee.
- 2.7 '**Senior management**' shall means officers/ personnel of the company means who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below chief executive officer/ Managing Director/ whole time Director/ manager including chief executive officer/manager, in case they are not part of the Board and shall specifically include Company Secretary and Chief Financial Officer

3. NOMINATION AND REMUNERATION COMMITTEE

- 3.1 The Committee shall be formed by the Board of the Company. It shall consist of three or more non-executive directors out of which not less than one-half shall be independent directors. The Board of the Company shall nominate directors as Members of the Committee from time to time.
- 3.2 The Chairman of the Committee shall be an independent director but shall not be the Chairperson of the Company. He shall be present at the Annual General Meeting, to answer the shareholders' queries and may determine as to who should answer the queries. If the Chairperson is unable to attend the annual general meeting, any other member of the committee authorized by him in this behalf shall attend the annual general meeting.
- 3.3 The quorum for meeting of nomination and remuneration committee shall be either two members or one third of the members of the committee whichever is greater, including at least one independent director in attendance.
- 3.4 The nomination and remuneration committee shall meet at least once in year.

4. LETTER OF ENGAGEMENT OR CONTRACT OF EMPLOYMENT

- 4.1 Non-executive independent directors shall enter into a letter of engagement with the Company, the terms and conditions of which shall be approved by the Board. The letter of engagement shall set forth the terms and conditions of the engagement, the performance expectations for the position, the remuneration package and added incentives for the director, if any, the availability of the latter being contingent upon fulfillment of certain expectations of the Company measured by benchmarks of performance defined by the Company.
- 4.2 Executive directors and key managerial personnel shall enter into a contract with the Company clearly setting out the terms and conditions of the remuneration package for such person. The contract of employment shall set out the expectations for the performance, the key performance indicators, measures and criteria for assessment or evaluation of performance.
- 4.3 The Committee and the Board must approve the terms and conditions of employment for the Executive Directors and the Key Managerial Personnel at the time of their appointment and re-appointment.
- 4.4 The Company shall pay remuneration to the senior management personnel taking into account their roles and responsibilities.
- 4.5 The Board shall disclose the terms and conditions of employment of the executive directors and key managerial personnel in accordance with the law, if necessary.

5. REMUNERATION STRUCTURE

5.1 REMUNERATION TO MANAGING /EXECUTIVE DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

The Board shall, in consultation with the Committee approve and finalize the form of remuneration to be offered to Executive Directors, key managerial personnel and senior management. The remuneration package shall be composed of amounts that are fixed and may include a variable Component and the endeavor of the Board and the Committee shall be to strike a balance between the fixed and variable components and thereby promote sustainable value for the Company and its shareholders over time.

5.1.1 Fixed Remuneration

The contract of employment entered into by the executive directors and key managerial personnel with the Company shall demarcate a fixed gross monthly or annual salary or base salary payable to them. The fixed remuneration or salary shall be determined according to complexities of the position and role of the Executive Directors and key managerial personnel. The relevant laws and regulations, conditions prevalent in the labour market and the scale of the business relating to the position. The fixed remuneration will reflect the core performance requirements and expectations of the Company.

5.1.2 Performance Based Remuneration or Incentive-Based Payments

The Board in consultation with the committee may pay performance based incentive payment to the directors. The performance-based or incentive-based payments shall form part of the variable component of the salary payable to them.

5.1.3 Benefits to Executive Directors, key managerial personnel & senior management personnel

The Company shall comply with all legal and industrial

obligations in determining the benefits available to executive directors, key managerial personnel & senior management personnel, namely short-term benefits such as salaries, social security contributions, and post-employment benefits such as gratuity, pension retirement benefits etc.

5.2 REMUNERATION TO NON-EXECUTIVE DIRECTORS

The Company shall pay remuneration to non-executive directors in such a manner so as to attract and maintain high quality members on the Board. Non-Executive Directors may be paid remuneration in such form as which is allowable and is within the scope and limits of the Companies Act 2013.

The Non-Executive Directors who are entitled to receive the sitting fees shall be paid remuneration by way of sitting fees which is within the limits of the Companies Act, 2013 and which are determined by the Board of Directors and this committee from time to time.

6. DISCLOSURES:

- 6.1 The Nomination and Remuneration Policy shall be disclosed in the Board's report of the Company prepared in accordance with sub-section (3) of section 134 of the Companies Act, 2013.
- 6.2 The Nomination and Remuneration Policy and the criteria for evaluation of performance or evaluation criteria as laid down by the Committee shall be disclosed in the Annual Report of the Company.
- 6.3 Payments to non-executive directors shall be disclosed in the Annual Report of the Company. Further, the number of shares and convertible instruments held by non-executive directors shall be disclosed by the Company in its Annual Report.
- 6.4 With regard to payment of remuneration, the section on the corporate governance of the Annual Report of the Company shall contain the following disclosures, namely :
- 6.4.1. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc; if any.
- 6.4.2 Details of fixed component and performance linked incentives, along with the performance criteria; if any.
- 6.4.3 Service contracts, notice period, severance fees; if any and
- 6.4.4 Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable, if any.

7. REVIEW AND IMPLEMENTATION

- 7.1 The Committee shall conduct an evaluation of performance for all the directors as per the provisions in the Companies Act, 2013 and SEBI (LODR) on an annual basis to monitor and review, and if necessary, revise the appropriateness of each remuneration package.
- 7.2 The Committee shall be responsible for monitoring the implementation of the Nomination and Remuneration Policy, conducting a review of the same from time to time and advising the Board on the mode of revision of the policy.

8. AMENDMENT

The Committee reserves the right to amend or modify the Nomination and Remuneration Policy in whole or in part, at any time with reasons to be recorded in writing and placing the same in the meeting of this committee for its approval.

Annexure - B

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014

and

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure
Requirements) Regulations, 2015]

To,

The Members,

Sharp India Limited

Gat No 686/4, Koregaon Bhima, Tal Shirur,
Pune - 412216

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sharp India Limited**, CIN: L36759MH1985PLC036759 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the Company during the Audit Period)**;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the Company during the Audit Period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 **(not applicable to the Company during the Audit Period)**;

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable to the Company during the audit Period)**;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 **(not applicable to the Company during the audit Period)**; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during the Audit Period)**;
- (vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no other law was applicable specifically to the Company.

We have also examined compliance with the applicable clauses and regulations of the following:

- (i) The Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing Agreement entered into by the Company with Stock Exchange pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR), including any amendments thereto.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, Standards, etc. mentioned above subject to following observation:

1. *As per provision of Regulation 33(3)(a) and 33(3)(d) of SEBI (LODR) there were a delay in submission of financial results for following quarters and the Company paid necessary fine as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:*
 - a) *audited financial results along with audited report of statutory auditors for quarter and financial year ended on March 31, 2023 by 181 days consequently the Company paid fine of Rs. 2,40,000/- plus GST to the stock exchange;*
 - b) *unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on June 30, 2023 by 123 days consequently the Company paid fine of Rs. 2,45,000/- plus GST to the stock exchange and*
 - c) *unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on September 30, 2023 by 33 days upto the date of suspension consequently the Company paid fine of Rs. 1,45,000/- plus GST to the stock exchange.*
2. *As per provision of Regulation 29(1)(a) of SEBI (LODR) there were following delay in intimation to the stock exchange about the dates of Board Meetings:*
 - a) *November 27, 2023 in which financial results for quarter and financial year ended on March 31, 2023 were approved by shortfall of 4 days;*
 - b) *December 16, 2023 in which financial results for quarter ended on June 30, 2023 were approved by shortfall of 5 days and*
 - c) *December 30, 2023 in which financial results for quarter ended on September 30, 2023 were approved by shortfall of 5 days.*
3. *Listed entity had not submitted the financial statements for the two consecutive quarters ended on March 31, 2023 and June 30, 2023 consequently:*
 - a) *Entire shareholding of the promoters was frozen w.e.f. August 03, 2023;*
 - b) *The script of the listed entity was shifted to "Z" category by BSE Limited w.e.f. October 30, 2023 and*

c) *Trading of securities suspended w.e.f. December 18, 2023.*

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of Board of Directors other than appointment of one Executive Non-Independent Director in place of resigning Executive Non-Independent Director of the Company that took place during the period under review was carried out in compliance with the Act.

Notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days or at such shorter period in advance and a system exists for seeking and obtaining further Information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Further meetings which were convened at a shorter notice at least one Independent Director was present in such meetings.

All decisions at Board Meetings, Committee Meetings and by way of circular resolutions are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except following:

1. The Company held its Annual General Meeting for Financial Year 2022-23 on December 29, 2023 after obtaining extension for total period of 3 months from Registrar of Companies
2. The members of the Company approved the appointment of Mr. Makarand Date as Managing Director of the Company for a period of 5 years w.e.f. February 1, 2024 through postal ballot on March 22, 2024.

**For SVD & Associates
Company Secretaries**

Meenakshi R. Deshmukh
Partner
FCS No: 7364
CP No: 7893

Peer Review Number: 669/2020
UDIN: F007364F000949932

Place: Pune
Date: August 13, 2024

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as "Annexure A" and forms an integral part of this report.

ANNEXURE- A

To

The Members

SHARP INDIA LIMITED

Gat No 686/4, Tal Shirur,
koregaon Bhima,
Pune - 412216.

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidences provided through electronic mode.

5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For SVD & Associates
Company Secretaries**

Meenakshi R. Deshmukh
Partner
FCS No: 7364
CP No: 7893

Peer Review Number: 669/2020
UDIN: F007364F000949932

Place: Pune
Date: August 13, 2024

Annexure- C

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: Not applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. no	Particulars	Details			
a.	Name(s) of the related party and nature of relationship	Sharp Corporation, Japan	Sharp Business Systems India (Private) Limited, India	Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Sharp Software Development India Pvt. Ltd., India
b.	Nature of relationship	Holding Company	Fellow Subsidiary	Fellow Subsidiary	Fellow Subsidiary
c.	Nature of contracts/ arrangements/ transactions	Interest on loan Reimbursement of expenses received Reimbursement of expenses paid Loan guarantee fees	Purchase of goods/ services/others Reimbursement of expenses paid Interest on loan Proceeds from loan	Reimbursement of expenses paid	Interest on Loan
d.	Duration of the contracts/ arrangements/ transactions	One Year	One Year	One Year	One Year
e.	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the agreed Terms and Conditions between the two parties.	As per the agreed Terms and Conditions between the two parties.	As per the agreed Terms and Conditions between the two parties.	As per the agreed Terms and Conditions between the two parties.
f.	Date(s) of approval by the Board/members, if any:	28/12/2022	28/12/2022	28/12/2022	28/12/2022
g.	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Bhumika Batra
Director
DIN: 03502004

Date: 13th August, 2024

Place: Pune

Annexure- D

Note for (a) and (b) :

Disclosures pursuant to section 197(12) of the Companies Act, 2013 & under Rule No. 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014:

(a) The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2023-2024

Name of the Director	Ratio to Median Remuneration
Mr. Masahiko Nakagawasai- Managing Director	3.09
Mr. Masao Terada Non-Executive Director	0
Mr. Naoki Hatayama Non-Executive Director	0
Mr. Prashant Asher Independent Director	1.24
Ms. Bhumika Batra Independent Director	1.24
Mr. Abhijeet Bhagwat Independent Director	0.80
Mr. Makarand Date Managing Director	1.95

(b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;-2023-2024.

Name of the Director	Percentage increase/ (decrease) in Remuneration
Mr. Masahiko Nakagawasai Managing Director	(6.52%)
Naoki Hatayama Non-executive Director	0.00
Mr. Masao Terada Non-Executive Director	0.00
Mr. Prashant Asher- Independent Director	21.47%
Ms. Bhumika Batra Independent Director	21.47%
Mr. Abhijeet Bhagwat Independent Director	130.22%
Mr. Sunil K Sane, Chief Financial Officer	121.92%
Mr. Chandranil Belvalkar Company Secretary	(4.75%)

- Percentage in the bracket indicate negative percentage

During the year Mr. Masao Terada was appointed as an Additional Director (Non-executive) w.e.f 3rd March 2023 and the said appointment was approved by members by way of Postal Ballot effective from 14th April 2023. During the year, Mr. Masahiko Nakagawasai tendered his resignation from the position of Director of the Company w.e.f January 31, 2024. Mr. Makarand Date was appointed as an Additional Director w.e.f January 25, 2024. Subsequently he was designated as Managing Director of the Company w.e.f February 01, 2024, Further, the shareholders approved by way of postal ballot on March 23, 2024 the appointment of Mr. Date as a Director and Managing Director of the Company.

Further, Mr. Chandranil Belvalkar, Company Secretary and Mr. Sunil Sane, Chief Financial Officer of the Company had resigned w.e.f November 09, 2023. Mr. Srirang Mahabagwat was appointed as Company Secretary of the Company w.e.f December 11, 2023 and Mr. Jaideep Palsule was appointed as Chief Financial Officer of the Company w.e.f January 25, 2024.

- (c) **The Percentage increase (decrease) in the median remuneration of employees in the financial year : 1.23%**
- (d) **The number of permanent employees on the roll of the Company as on 31st March 2024: 108**
- (e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**
- (1) The average percentage increase in salaries of the employees other than managerial personnel in the financial year 2023-2024 was Nil
 - (2) The average percentage increase in the managerial remuneration for the financial year 2023- 2024 was 42.86%
Company does not pay any variable component of remuneration to any of its directors.
- (f) **Affirmation that the remuneration is as per the remuneration policy of the Company**
- The Company affirms that the remuneration paid is as per the remuneration policy of the Company.
- (g) **Information required under Section 197 (12) of the Companies Act, 2013 read with rule 5 (2) (i) to (iii) of the Companies (Appointment and remuneration of managerial personnel) Rules 2014 is not given since there is no employee who received remuneration in excess of the limits prescribed therein.**

MANAGEMENT DISCUSSION & ANALYSIS

The management presents Management Discussion and Analysis report in pursuance to Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Financial and operational performance and segment reporting:

Your Company was principally engaged in the manufacture and sale of liquid crystal display televisions (LED TVs) and Air Conditioners (AC).

The financial highlights for the fiscal 2023-2024 are dealt with in the Directors' Report. During the current year under review, your company has suffered a loss of Rs. 1785.32 Lakhs as against Rs. 1,574.80 Lakhs in previous year. This was mainly due to absence of any orders.

Following are the details of key financial ratios that registered more than 25% change during FY 2023-2024.

- a) The current ratio change was positive at 36.94%. The ratio has increased due to increase in cash and cash equivalents.
- b) Disclosures under 52(4) of LODR
In absence of any operation/turnover, bad debts/accounts receivable, long term debts the disclosures relating to following ratios are not applicable : outstanding redeemable preference shares (quantity and value); capital redemption reserve/debenture redemption reserve; long term debt to working capital; bad debts to Account receivable ratio; debtors' turnover; inventory turnover; operating margin percent; net profit margin percent
- c) The net worth as at March 31, 2024 is negative Rs. 9,932.97 Lakhs as compared to previous year of negative Rs 8,203.05. The Company has incurred losses during the previous years and has continued to incur loss during the current financial year as there has been no sale in the absence of any orders. Whereas operative and finance cost is required to be incurred which has resulted erosion in net worth for the financial year ended March 31, 2024. The Company continues to receive operational and financial support from its promoter and holding Company.

The Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company. However, taking into consideration the current economic scenario, the revival of the operations of the Company may take longer than anticipated earlier.

In view of lower than expected performance in the current Financial year of the Group, there is an appeal from our parent company, Sharp Corporation Japan for cost reduction, without compromising safety and hygiene and your Company has already started saving on expenses, as per the guidance provided by the Parent Company.

Risk Management:

The objective of risk management is to ensure that it is adequately estimated and controlled to enhance shareholder as well as stakeholder's

values. Risk is pertinent to virtually all business activities though in varying degrees and forms. It is the constant endeavor of the Company to identify, assess, prioritize and manage existing as well as emerging risks in a planned and cohesive manner.

Internal control systems and their adequacy:

The Internal Control Structure of Company is adequate to ensure the effectiveness of its operations, propriety in the utilization of funds, safeguarding of assets against unauthorized use or disposition, true and fair reporting and compliance with all the applicable regulatory laws and company policies. Executing transactions with proper authorization and ensuring compliance of internal policies. The Company's internal controls are supported by an extensive program for internal audit, review by the management and documented policies, guidelines and procedures.

The Company has independent Internal Auditors to conduct Internal Audit. The Internal Auditors every quarter place its report before Audit committee. Suggestions for improvement are considered and the audit committee follows up on corrective action.

The Company has related party transaction policy ensuring compliance under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended or re-enacted from time to time and intended to ensure the proper approval and reporting of transactions between the Company. Whistle Blower policy in order to have access to management and report unethical and improper practice or behavior or wrongful conduct in the Company to Audit Committee Chairman.

Human resources:

Your company continues to maintain a cordial and healthy atmosphere with the employees at all levels.

Your Company firmly believes that its people are its most precious asset and have been one of the major forces behind the rapid and successful growth of the organization.

The total number of employees as on March 31, 2024 is 107.

CAUTIONERY STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be treated as 'Forward Looking Statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a down trend in consumer durable industry, significant changes in government policies, laws and political environment in India or abroad and also exchange rate fluctuations, interest and other costs.

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, customers, suppliers, employees and other stakeholders. The necessary information as stipulated by SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations") is incorporated in the present annual report at appropriate places to ensure adequate disclosures. Towards this end, the information given under this section, the 'Management Discussion and Analysis' and the 'Shareholder Information' together constitute the report on Corporate Governance for the financial year 2023-2024.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations as applicable for the Financial Year 2023-24.

COMPOSITION OF THE BOARD, ATTENDANCE, NO. OF BOARD MEETINGS & OTHER COMMITTEE MEETINGS HELD ETC.:

The Board of Directors of the Company represents an optimum combination of Executive Directors, Non – Executive Directors and Independent Directors with at least one woman Director as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. As on 31st March 2024 total strength of the directors is Six. The Board comprises of three Non-Executive Independent Directors, two Non-executives - Non Independent Directors and one Executive Director. The details of number of meetings held and attended by the directors and other related information is given in Table 1.

During the financial year under review, 9 (Nine) Board Meetings were held on June 13, 2023, October 07, 2023, November 09, 2023, November 27, 2023, December 16, 2023, December 30, 2023, January 25, 2024, February 13, 2024 and March 29, 2024 respectively and the time gap between any two consecutive meetings did not exceed One hundred and Twenty days. Table 1 gives the composition of the Board, the category of the Directors, their attendance record and the number of other directorships held by them. Further the necessary quorum was present at all the Board Meetings.

Table 1: Details about Board of Directors and their Board Meeting etc., attendance & committee membership /Chairmanship details during the year 2023- 2024:

Name of Director	Category	Number of Board Meetings held	Number of Board Meetings Attended	Whether attended last AGM held on 29th December, 2023	No. of directorships of other public limited companies	Number of *Committees in which Chairman/ Member (Other than Sharp India Limited)		Directorship in other listed entity (Category of Directorship)
						Chairman	Member	
a) Mr. Masahiko Nakagawasai**	Executive Managing Director	7	7	Yes	0	0	0	0
b) Mr. Makarand Date***	Executive Managing Director	2	2	NA	0	0	0	0
c) Mr. Naoki Hatayama	Non –Executive Director	9	7	Yes	0	0	0	0
d) Mr. Masao Terada	Non –Executive Director	9	6	Yes	0	0	0	0
e) Mr. Prashant Asher	Non-Executive Independent	9	9	Yes	7	0	4	1.Keltech Energies Ltd. (Independent Non-Executive)
f) Ms. Bhumika Batra	Non-Executive Independent	9	9	Yes	7	2	6	1. Repro India Limited -- (Independent Non-Executive) 2. Jyothy Labs Limited – (Independent Non-Executive) 3. NDL Ventures Limited (Independent Non-Executive) 4. Finolex Industries Ltd (Independent Non-Executive) 5.Hinduja Global Solutions Ltd (Independent Non-Executive) 6.Hinduja Foundries Limited (Independent Non-Executive)
g) Mr. Abhijeet Bhagwat	Non-Executive Independent	9	9	Yes	0	0	0	NA

*For this purpose, only Audit Committee and Stakeholder's Relationship & Share Transfer Committee have been considered.

** Mr. Masahiko Nakagawasai has resigned as the Managing Director of the Company w.e.f January 31, 2024.

*** Mr. Makarand Date was appointed as Non – Executive Additional Director w.e.f January 25, 2024 and Executive Director and Managing Director w.e.f February 01, 2024. Thereafter members approval was obtained by way of Postal Ballot for his appointment as Executive Director and Managing Director on March 23, 2024.

Information placed before the Board:

Agenda papers along with detailed notes are being circulated in advance of each meeting of the Board. Information pursuant to Corporate Governance practices as required under Part A of Schedule II of Listing Regulations have been made available to the Board from time to time.

The Company periodically places Compliance Reports with respect to all applicable laws before the Board of Directors for its review.

There is no relationship between the directors inter-se and further there are no shares and convertible instruments held by the Non-executive directors.

Independent Directors

In the Opinion of Board of Directors, the Independent Directors fulfill the conditions specified in the section 149 (6) of the Companies Act, 2013 and Listing Regulations and are independent of Management. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company viz <https://www.sharpindialimited.com>

Meeting of Independent Directors: During the year under review, the Independent Directors met on March 29, 2024, inter-alia, to discuss matters as prescribed under the Companies Act, 2013 and Listing

Regulations. All the Independent Directors were present at the meeting.

Familiarization Program of Independent Directors: The independent directors are provided with all the necessary information for enabling them a good understanding of the Company. The details of the Familiarization program of independent directors are available on the website of the Company: <https://www.sharpindialimited.com>

Chart setting out skills/ expertise/ competence of the Board of Directors

Your company operates in consumer electronics segment and while appointing Directors always ensures that such candidature of Director possesses appropriate knowledge, experience and skills in the fields of business management, sales, marketing, finance & Accounting, law, leadership, corporate governance, technical operations or other disciplines related to your Company's business. We believe that each person appointed on the Board of your Company shall have expertise in one or more of the aforesaid fields. The Directors on the Board possess the requisite core skill/expertise/competence that are required for operation of company's business:

Following is the list of core expertise /skills /competencies identified by the Board as required in the context of Company's business and to function effectively and those actually available with the Directors.

Sr. No	List of skills/ expertise/ competencies	Name of Director having the identified skills/ expertise/ competencies
1	Business management, sales, marketing, finance & Accounting, leadership, Corporate governance, technical operations.	Masahiko Nakagawasai – Managing Director*
2	Business management, sales, marketing, finance & Accounting, leadership, Corporate governance.	Makarand Date – Managing Director*
3	Business management, sales, marketing, finance & Accounting, leadership, Corporate governance	Naoki Hatayama –Director
4	finance, law, corporate governance, business management, leadership	Bhumika Batra – Independent Director
5	finance, law, corporate governance, business management	Prashant Asher - Independent Director
6	finance, law, corporate governance, business management Business Management.	Abhijeet Bhagwat – Independent Director
7	Business management, sales, finance & Accounting, law, technical operations	Masao Terada – Director

***Note:** Mr. Masahiko Nakagawasai has resigned as the Managing Director of the Company w.e.f January 31, 2024. Mr. Makarand Date was appointed as an Executive Non-Independent Additional Director w.e.f January 25, 2024 and Executive Director and Managing Director w.e.f February 01, 2024. Thereafter members approval was obtained by way of Postal Ballot for his appointment as Executive Director and Managing Director on March 23, 2024.

DIRECTORS' ATTENDANCE RECORD FOR AUDIT COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2023-2024:

Name of Director	Audit Committee Meetings (ACM)			Nomination & Remuneration Committee Meetings (NRC)		
	Number of Meetings Held	Number of Meetings Attended	Position Held	Number of Meetings Held	Number of Meetings Attended	Position Held
a) Mr. Masahiko Nakagawasai*	5	5	Member	-	-	-
b) Mr. Makarand Date*	2	2	Member	-	-	-
c) Mr. Naoki Hatayama	-	-	-	4	4	Member
d) Mr. Prashant Asher.	7	7	Member	4	4	Member
e) Ms. Bhumika Batra	7	7	Chairperson	4	4	Chairperson
f) Mr. Abhijeet Bhagwat	7	7	Member	-	-	-

***Mr. Masahiko Nakagawasai has resigned as a Managing Director of the Company w.e.f January 31, 2024 and Mr. Makarand Date has been appointed as a member of Audit Committee w.e.f January 25, 2024**

AUDIT COMMITTEE:**Terms of References of the Audit Committee:**

The Terms of Reference of the Audit Committee of your Company are in accordance with the Section 177 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Regulation 18 read with Part C of Schedule II of the Listing Regulations, which inter alia include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. reviewing with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013,
 - b) changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management,
 - d) significant adjustments made in the financial statements arising out of audit findings
 - e) compliance with listing and other legal requirements relating to financial statements
 - f) disclosure of any related party transactions
 - g) modified opinion(s) in the draft audit report
5. reviewing, with the management, examine the quarterly, limited review and auditors' report before submission to the Board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties
9. scrutiny of inter-corporate loans and investments
10. valuation of undertakings or assets of the listed entity, wherever it is necessary
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity

or a failure of internal control systems of a material nature and reporting the matter to the board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower policy
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
23. Review of Information by the Audit Committee :
 - (1) Management discussion and analysis of financial condition and results of operations;
 - (2) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (3) Internal audit reports relating to internal control weaknesses;
 - (4) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - (5) Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition of the Committee etc.:

The Audit Committee consists of three non- executive independent directors and one executive director (Managing Director) of the Company. It consists of Ms. Bhumika Batra (Chairperson), Mr. Prashant Asher, Mr. Abhijeet Bhagwat and Mr. Makarand Date. Mr. Makarand Date has been appointed as a member of Audit Committee w.e.f February, 1 2024 in place of Mr. Masahiko Nakagawasai who had resigned from the directorship w.e.f. January 31, 2024.

All the members are financially literate and at least one member has accounting or related financial management expertise.

The representatives of Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings.

Number & Date of the Meetings Held : The Audit Committee met 7 (Seven) times in the year on June 13, 2023, October 07, 2023, November 27, 2023, December 16, 2023, December 30, 2023, February 13, 2024, and 29th March, 2024. The Audit Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 29th December 2023. The Company Secretary of the Company also acts as the Secretary to this Committee. The attendance of the committee members is mentioned above in this report. The Audit Committee inter alia reviews on quarterly basis the reports submitted by Internal Auditors, Unaudited and Audited Financial Results and also reviews the matters falling within the scope of the committee as defined by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE:

Terms of References Nomination & Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee include the matters specified under Listing Regulations as well as those in Section 178 of the Companies Act, 2013 and inter-alia includes the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (a) use the services of an external agencies, if required
 - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (c) consider the time commitments of the candidates
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. Devising a policy on Board diversity;
- v. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vii. Formulation of policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management involving a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals and recommend to the board, all remuneration, in whatever form, payable to senior management

Composition of the Committee etc.:

The Committee consists of three Non-Executive Directors, and two of these directors are Independent Directors. This committee consisted of Ms. Bhumika Batra (Chairperson) and Mr. Prashant Asher and Mr. Naoki Hatayama. The attendance of the committee members is mentioned above in this report and the remuneration paid to the Directors is provided in this report.

Number & Date of the Meetings Held : The Nomination and Remuneration Committee met 4 (Four) times in the year on June 13, 2023, November 09, 2023, November 27, 2023 and January 25, 2024. The Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 29th December 2023.

Remuneration Policy: Remuneration policy adopted by the Committee has been given separately as an Annexure- A to the Directors Report and also available on website <https://www.sharpindialimited.com/Nomination-and-Remuneration-Policy.pdf> of the company.

Performance Evaluation criteria for all Directors:**i. Qualifications of Director:**

A director shall possess appropriate skills, experience and knowledge in one or more fields of engineering, finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

ii. Positive attributes of Directors:

A director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

iii. Independence of Independent Directors:

An Independent director should meet the requirements of the Companies Act, 2013 and rules made thereunder along with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 concerning independence of directors."

NON – EXECUTIVE DIRECTORS' MATERIAL PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY:

There have been no transactions or pecuniary relationships between the company and its Non-Executive and/or Independent directors during the financial year 2023-2024. No payment other than the sitting fees was made to any of the Non- Executive Independent Directors. None of the directors holds any shares in the company.

REMUNERATION TO DIRECTORS & CRITERIA FOR MAKING PAYMENTS TO EXECUTIVE & NON – EXECUTIVE DIRECTORS:

The details of the remuneration for the financial year 2023-24 of directors and relationship, if any are given in the following table: (All amounts in Lakhs)

Table 2				
Name of the	Relationship With other Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Total (Rs.)
Mr. Masahiko Nakagawasai	None	0.00	16.9	16.9
Mr. Makarand Date	None	0.00	8.26	8.26
Mr. Naoki Hatayama	None	0.00	0.00	0.00
Mr. Prashant Asher	None	4.95	0.00	4.95
Ms. Bhumika Batra	None	4.95	0.00	4.95
Mr. Abhijeet Bhagwat	None	3.20	0.00	3.20
Mr. Masao Terada	None	0.00	0.00	0.00

The payments made to the Managing Director are in the nature of salary and perquisites as approved by the Nomination & Remuneration Committee, the shareholders and if required by the Central Government as required by the Companies Act, 2013 and other applicable regulations. No other benefits/stock options/bonuses, pensions are given to any of the Directors. There is no fixed component and performance linked incentive.

Mr. Masahiko Nakagawasai was re-appointed as Managing Director of Company w.e.f 16th November 2023 upto 15th February 2024. Mr. Masahiko Nakagawasai tender his resignation as Managing Director of Company w. e. f. 31st January, 2024. Mr. Makarand Date was appointed as Managing Director of Company w.e.f 1st February 2024 for the period of 3 (three) years.

The Company has not issued any stock options or any other convertible instruments to any of its Directors. The Company does not pay any remuneration to the non-executive independent directors except sitting fees. Rs. 20,000/- is paid as sitting fees for attending every Board Meeting & Audit Committee meeting, Rs. 10,000/- is paid for attending every nomination & remuneration committee meeting and Rs. 7,500/- is paid for attending every stakeholder's relationship and share transfer

committee meeting.

STAKEHOLDER'S RELATIONSHIP AND SHARE TRANSFER COMMITTEE:

Terms of reference of Stakeholders relationship and share Transfer Committee:

Committee is constituted in compliance with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Companies Act 2013 and inter-alia includes the following:

- Consider and resolve the grievances of security holders including complaints related to transfer / Transmission, non-receipt of Annual Report non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc .
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee handles redressal of shareholders' and investors' complaints and oversees transfer of shares as well.

The Committee consists of Mr. Prashant Asher (Chairman), Ms. Bhumika Batra and Mr. Makarand Date who was appointed as member of the committee w.e.f. 1st February, 2024 in place of Mr. Masahiko Nakagawasai who ceased as director w. e. f. 31st January, 2024. The Committee met 18 times during the year on 07.04.2023, 05.05.2023, 09.06.2023, 14.07.2023, 04.08.2023, 18.08.2023, 04.10.2023, 16.10.2023, 30.10.2023, 12.11.2023, 30.11.2023, 18.12.2023, 28.12.2023, 27.1.2024, 15.2.2024, 28.2.2024, 14.3.2024, 28.3.2024. All the members of the Committee were present for the all committee meetings held during the year.

All queries pertaining to non-receipt of annual reports, transfer of shares, duplicate share certificates, change of address, dematerialization, rematerialization of shares, etc, were resolved to the satisfaction of the shareholders/investors and there were no complaints received during of the financial year.

Mr. Prashant Asher, Independent Director is chairman of Committee and Mr. Srirang Mahabagwat, Company Secretary is Compliance Officer w.e.f December 11, 2024 in place of Mr. Chandarnil Belvalkar who had resigned the office of Company Secretary and Compliance Officer of the Company.

The Stakeholders Relationship and Share Transfer Committee has been delegated the powers to consider the transfer and transmission related issues etc. and meets to look after share transfer process and redressal of investor's complaints. M/s. Link Intime India Private Limited, Pune, the Registrar & Transfer Agents conduct the share transfer and related work.

Disclosure of status during the year of investor complaints:

- Number of shareholders' complaints received during financial year: 0
- Number of shareholders' complaints solved to the satisfaction of shareholders: 0
- Number of pending shareholders' complaints: 0

PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE CLOSE OF PREVIOUS FINANCIAL YEAR:

Mr. Sunil Sane, Chief financial officer and Mr. Chandranil Belvalkar, Company Secretary were under senior management till 09th November, 2023. The Company has appointed Mr. Srirang Mahabagwat as Company Secretary w.e.f December 11, 2023 and Mr. Jaideep Palsule as Chief Financial Officer w.e.f January 25, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS :

A separate chapter on Management Discussion & Analysis is incorporated in the Annual Report.

DETAILS OF GENERAL BODY MEETINGS FOR LAST THREE YEARS:

Financial Year	Date	Time	Venue
March 31, 2021	September 29, 2021	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2022	December 28, 2022	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2023	December 29, 2023	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216

Special Resolutions during last three years:

The Company has not passed any Special Resolution in the Annual General Meetings held during last three years.

Resolutions passed by way of Postal Ballot held during the Financial Year 2023-24

The Company has passed following resolutions by way of a Postal Ballot during the Financial Year 2023-24 –

- Approval of members for appointment of Mr. Masao Terada as Non-Executive Director of the Company on April 14, 2023;
- Approval of members for appointment of Mr. Makarand Date as Executive Director of the Company on March 23, 2024;
- Approval of members for appointment of Mr. Makarand Date as Managing Director of the Company on March 23, 2024.

Three Special Resolutions are proposed to be transacted in the ensuing Annual General Meeting.

For the preceding three Annual General Meetings and Postal Ballot, Mr. Sridhar G. Mudaliar, Partner of M/s. SVD and Associates was appointed as scrutinizer.

MEANS OF COMMUNICATION TO SHAREHOLDERS ETC.:

The Company has uploaded on its own website- www.sharpindialimited.com and BSE for the benefit of the various stakeholders like investors and public at large. The Shareholding Pattern, Unaudited and Audited Financial Results, Annual Reports, Whistle Blower Policy etc. Notices of General meetings, Voting results of the general meetings, etc. The quarterly unaudited results and audited yearly results are published generally in, Financial Express (English Daily) and Loksatta (Marathi daily). The shareholders can seek communication with the Company on the email address dedicated for investor communication- secretarial@sil.sharp-world.com

MD AND CFO CERTIFICATION

The Managing Director of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Chief Financial Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

ADDITIONAL INFORMATION TO SHAREHOLDERS

4. ANNUAL GENERAL MEETING:

Day & Date : Thursday 26th September 2024

Time : 12:00 Noon

Deemed Venue as meeting is held through VC :

Registered Office of the Company at,

Registered Office of the Company at, Gat No.686/4, Koregaon Bhima,

Tal. Shirur, Dist. Pune 412 216

5. FINANCIAL YEAR : April 01, 2023 to March 31, 2024

6. BOOK CLOSURE : The Books will be closed from Friday 20th September 2024 to Thursday 26th September 2024 (both days inclusive) as Annual Closure for the Annual General Meeting.

7. FINANCIAL CALENDAR -

(Tentative and subject to change)

: Results for quarter ending June 30, 2024 – second week of August 2024;

: Results for quarter and half-year ending September 30, 2024 – First week of November 2024;

: Results for quarter and nine months ending December 2024 – First week of February 2025;

: Results for the year ending March 31, 2025 - Last Week of May 2025.

8. LISTING ON STOCK EXCHANGES:

The shares of the Company are listed on BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001. (BSE Limited)

The Company has paid the Listing fees for the year 2023-2024 to BSE in the prescribed time.

9. STOCK CODE AND ISIN

Stock codes : BSE Limited: 523449

ISIN : **INE207B01011**

10. MARKET PRICE DATA:

The monthly High and Low prices of the Equity Shares of the Company quoted on the BSE Limited along with the monthly Sensex for the year 2023-24 is given below:

Table				
MONTH	HIGH (Rs.)	LOW (Rs.)	S & P BSE Sensex	
			High	Low
April 2023	81.90	48.15	61,209.46	58,793.08
May 2023	79.90	56.25	63,036.12	61,002.17
June 2023	62.98	54.55	64,768.58	62,359.14
July 2023	59.65	53.73	67,619.17	64,836.16
August 2023	58.39	49.03	66,658.12	64,723.63
September 2023	57.00	50.00	67,927.23	64,818.37
October 2023	54.39	45.20	66,592.16	63,092.98
November 2023	59.00	47.00	67,069.89	63,550.46
December 2023	69.09	54.32	72,484.34	67,149.07
January 2024	71.29	59.43	73,427.59	70,001.60
February 2024	61.90	55.10	73,413.93	70,809.84
March 2024	73.80	63.80	74,245.17	71,674.42

11. REGISTRAR AND SHARE TRANSFER AGENTS AND SHARE TRANSFER SYSTEM:

Link Intime India Private Limited, are the Registrar and Share Transfer Agents of the Company (R& T Agents). They deal with all matters pertaining to transfers, transmissions, subdivisions and consolidation of Company's securities and also correspondence for holdings in Physical or Dematerialized form of shares and replying to investor queries. It may be noted that the requests for demat of shares should be made by the investors to their respective depository participants. There are no legal proceedings against the Company on any share transfer matter.

12. SHAREHOLDING PATTERN (as on March 31, 2024):

Category	No of Shares Held	Percentage to Total (%)
Promoters (Sharp Corporation, Japan)	1,94,58,000	75.00
Mutual Funds	1,700	00.00
Foreign Portfolio Investor	1,000	00.00
Key Managerial Person	0	00.0
Individuals up to Rs. 2 Lacs	3061331	11.80
Individuals in excess of Rs. 2 Lacs	3046162	11.74
Non Resident Indians	54822	0.20
Bodies Corporate	128478	0.50
Limited Liability Partnership	1500	0.00
HUF	190807	0.76
Clearing Member	200	0.00
TOTAL	2,59,44,000	100.00

13. Distribution of Shareholding as on March 31, 2024:

Shareholding of Nominal Value of		Share		Share Amount	
Rs.	Rs.	Number of Sharehold-ers	% to Total	In Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)
1 - 5,000	10924	92.3649	13071630.00	5.0384	
5,001 - 10,000	398	3.3652	3380040.00	1.3028	
10,001 - 20,000	204	1.7249	3104940.00	1.1968	
20,001 - 30,000	78	0.6595	2006760.00	0.7735	
30,001 - 40,000	42	0.3551	1513760.00	0.5835	
40,001 - 50,000	48	0.4059	2345250.00	0.9040	
50,001 - 100,000	65	0.5496	4756860.00	1.8335	
100,001 and above	68	0.5750	229260760.00	88.3675	
TOTAL	11827	100	259440000.00	100	

14. Dematerialization:

The Company's Equity Shares are under compulsory dematerialized (demat) mode of trading as on March 31, 2024, shares in dematerialized form accounted for 97.13 % of total equity shares.

15. Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

16. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and their likely impact on Equity:

There are no outstanding GDRs / ADRs /Warrants or other instruments.

17. Commodity Price Risk or foreign Exchange Risk and hedging activities:

Company has internal policy for management of foreign exchange risks and open foreign currency is hedged based on policy laid down and the directives of the Managing Director and Chief Financial Officer. The details of the foreign currency exposure are disclosed in the financial statements.

18. M/s. G. D Apte & Co, Chartered Accountants (Firm Registration No. 100 515W) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

(Rs in Lakhs)

Particulars	Amounts
Services as Statutory Auditors	
Audit fees	10.00
Limited Review Report	3.00
Total	13.00

Note: The auditors be reimbursed out of pocket expenses incurred during the course of Audit.

19. **Plant Location:** Gat No.686/4., Koregoan Bhima, Taluka: Shirur, District: Pune – 412 216

17. Address for Investor Correspondence:

- 1) Secretarial Department,
Sharp India Limited,
Gat No.686/4, Koregaon Bhima,
Tal. Shirur, Dist. Pune 412 216
Phone No. (02137) 252417
Fax No. (02137) 252453
Email: secretarial@sil.sharp-world.com
 - 2) Link Intime India Private Limited
Registered office address:
C-101, 247 Park, L B S Marg,
Vikhroli (West)
Mumbai 400083.
- Pune Branch office:
202, 2nd Floor Akshay Complex,
Off. Dhole Patil Road, Near Ganesh Mandir,
Pune- 411 001
Tel: (020) 26161629
Fax: No.(020)- 2616 3503
E-mail: pune@linkintime.co.in

OTHER DISCLOSURES:

- (1) There are no significant related party transactions made by the Company of material nature, with its directors or their relatives, the management or any relative of the Senior Management personnel that may have potential conflict with the interests of the Company.
- (2) The Code of Conduct for Board Members and the Senior Management Personnel of the Company is circulated and it is available on website of Company <https://www.sharpindialimited.com>
- (3) There has been no instance of penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital market, during the last three years, other than the following:

the non-compliance and penalties provided under regulation 17 and 33 of SEBI

- a. During the financial year 2020-2021, the penalty of Rs 9,20,000 was imposed on Company for non-Compliance under regulation 17 (1) (c) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 for composition of Board of Directors. The Company Complied with the said regulation w.e.f October 02, 2020 and on application the said fine was waived off by BSE Limited.

- b. The Company has approved its financial statements for the quarter and year ended March 31, 2021 in the Board Meeting dated August 16, 2021 and the same have been submitted to the Stock Exchange on August 16, 2021, financial statements for the quarter ended June 30, 2021 in the Board Meeting dated October 25, 2021 and the same have been submitted to the Stock Exchange on October 25, 2021 and for financial statements for the quarter ended September 30, 2021 in the Board Meeting dated December 03, 2021 and submitted to Stock Exchange December 03, 2021 Consequently, BSE Ltd imposed fine of Rs.277300/- (Inclusive of GST @ 18%) against which Company has received letter of waiver vide email dated October 25, 2021 (For financial results of March 31, 2021), , BSE Ltd vide letter dated September 14, 2021 has imposed fine of Rs.413000/- (Inclusive of GST @ 18%) against which company has received letter of waiver vide email dated March 07, 2022 For financial results of September 30, 2021) and has imposed fine of Rs.106200 (Inclusive of GST @ 18%) (For financial results of December 31, 2021) respectively.
- c. During the financial year 2022-2023, Company has approved its financial statements for the quarter and year ended March 31, 2022 in the Board Meeting dated November 23, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 10,44,300/- (Inclusive of GST @ 18%). The financial results for the quarter ended June 30, 2022 in the Board Meeting dated December 03, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 6,43,100/- (Inclusive of GST @ 18%). The financial results for the quarter and half year ended September 30, 2022 in the Board Meeting dated December 22, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 2,24,200/- (Inclusive of GST @ 18%). The Company has paid /adjusted above mentioned fine amount towards the credit balance available with BSE Limited.
- d. During the financial year 2022-2023, The Company held Board meetings dated November 23, 2022, December 03, 2022 and December 22, 2022 at shorter notice/ intimation to Stock Exchange. The BSE Limited has imposed fine of Rs. 11,800/- (Inclusive of GST @ 18%) for Board Meeting dated November 23, 2022 and December 03, 2022 and Company has paid the fine.
- e. During the financial year 2022-2023, BSE Limited imposed fine of Rs 94,400 /- (Inclusive of GST @ 18%) for non- submission of Annual Report 2021 -2022 in time as prescribed. Listed entity had obtained extension of time for holding the Annual General meeting for FY 2021-22 for two months (i.e upto November 30, 2022) vide ROC approval letter dated September 15, 2022 and further one month (i.e upto December 31, 2022) vide ROC approval dated November 30, 2022 and the Annual report was submitted to the stock exchange on December 05, 2022 that is before 25 days of the Annual general meeting held on December 29, 2022. Accordingly based on the representation of Company, BSE vide letter dated March 13, 2023 withdrawn the fine levied.
- f. During the financial year 2022-2023, as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, as the financial results for two consecutive quarters ended March 31, 2022 and June 30, 2022 were not submitted in prescribed time, the script of the Company was shifted to "Z" category by BSE Limited for the period from October 25, 2022 to December 25, 2022. On submission of before mentioned financial results The script was moved out of "z" category with effect from December 26, 2022.

As per provision of Regulation 33(3)(a) and 33(3)(d) of SEBI (LODR) there were a delay in submission of financial results for following quarters and the Company paid necessary fine as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023:

- a) audited financial results along with audited report of statutory auditors for quarter and financial year ended on March 31, 2023 by 181 days consequently the Company paid fine of Rs. 2,40,000/- plus GST to the stock exchange;
- b) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on June 30, 2023 by 123 days consequently the Company paid fine of Rs. 2,45,000/- plus GST to the stock exchange and
- c) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on September 30, 2023 by 33 days upto the date of suspension consequently the Company paid fine of Rs. 1,45,000/- plus GST to the stock exchange.

As per provision of Regulation 29(1)(a) of SEBI (LODR) there were following delay in intimation to the stock exchange about the dates of Board Meetings:

- a) November 27, 2023 in which financial results for quarter and financial year ended on March 31, 2023 were approved by shortfall of 4 days;
 - b) December 16, 2023 in which financial results for quarter ended on June 30, 2023 were approved by shortfall of 5 days and
 - c) December 30, 2023 in which financial results for quarter ended on September 30, 2023 were approved by shortfall of 5 days.
Listed entity had not submitted the financial statements for the two consecutive quarters ended on March 31, 2023 and June 30, 2023 consequently:
 - a) Entire shareholding of the promoters was frozen w.e.f. August 03, 2023;
 - b) The script of the listed entity was shifted to "Z" category by BSE Limited w.e.f. October 30, 2023 and
 - c) Trading of securities suspended w.e.f. December 18, 2023.
- (4) Company has adopted and implemented the Whistle Blower Policy. The same has been posted on the website of the Company- [www.sharpindia https://www.sharpindialimited.com/Whistle-Blower-Policy.pdf](https://www.sharpindialimited.com/Whistle-Blower-Policy.pdf). No personnel has been denied access to the Audit Committee.
- (5) The Policy on Related Party Transactions has been posted on the website of the Company - <https://www.sharpindialimited.com/Related-Party-Transaction-policy-2022.pdf>
- (6) Commodity Price Risk & Commodity Hedging Activities: Company has internal policy for management of foreign exchange risks and open foreign currency is hedged based on policy laid down and the directives of the Managing Director and Chief Financial Officer. The details of the foreign currency exposure are disclosed in the financial statements.
- (7) The Company has complied with all mandatory requirements of Corporate Governance and it has adopted the following discretionary requirement of as specified in Part- E of Schedule- II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015: : (i) The Auditors have given modified opinion on the preparation of financial statements using the going concern assumption of the company for the year ended 31st March 2024 in its audit report. In this regard, an explanation has been provided in Directors' Report. (ii) Internal auditor directly reports to the Audit Committee.
- (8) The Company has complied with the Corporate Governance requirements and Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 relating to the dissemination of the information on the website of the Company.
- (9) A certificate has been received from SVD & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory

authority.

- (10) In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act"), the Company has formulated a Policy for prevention, prohibition and redressal of Sexual Harassment of Women at Workplace. All women employees (permanent, temporary, contractual and trainees), as well as any women visiting the Company's office premises are covered under the Policy. During the year under review, no complaint was filed pursuant to the said Act.
- (11) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable.
- (12) Where the Board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: Not applicable
- (13) Disclosure with respect to Demat suspense account / unclaimed suspense account:

Particulars	Number of shareholders	Number of equity shares
Aggregate Number of Shareholders and the outstanding shares in the Suspense Account at start of financial year	64	8114
Less: Number of Shareholders who approached the Company for transfer of shares from suspense account (which number is same as the shares transferred from suspense account during the year)	0	0
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at end of financial year	64	8114

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

During the reporting period Company has not given loan, advance in the nature of loans to the firms/Companies in which Directors are interested.

- (14) No such agreement/s were entered to be disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations.

AFFIRMATION OF COMPLIANCE OF CODE OF CONDUCT

The Board of Directors of the company has laid down a Code of conduct for all its Board Members and the Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel of the Company have affirmed compliance of the said Code of Conduct and I hereby confirm the same.

For Sharp India Limited

Makarand Date

Managing Director

DIN: 08363458

Date: August 13, 2024

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To,

The Members of Sharp India Limited

We have examined the compliance of conditions of Corporate Governance by Sharp India Limited CIN: L36759MH1985PLC036759 (hereinafter referred "the Company"), for the year ended on March 31, 2024 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 (Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that, this certificate is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SVD & Associates
Company Secretaries**

Meenakshi R. Deshmukh

Partner

FCS No. 7364

C P No. 7893

Place: Pune

Date: 13th August, 2024

Peer Review number: 669/2020

UDIN: F007364F000950086

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Sharp India Limited,
Gat No 686/4, Koregaon Bhima, Tal Shirur,
Pune-412216.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sharp India Limited** CIN- L36759MH1985PLC036759 (hereinafter referred to as "the Company") and having registered office at Gat No. 686/4, Tal- Sirurkoregaon Bhima, Pune - 412216, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary) and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2024** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Original date of appointment
1.	Mr. Prashant Khatau Asher	00274409	11/11/2014
2.	Ms. Bhumika Batra	03502004	11/11/2014
3.	Mr. Naoki Hatayama	08390564	02/04/2019
4.	Mr. Abhijeet Dilip Bhagwat	01981922	02/10/2020
5.	*Mr. Masahiko Nakagawasai	05274985	02/10/2020
6.	Mr. Masao Taizo Terada	10039923	03/03/2023
7.	#Mr. Makarand Vinayak Date	08363458	25/01/2024

Note:

* Mr. Masahiko Nakagawasai resigned as a Director w.e.f. January 31, 2024.

Mr. Makarand Date was appointed as an Additional Director w.e.f. January 25, 2024 and subsequently designated as Managing Director w.e.f. February 1, 2024 for a period of three years.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates
Company Secretaries

Meenakshi R. Deshmukh
Partner
FCS No. 7364
C P No. 7893

Place: Pune
Date: 13th August, 2024

Peer Review number: 669/2020
UDIN: F007364F000950009

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHARP INDIA LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Sharp India Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of the material accounting policies and other explanatory information. (Herein after referred to as 'financial statements')

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the basis of qualified opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2024, and its net losses and other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified opinion

We draw your attention to Note No. 33 to the financial statements which states that the Company has ceased business operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,785.32 Lakhs for the year ended March 31, 2024 and accumulated losses aggregate to Rs. 14,729.05 Lakhs as of March 31, 2024. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the management considers the going concern assumption as appropriate in view of certain service agreements with group companies and continued financial and operational support from the holding company.

Significant time has been elapsed after cessation of the production activity and in the absence of Board approved business plan and scheme of revival, the impact on the financial statements which have been prepared by the management under the going concern assumption, cannot be ascertained.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matters

We draw attention to Note No. 36 to the financial statements which states that there was a delay in the submission of results of the Company for quarter and half year ended September 30, 2023, due to delay in filing of results quarter and financial year ended March 31, 2023, and quarter ended June 30, 2023. This has resulted in attracting the consequential fines under SEBI Regulations and shifting of the scrip of the Company by stock exchange in 'Z' group (non-compliant companies), freezing the shareholding of the promoters and suspension of trading in shares on the stock exchange and subsequent application by the company for revocation of suspension on which further communication from the Bombay Stock Exchange is awaited.

Our opinion is not modified in respect of the above matter.

Key audit matters

Key audit matters are those matters that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matters described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement,

whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless Law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of

section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a. We have sought and except as described in the Basis for Qualified Opinion Section above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b. In our opinion, and except as described in the Basis for Qualified Opinion section above, proper books of account as required by Law have been kept by the Company so far as it appears from our examination of those books;
 - c. The financial Statements dealt with by this report are in agreement with the books of account;
 - d. In our opinion except as described in the Basis for Qualified Opinion section above, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g. As required by section 197(16) of the Act, based on our examination of the books of account of the Company, we report that the Company has paid/provided for managerial remuneration in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position as at March 31, 2024 - Refer Note No. 15 & 30 to the financial statements,
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2024;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024;
 - iv. The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (Refer Note No. 34 to the financial statements)

- v. The management has represented that to the best of its knowledge or belief, no funds have been received by the company from any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (Refer Note No. 34 to the financial statements)
- vi. Based on the audit procedures considered reasonable and appropriate in the circumstances carried out by us, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) & (ii) of Rule 11(e), (as mentioned in point No. (iv) & (v) above), contain any material misstatements.
- vii. The company has not declared or paid any dividend during the year and as such the compliance of section 123 of the Act has not been commented upon.
- viii. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording

audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN: 24103483BKDZTS5062

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 29, 2024

Annexure A referred to in Paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of the Sharp India Limited for the year ended March 31, 2024

In terms of the information and explanations sought by us and given by the Company and on the basis of our examination of the books of accounts and records of the company in the normal course of audit and to the best of our knowledge and belief, we report that:

- i.
 - a) (A) The company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipment.
 - (B) The company is maintaining proper records showing full particulars of Intangible assets.
 - (b) The management of the Company has physically verified its property, plant and equipment during the year wherein no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
 - (c) According to the information and explanations given to us by the management, and on the basis of examination of the records of the company, the title deeds of the immovable properties (other than the immovable properties where the company is lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held as under:

Description of the property	Gross Carrying Value as at 31st March 2024 (Rs. Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Factory land at Gat No. 686 / 1, 3A, 4, 6A, 8A, 10A Korgaon Bhima	19.31	Kalyani Sharp India Limited	--	Since 2005	Registration of the land post change in the name of the Company after change in the management is pending.

- (d) The Company has not revalued its property, plant and equipment or intangible assets during the year.
 - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii.
 - (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. There were no discrepancies of 10% or more in the aggregate for each class of the inventory noticed during physical verification of the inventory. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its inventory.
 - (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, reporting under this clause is not applicable.

- iii. The Company has not made any investments, granted loans or advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii) of the Order are not applicable to the Company.
- iv. The company has not granted any loans, guarantees and securities given or made any investments where the provisions of section 185 and 186 of the Act are applicable. As such reporting under clause 3 (iv) of the order is not applicable to the company.
- v. The company has not accepted any public deposits and amounts deemed to be deposits as per the section 73 of Companies Act and rules made thereunder. Further the Company has not accepted any deposits before the commencement of the Act. As such provisions of 74, 75 & 76 are not applicable to the Company. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the report for FY 2022-23 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.
 - (a) The company is generally regular in depositing the undisputed statutory dues including goods and service tax, provident fund, Labour welfare fund, profession tax, income tax, Cess and other material statutory dues as applicable with appropriate authorities. We further report that there were no undisputed statutory dues as at the last day of the financial year which were outstanding for a period of more than six months from the date, they became payable.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues in respect of provident fund, Labour welfare fund, profession tax, income tax, goods and services Tax, Cess and other material statutory dues as applicable with appropriate authorities referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. There are no transactions, which were not recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
 - (a) The company has not defaulted in repayment loans or borrowings or in the payment of interest thereon to any lender during the year.
 - (b) According to the information and explanations given to us and on the basis of examination of books of account and other records of the company and representations received from the management of the company, we report that the company has not been declared to be a wilful defaulter by any bank, financial institution or other lender.
 - (c) According to the information and explanations given to us and on the basis of overall examination of books of account and other records of the company, the term loans have been applied for the purposes for which they were obtained.
 - (d) According to the information and explanations given to us and on the basis of overall examination of books of account and other records of the company, we report that funds

amounting to Rs. 164.43 Lakhs raised on short term basis have been utilised for long term purposes.

- (e) The company does not have any subsidiaries, associates or joint ventures and as such reporting on the clause 3 (ix) (e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures is not applicable.
- (f) The company does not have any subsidiaries, associates or joint ventures and as such reporting on the clause 3 (ix) (f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies is not applicable.
- x. (a) During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). As such, reporting under clause 3(x)(a) is not be applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures. Accordingly, reporting under clause 3(x)(b) of the order is not applicable.
- xi. (a) Based on our examination of books and records and according to information and explanations given to us, no material frauds by the Company or on the Company have been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us and on the basis of examination of records of the company, there were no complaints of whistle-blower received during the year by the Company.
- xii. The Company is not a Nidhi Company within the meaning of Section 406 of the Act. As such, reporting under clause 3 (xii) (a) to (c) is not applicable.
- xiii. Based on the audit procedures performed, we report that the transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details as required by the applicable Indian Accounting Standards have been disclosed in the Financial Statements.
- xiv. (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal audit of the company for the period under audit have been considered by us during the course of our audit.
- xv. Based upon the audit procedures performed by us and according to the information and explanations given to us, we report that the Company has not entered into any non-cash transactions of the nature as described in Section 192 of the Act.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3 (xvi) (b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us and based on the representation received from the manage-

ment, we report that there is no core investment company within the group.

- xvii. The Company has incurred cash losses of Rs. 1,768.44 Lakhs in the current financial year FY 2023-24 and of Rs. 1,558.83 Lakhs during immediately preceding financial year FY 2022-23.
- xviii. There has been no resignation of the statutory auditors of the company during the year and accordingly reporting under clause 3 (xviii) is not applicable.
- xix. As referred in "Basis for Qualified opinion" section in our main report and as disclosed in Note No. 33 & 35 to the financial statements and other information accompanying the financial statements which also include the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, significant time has been elapsed after cessation of the production activity and in absence of Board approved business plan and scheme of revival, the impact on the financial statements which have been prepared by the management under going concern assumption, cannot be ascertained and we are unable to opine whether any material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3 (xxi) is applicable in respect of audit of consolidated financial statements. As such not applicable for the reporting in standalone financial statements.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN: 24103483BKDZTS062

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 29, 2024

Annexure B referred to in Paragraph 2 (f) of the Independent Auditor's Report of even date to the members of the Sharp India Limited for the year ended March 31, 2024

Independent Auditor's Report on the internal financial controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to financial statements of Sharp India Limited ('the Company') as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Responsibilities of Management for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the guidance note and Standards on Auditing as specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls over financial reporting, issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls system with reference to financial statements of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely

detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified Opinion

According to the information and explanation given to us and based on our audit, we have identified material weakness stated below:

The company has prepared the financial statements for the year ended March 31, 2024 on a going concern basis as set out in Note No. 33 to the financial statements, though the Company has ceased its business operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,785.32 Lakhs for the year ended March 31, 2024 and its accumulated losses aggregate to Rs. 14,729.05 Lakhs as of March 31, 2024. However, the management has not put in place internal control system to prepare and review the business plans and scheme of revival in order to justify the going concern assumption.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to financial statements such that, there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be detected or prevented on a timely basis.

Qualified Opinion

In our opinion, except for the possible effects of the material weakness described in the Basis for Qualified Opinion para in relation to the going concern assumption on the achievement of objective of the control criteria, the Company has maintained in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as of March 31, 2024 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note issued by ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2024 and said material weakness has affected our opinion on the financial statements of the Company for the year ended on that date and we have issued a qualified opinion on the financial statements as mentioned in 'Basis for Qualified Opinion' para of our Independent Auditor's report for the year ended on that date.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN: 24103483BKDZTS062

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 29, 2024

BALANCE SHEET AS AT MARCH 31, 2024
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No	As at March 31, 2024 (Rs. Lakhs)	As at March 31, 2023 (Rs. Lakhs)
ASSETS			
I. Non-current assets			
Property, plant and equipment	4	158.45	172.72
Intangible assets	4	0.40	0.53
Financial assets			
(i) Other financial assets	5	5.58	5.58
Deferred tax assets	7	-	-
Other non-current assets	8	-	-
Total non-current assets		164.43	178.83
II. Current assets			
Financial assets			
(i) Trade receivables	9	-	-
(ii) Cash and cash equivalents	10	161.63	79.53
(iii) Other financial assets	11	-	6.05
Other current assets	8	31.91	29.55
Current tax assets (net)	6	-	1.59
Total current assets		193.54	116.72
Total assets		357.97	295.55
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12 (a)	2,594.40	2,594.40
Other equity	12 (b)	(12,527.37)	(10,797.45)
Total equity		(9,932.97)	(8,203.05)
LIABILITIES			
I. Non Current liabilities			
Financial liabilities			
(i) Borrowings	13	-	-
(ii) Other financial liabilities	14	-	-
Provisions	15	-	-
Total non-current liabilities		-	-
II. Current liabilities			
Financial liabilities			
(i) Borrowings	13	10,005.25	8,251.64
(ii) Trade payables	16	-	-
Total outstanding dues of micro enterprises and small enterprises; and		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		41.56	27.62
(iii) Other financial liabilities	14	51.80	51.35
Provisions	15	90.96	99.82
Other current liabilities	17	101.36	68.17
Current tax liabilities (net)	6	0.01	-
Total current liabilities		10,290.94	8,498.60
Total liabilities		10,290.94	8,498.60
Total equity and liabilities		357.97	295.55

The accompanying notes are an integral part of these financial statements.
This is the balance sheet referred to in our report of even date.

For G.D. Apte & Co.
Firm Registration Number: 100 515W

For and on behalf of the Board of Directors of
Sharp India Limited

Santosh B. Rashinkar
Partner
Membership No. 103483

Makarand Date
Managing Director
DIN : 08363458

Bhumika Batra
Independent Director
DIN : 03502004

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Srirang Mahabagwat
Company Secretary
Membership No A 28750

Place : Pune
Date : May 29, 2024
UDIN : 24103483BKDZTS5062

Place : Pune
Date : May 29, 2024

Place : Pune
Date : May 29, 2024

Place : Pune
Date : May 29, 2024

Place : Pune
Date : May 29, 2024

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes No	For the year ended March 31, 2024 (Rs. Lakhs)	For the year ended March 31, 2023 (Rs. Lakhs)
Revenue from operations	18	-	2.63
Other income	19	4.40	4.14
Total income		4.40	6.77
Expenses			
Employee benefit expense	20	555.37	576.42
Finance costs	23	864.41	677.95
Depreciation, amortisation and impairment expense	21	16.88	15.97
Other expenses	22	353.06	311.23
Total expenses		1,789.72	1,581.57
Loss before tax		(1,785.32)	(1,574.80)
Income tax expense	24		
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the year		(1,785.32)	(1,574.80)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(1,785.32)	(1,574.80)
Loss per share			
Basic and Diluted	31	(6.88)	(6.07)

The accompanying notes are an integral part of these financial statements.

This is the statement of profit and loss referred to in our report of even date.

For G.D. Apte & Co.
Firm Registration Number: 100 515W

Santosh B. Rashinkar
 Partner
 Membership No. 103483

Place : Pune
 Date : May 29, 2024
 UDIN : 24103483BKDZTS5062

**For and on behalf of the Board of Directors of
 Sharp India Limited**

Makarand Date
 Managing Director
 DIN : 08363458

Place : Pune
 Date : May 29, 2024

Bhumika Batra
 Independent Director
 DIN : 03502004

Place : Pune
 Date : May 29, 2024

Jaideep A Palsule
 Chief Financial Officer
 Membership No 17208

Place : Pune
 Date : May 29, 2024

Srirang Mahabagwat
 Company Secretary
 Membership No A 28750

Place : Pune
 Date : May 29, 2024

STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Cash flow from operating activities		
Loss before tax	(1,785.32)	(1,574.80)
Adjustments for:		
Depreciation and amortisation expense	16.88	15.97
Liabilities no longer required written back	(1.32)	(0.35)
Interest income classified as investing cash flows	(0.36)	(0.24)
Gain on disposal of property, plant and equipment	(1.53)	(0.05)
Finance costs	864.41	677.95
Non-cash expense	42.58	34.80
Provisions no longer required written back	-	(3.50)
Changes in operating assets and liabilities		
(Increase)/Decrease in loans	-	-
(Increase)/decrease in other financial assets	6.05	0.61
(Increase)/decrease in other current and non-current assets	(44.95)	(34.65)
(Increase)/ decrease in trade receivables	(0.00)	4.43
Increase/ (decrease) in trade payables	10.60	(29.06)
Increase/(decrease) in other current financial liabilities	0.45	(1.56)
Increase/(decrease) in other current liabilities	34.50	(8.15)
Increase/(decrease) in provisions	(8.86)	26.98
Cash used in operations	(866.87)	(891.62)
Income tax (paid)/refund received	1.60	(0.66)
Net cash outflow from operating activities (A)	(865.27)	(892.28)
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	1.53	0.05
Payments for property, plant and equipment	(2.48)	(2.16)
Interest received	0.36	0.24
Net cash inflow from investing activities (B)	(0.59)	(1.87)
Cash flow from financing activities		
Interest paid on borrowings	(832.04)	(639.63)
Other interest paid	-	-
Proceeds from borrowings	1,780.00	1,420.00
Repayment of borrowings	-	-
Net cash inflow from financing activities (C)	947.96	780.37
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	82.10	(113.78)
Cash and cash equivalents at the beginning of the financial year	79.53	193.31
Cash and cash equivalents at the end of the year	161.63	79.53

The Company does not have any bank overdrafts repayable on demand that form an integral part of the cash management.

Accordingly, the amount of cash and cash equivalents in the cash flow statement above and as presented in the Balance sheet are the same.

This is the statement of cash flows referred to in our report of even date.

For G.D. Apte & Co.
Firm Registration Number: 100 515W

Santosh B. Rashinkar
Partner
Membership No. 103483

Place : Pune
Date : May 29, 2024
UDIN : 24103483BKDZTS5062

**For and on behalf of the Board of Directors of
Sharp India Limited**

Makarand Date
Managing Director
DIN : 08363458

Place : Pune
Date : May 29, 2024

Bhumika Batra
Independent Director
DIN : 03502004

Place : Pune
Date : May 29, 2024

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Place : Pune
Date : May 29, 2024

Srirang Mahabagwat
Company Secretary
Membership No A 28750

Place : Pune
Date : May 29, 2024

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in INR lakhs, unless otherwise stated)

A. Equity share capital

Balance as at April 01, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2022	Changes in equity share capital during the current year	Balance as at March 31, 2023
2,594.40	-	2,594.40	-	2,594.40
Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2023	Changes in equity share capital during the current year	Balance as at March 31, 2024
2,594.40	-	2,594.40	-	2,594.40

B. Other Equity

Particulars	Reserves and surplus		Equity Component on Loans as Compound Financials Instruments	Total
	Securities premium	Retained earnings		
Balance as at April 01, 2022	1,786.00	(11,368.93)	320.20	(9,262.73)
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance as at April 01, 2022	1,786.00	(11,368.93)	320.20	(9,262.73)
Profit for the year	-	(1,574.80)	-	(1,574.80)
Other Comprehensive Income (Net of taxes)	-	-	-	-
Total Comprehensive Income for the year	-	(1,574.80)	-	(1,574.80)
Fair Value Adjustments on Loans during the year	-	-	40.08	40.08
Balance as at March 31, 2023	1,786.00	(12,943.73)	360.28	(10,797.45)
Particulars	Reserves and surplus		Equity Component on Loans as Compound Financials Instruments	Total
	Securities premium	Retained earnings		
Balance as at April 01, 2023	1,786.00	(12,943.73)	360.28	(10,797.45)
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance as at April 01, 2023	1,786.00	(12,943.73)	360.28	(10,797.45)
Profit for the year	-	(1,785.32)	-	(1,785.32)
Other Comprehensive Income (Net of taxes)	-	-	-	-
Total Comprehensive Income for the year	-	(1,785.32)	-	(1,785.32)
Fair Value Adjustments on Loans during the year	-	-	55.40	55.40
Balance as at March 31, 2024	1,786.00	(14,729.05)	415.68	(12,527.37)

The accompanying notes are an integral part of these financial statements.

This is the statement of changes in equity referred to in our report of even date.

For G.D. Apte & Co.
Firm Registration Number: 100 515W

Santosh B. Rashinkar
Partner
Membership No. 103483

Place : Pune
Date : May 29, 2024
UDIN : 24103483BKDZTS5062

For and on behalf of the Board of Directors of
Sharp India Limited

Makarand Date
Managing Director
DIN : 08363458

Place : Pune
Date : May 29, 2024

Bhumika Batra
Independent Director
DIN : 03502004

Place : Pune
Date : May 29, 2024

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Place : Pune
Date : May 29, 2024

Srirang Mahabagwat
Company Secretary
Membership No A 28750

Place : Pune
Date : May 29, 2024

Note 1: General Information

Sharp India Limited ('the Company') was incorporated on July 5, 1985. The registered office of the company is located in at Gat. No. 686/4, Koregaon Bhima, Shirur, Pune, 412 216. The equity shares of the company are listed on Bombay Stock Exchange. The Company is principally engaged in the manufacture and sale of light emitting diode televisions ('LED TVs') and Air-conditioners ('ACs'). The Company also provides feasibility study services to group companies in India.

Sharp Corporation ('Sharp') incorporated in Japan, holds 75 per cent of the issued share capital of the Company. The Company has a technical collaboration with Sharp for the manufacture of 'LED TVs' and 'ACs'.

Refer Note 32 of the financial statements.

Note 2: Material accounting policies**(a) Basis of preparation***(i) Compliance with Ind AS*

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and comply in all material aspects with Indian Accounting Standards (Ind AS) as issued under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with rule 7 of the Companies (Accounts) Rules, 2014. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by the Securities and Exchange Board of India are also applied.

The accounting policies as set out below have been applied consistently to all years presented in these financial statements.

Amounts in the financial statements are presented in Indian Rupees in lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013 unless otherwise stated.

The Board of Directors have authorised these financial statements for issue on May 29, 2024.

(ii) Historical cost convention

The financial statements have been prepared on accrual and historical cost basis, except for the following:

- Defined benefit plans – plan assets measured at fair value.

(iii) Applicable Amendments from current financial year

The Ministry of Corporate Affairs (MCA) has vide notification dated 31 March 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain Indian Accounting Standards, and are effective 1 April 2023. These amendments are duly taken into consideration and do not have a material impact on the Company in the current and future periods.

(b) Cashflow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities based on the extent of information available.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(c) Current Vs. Non- Current Classification:

The Company presents assets and liabilities in the Balance Sheet based on Current/Non-current classification.

An asset is treated as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-current.

A liability is current when it is:

- a) Expected to be settled in normal operating cycle

- b) Held primarily for the purpose of trading
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

(d) Segment reporting

Ind AS 108 operating segment requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by the CODM to assess performance and allocate resource.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Company are identified as the Chief operating decision maker.

Refer note 32 for segment information presented.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

All foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income or other expenses as the case may be.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(f) Revenue recognition and Other Income

i) Sale of goods

The Company was engaged in manufacture and sale of a range of electronic items.

Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

A receivable is recognised when the goods are delivered, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company has however, not had any sale transactions during the current and previous reporting period.

ii) Services rendered

The Company provides feasibility study services to certain Sharp Group companies in India. Revenue from such services is recognised as and when services are rendered as per the terms of contract.

Revenue from services measured at fair value which is usually the transaction value net of goods and service tax.

iii) Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

(g) Income tax & Deferred Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated based on the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax

regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances based on either the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Refer Note 7 of the financial statements.

(h) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

The management periodically assesses using external or internal source, whether there is an indication that an asset may be impaired.

(i) Inventories

Raw materials and stores, packing material, work in progress, traded and finished goods

Raw materials and components, stores and packing material, work in progress and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Allowance is made to the carrying amount of inventory based on Management's assessment/technical evaluation and past experience of the Company taking into account its age, usability, obsolescence, expected realizable value etc.

(j) Financial assets

(i) Classification

The Company classifies its financial assets at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Recognition

Financial assets are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

(iii) Measurement

At initial recognition, the Company measures a financial asset at fair value. Subsequently these assets are measured at amortised

cost.

(iv) *Impairment of financial assets*

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 26 of financial statements on how the Company determines whether there has been a significant increase in credit risk.

(v) *Derecognition of financial assets*

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity neither has transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(k) **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(l) **Property, plant and equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives:

Particulars	Useful lives (in years)
Buildings	
- Factory	29.94
- Others	60
Plant and machinery	2-15
Furniture, fittings and equipment (including office equipment)	4-10
Computers	3-6
Vehicles	5

An item of Property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

The management has estimated, supported by independent assessment by professionals, the useful lives of certain Plant and machinery, Factory buildings, Moulds, jigs and fixtures, Vehicles and Office equipment as per table above, which are lower than those indicated in Schedule II.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income or other expenses as the case may be.

(m) Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. And Intangible assets are recorded at the consideration paid for acquisition.

(i) Computer software

Computer softwares are shown at historical cost and are subsequently carried at cost less accumulated amortization and impairment losses.

(ii) Amortization methods and periods

The Company amortizes computer software over a period of 6 years on Straight Line Basis.

(iii) Derecognition

An Intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

(n) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income/expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Long-term debt is specified in Ind AS Schedule III as a borrowing having a period of more than twelve months at the time of origination. The portion of non-current borrowings, which is due for payments within twelve months of the reporting date is classified under "current borrowings" while the balance amount is classified under non-current borrowings.

(o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(p) Provisions

Provisions for legal claims are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are discounted only if the impact of discounting is considered material.

However, a disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Commitments are future liabilities for contractual expenditure, classified and disclosed as estimated amount of contracts remaining to be extracted on capital account and not provided for.

(q) Employee benefits*(i) Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These are recognized on the basis of the actual obligations calculated and are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity and
- (b) defined contribution plans such as provident & pension fund, superannuation fund and employee deposit linked insurance scheme.

Gratuity obligations

The Company, on a prudent basis, accrues its gratuity obligations on the basis of actual liability using gross undiscounted basis. Accordingly, the changes in the gratuity obligations are recognized in profit or loss.

Refer Note 25 of the financial statements.

Defined contribution plans

The Company pays provident, pension, superannuation and employee deposit linked insurance scheme contributions to publicly administered provident & pension fund, contribution to superannuation fund and employee deposit linked insurance scheme as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

(r) Earnings/ (Loss) per share*(i) Basic earnings/ (loss) per share*

Basic earnings per share is calculated by dividing:

- the profit/(loss) attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) *Diluted earnings/ (loss) per share*

Diluted earnings/ (loss) per share adjusts the figures used in the determination of basic earnings/ (loss) per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Note 3: Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

1. Going concern

Refer Note 33 of the financial statements

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

1. Fair valuation measurement of unquoted financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 26 for further disclosures.

2. Events after the Reporting Period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

4 Property, plant and equipment and intangible assets

Particulars	Land - freehold	Factory buildings	Plant and machinery	Furniture fittings and equipment	Computers	Moulds, Jigs and Fixtures	Vehicles	Total	Intangible assets
Year ended 31 March 2023									
Gross Block									
Opening gross block	19.31	909.16	2,868.83	130.89	99.56	1,099.77	19.02	5,146.54	291.53
Additions	-	-	-	-	1.62	-	-	1.62	0.54
Deletions	-	-	-	0.10	0.93	-	-	1.03	-
Closing gross block	19.31	909.16	2,868.83	130.79	100.25	1,099.77	19.02	5,147.13	292.07
Accumulated depreciation/amortisation									
Opening accumulated depreciation/amortisation	-	753.52	2,857.00	130.69	99.54	1,099.77	19.02	4,959.54	291.47
Depreciation/amortisation and impairment charge during the year	-	13.35	2.06	0.11	0.38	-	-	15.90	0.07
Adjustment on account of asset sold/ Deletion	-	-	-	0.10	0.93	-	-	1.03	-
Closing accumulated depreciation/ amortisation	-	766.87	2,859.06	130.70	98.99	1,099.77	19.02	4,974.41	291.54
Closing Net Block	19.31	142.29	9.77	0.09	1.26	-	-	172.72	0.53
Year ended 31st March,2024									
Gross Block									
Opening gross block	19.31	909.16	2,868.83	130.79	100.25	1,099.77	19.02	5,147.13	292.07
Additions	-	-	-	1.30	1.18	-	-	2.48	-
Deletions	-	-	2.97	0.24	0.42	-	19.02	22.65	-
Closing gross block	19.31	909.16	2,865.86	131.85	101.01	1,099.77	-	5,126.96	292.07
Accumulated depreciation/amortisation									
Opening accumulated depreciation/amortisation	-	766.87	2,859.06	130.70	98.99	1,099.77	19.02	4,974.41	291.54
Depreciation/amortisation and impairment charge during the year	-	14.97	1.07	0.06	0.65	-	-	16.75	0.13
Adjustment on account of asset sold/ Deletion	-	-	2.97	0.24	0.42	-	19.02	22.65	-
Closing accumulated depreciation/amortisation	-	781.84	2,857.16	130.52	99.22	1,099.77	-	4,968.51	291.67
Closing net block	19.31	127.32	8.70	1.33	1.79	-	-	158.45	0.40

Note:

- The Company has assessed the recoverable amount of its property, plant and equipment and considering the value in use has made an impairment provision of Rs. 229.60 Lakhs in the year ended 31 March 2021.
- The title deeds of land at Koregaon Bhima are held in the erstwhile name of the company Kalyani Sharp India Ltd.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

5 Other financial assets - non current

Particulars	As at 31 March 2024	As at 31 March 2023
Security deposits		
- Unsecured Considered Good	5.58	6.84
- Doubtful		
Less: Loss Allowance for doubtful deposits	-	-
Less: Deposits written off	-	(1.26)
Total Non Current Other Financial Liabilities	5.58	5.58

6 Current tax asset / (liability) (net)

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	1.59	0.93
Add: Taxes paid/(refund received)	(1.60)	0.66
Less : Provision for Tax for the year	-	-
Total for current tax assets /(liabilities) (net)	(0.01)	1.59

7 Deferred tax asset

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. There are no items resulting in creation of deferred tax liabilities.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	163.51	41.16	206.33	53.65
Tax losses	12,122.22	3,051.16	10,905.62	2,835.46
	12,285.73	3,092.32	11,111.95	2,889.11

The tax losses expire progressively from FY 2024-25 (AY 2025-26) TO FY 2031-32 (AY 2032-33). The deductible temporary differences mainly consist of unabsorbed depreciation under the tax laws and do not expire under current tax legislation.

Tax losses carried forward

Tax losses for which no deferred tax asset was recognised expire as follows :

Particulars	As at 31 March 2024	As at 31 March 2023
Expire	9,516.26	8,357.83
Never expire	2,605.96	2,547.79
Total	12,122.22	10,905.62

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

The expiry dates are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
2023-24 (AY 2024-25)	-	508.57
2024-25 (AY 2025-26)	1,219.36	1,219.36
2025-26 (AY 2026-27)	713.75	713.75
2026-27 (AY 2027-28)	878.62	878.62
2027-28 (AY 2028-29)	1,085.79	1,085.79
2028-29 (AY 2029-30)	1,136.70	1,136.70
2029-30 (AY 2030-31)	1,257.46	1,265.16
2030-31 (AY 2031-32)	1,456.14	1,549.88
2031-32 (AY 2032-33)	1,768.44	-
Total	9,516.26	8,357.83

8 Other Non-Current and Current Assets

Non current portion -

Particulars	As at 31 March 2024	As at 31 March 2023
Balances with statutory/government authorities	226.48	183.90
Less: Provided for	(226.48)	(183.90)
Total other non-current assets	-	-

Current portion -

Particulars	As at 31 March 2024	As at 31 March 2023
Prepayments	16.96	29.55
Gratuity (excess of plan assets over obligations)	14.95	-
Total other current assets	31.91	29.55

9 Trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023
Trade receivables – Considered Good Secured	-	-
Trade receivables – Considered Good Unsecured	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade Receivables – Credit impaired	-	-
Less: Loss allowance	-	-
Total Trade Receivables	-	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Ageing for trade receivables as at March 31,2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 months -1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	
(i) Undisputed Trade receivables—considered good	-	-	-	-	-	-	-
(ii) Undisputed trade receivable-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivable-credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

Ageing for trade receivables as at March 31,2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 Months	6 months -1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	
(i) Undisputed Trade receivables—considered good	-	-	-	-	-	-	-
(ii) Undisputed trade receivable-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivable-credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables—which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

10 Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Balances with banks		
In current accounts	161.44	79.38
Cash on hand	0.19	0.15
Total cash and cash equivalents	161.63	79.53

11 Other financial assets - current

Particulars	As at 31 March 2024	As at 31 March 2023
Receivable from related parties (Refer note 29)	-	2.30
Other receivables	-	-
Security deposits (Current)	-	3.75
Total other financial assets - current	-	6.05

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note 12: Equity share capital and other equity

12 (a) Equity share capital

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Authorized share capital Equity shares of ₹ 10 each	4,00,00,000	4,000.00	4,00,00,000	4,000.00
Total	4,00,00,000	4000.00	4,00,00,000	4,000.00
Issued, subscribed and fully paid up Equity shares of ₹ 10 each	2,59,44,000	2,594.40	2,59,44,000	2,594.40
Total	2,59,44,000	2,594.40	2,59,44,000	2,594.40

(a) Reconciliation of the number of shares outstanding and the amount of share capital:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Balance at the beginning of the reporting year	2,59,44,000	2,594.40	2,59,44,000	2,594.40
Equity share capital issued during the year	-	-	-	-
Equity share capital bought back during the year	-	-	-	-
Balance at the end of the reporting year	2,59,44,000	2,594.40	2,59,44,000	2,594.40

Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Shares of the company held by holding/ultimate holding company

Name of the shareholder	31 March 2024	31 March 2023
	(No.)	(No.)
Sharp Corporation Japan - Holding company	1,94,58,000	1,94,58,000

(iii) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% holding	No. of shares	% holding
Sharp Corporation Japan	1,94,58,000	75.00%	1,94,58,000	75.00%

The Company has not issued any bonus shares and has not allotted any shares without payment being received in cash in 5 years immediately preceding year ended 31 March 2024.

(iv) Details of shareholding of Promoters

Name of the Promoter	As at 31 March 2024			As at 31 March 2023		
	Number of shares	% of total shares in the class	% of change during the year	Number of shares	% of total shares in the class	% of change during the year
Sharp Corporation Japan	1,94,58,000	75.00%	0.0%	1,94,58,000	75.00%	0.0%

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

12 (b) Other Equity

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Reserves and surplus		
Securities premium reserve	1,786.00	1,786.00
Retained earnings	(14,729.05)	(12,943.73)
Sub-total (a)	(12,943.05)	(11,157.73)
(b) Other equity		
Equity component - Fair value adjustment on loans	415.68	360.28
Sub-total (b)	415.68	360.28
Total other equity	(12,527.37)	(10,797.45)

(i) Securities premium reserve

Particulars	As at 31 March 2024	As at 31 March 2023
Balance as at the beginning and end of the year	1,786.00	1,786.00

(ii) Retained earnings

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	(12,943.73)	(11,368.93)
Net loss for the year	(1,785.32)	(1,574.80)
Closing Balance	(14,729.05)	(12,943.73)

(iii) Equity component - Fair value adjustment on loans

Particulars	As at 31 March 2024	As at 31 March 2023
Opening balance	360.28	320.20
Additions during the year	55.40	40.08
Closing Balance	415.68	360.28

Nature and purpose of other reserves

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Equity component - Fair value adjustment on loans

The fair value adjustment on loans from group companies at inception is recorded in Other equity in accordance with provisions of Ind AS 109.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

13 Borrowings

A. Non-current borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured		
Term Loans		
<i>From related parties (Refer Note 29)</i>		
Loan from holding company [Refer Note (a)]	1,584.11	1,584.11
Loan from fellow subsidiaries [Refer Note (b)]	1,925.98	1,927.40
Total non-current borrowings	3,510.09	3,511.51
Less : Current maturities of long-term debt	(3,510.09)	(3,511.51)
Non-current borrowings (as per balance sheet) *	-	-

B. Current borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured		
Term loans		
<i>From related parties (Refer Note 29)</i>		
Local currency loan from related parties (Refer note 29)		
Loan from holding company [Refer note (a)]	-	-
Loan from fellow subsidiaries [Refer Note (c)]	6,495.16	4,740.13
Total current borrowings	6,495.16	4,740.13
Current maturities of long-term debt [Refer Note (a) and (b)]	3,510.09	3,511.51
Total Current borrowings (as per balance sheet)	10,005.25	8,251.64

* See Note (iii) , (iv) and (v)

- The above amounts disclosed above are borrowings after IND AS fair value adjustments and includes accrued interest of Rs.59.14 Lakhs
- Borrowings are classified as Non-Current (Long-term debt) as specified in Ind AS Schedule III as borrowing having a period of more than twelve months at the time of origination. The portion of non-current borrowings, which is due for payments within twelve months of the reporting date is classified under "current borrowings" while the balance amount is classified under non-current borrowings

Note (a):

The Company has taken External Commercial Borrowings from Sharp Corporation, Japan, which have been withdrawn in 3 tranches as below :

Date of Withdrawals	As at March 31, 2024	As at March 31, 2023
06-Feb-13	600.00	600.00
15-Apr-13	650.00	650.00
19-Jul-13	334.11	334.11
Total Withdrawals	1,584.11	1,584.11

The loan carries a fixed interest of 6.90% per annum and is repayable after 4 years from the date of withdrawal.

During the current year, repayment date for External Commercial Borrowings taken from Sharp Corporation, Japan, has been extended to 31 December 2024.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note (b) : Current maturities of Long Term Borrowings from fellow subsidiaries

Particulars	As at March 31, 2024	As at March 31, 2023
Sharp Software Development India Private Ltd (Note i)	285.00	285.00
Sharp Business System India Private Ltd (Note ii)	285.00	285.00
Sharp Business System India Private Ltd (Note iii)	500.00	500.00
Sharp Business System India Private Ltd (Note iv)	570.00	570.00
Sharp Business System India Private Ltd (Note v)	300.00	300.00
Total Withdrawals	1,940.00	1,940.00

Note (c) : Current Borrowings from fellow subsidiaries

Particulars	As at March 31, 2024	As at March 31, 2023
Sharp Business System India Private Ltd (Note vi)	700.00	700.00
Sharp Business System India Private Ltd (Note vii)	700.00	700.00
Sharp Business System India Private Ltd (Note viii)	600.00	600.00
Sharp Business System India Private Ltd (Note ix)	600.00	600.00
Sharp Business System India Private Ltd (Note x)	760.00	760.00
Sharp Business System India Private Ltd (Note xi)	740.00	740.00
Sharp Business System India Private Ltd (Note xii)	680.00	680.00
Sharp Business System India Private Ltd (Note xiii)	370.00	-
Sharp Business System India Private Ltd (Note xiv)	430.00	-
Sharp Business System India Private Ltd (Note xv)	440.00	-
Sharp Business System India Private Ltd (Note xvi)	540.00	-
Total Withdrawals	6,560.00	4,780.00

amounts disclosed above are proceeds from borrowings and do not include fair value adjustments made.

Details and Terms & Conditions of Borrowings availed from fellow subsidiaries

- (i) Loan from Sharp Software Development India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at March 31, 2024	As at March 31, 2023
08-May-18	95.00	95.00
06-Jun-18	95.00	95.00
06-Jul-18	95.00	95.00
Total Withdrawals	285.00	285.00

The loan carries an interest of 9.10% per annum and is repayable after 3 years from the date of each withdrawal.

The loan has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

- (ii) Loan from Sharp Business System India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at March 31, 2024	As at March 31, 2023
06-Aug-18	95.00	95.00
06-Sep-18	95.00	95.00
04-Oct-18	95.00	95.00
Total Withdrawals	285.00	285.00

The loan carries an interest of 9.10% per annum and is repayable after 3 years from the date of each withdrawal. The loan has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

- (iii) Loan from Sharp Business System India Private Limited has been withdrawn in five tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
14-Dec-18	100.00	100.00
04-Jan-19	100.00	100.00
05-Feb-19	100.00	100.00
05-Mar-19	100.00	100.00
03-Apr-19	100.00	100.00
Total Withdrawals	500.00	500.00

The loan carries an interest of 9.10% per annum and is repayable after 3 years from the date of each withdrawal.

The loan has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

- (iv) Loan from Sharp Business System India Private Limited has been withdrawn in five tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
03-May-19	100.00	100.00
06-Jun-19	100.00	100.00
05-Jul-19	100.00	100.00
03-Aug-19	100.00	100.00
05-Sep-19	170.00	170.00
Total Withdrawals	570.00	570.00

The above loan carries an interest of 9.75% per annum and is repayable after 3 years from the date of each withdrawal.

The loan has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

- (v) Loan from Sharp Business System India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
04-Oct-19	100.00	100.00
05-Nov-19	100.00	100.00
06-Dec-19	100.00	100.00
Total Withdrawals	300.00	300.00

The above loan carries an interest of 9.45% per annum and is repayable after 3 years from the date of each withdrawal.

The loan has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

- (vi) Loan from Sharp Business System India Private Limited has been withdrawn in four tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
13-Dec-19	300.00	300.00
06-Jan-20	100.00	100.00
05-Feb-20	100.00	100.00
04-Mar-20	200.00	200.00
Total Withdrawals	700.00	700.00

The above loan carries an interest of 9.00% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

During the year, the above loan has been further extended for a period of one year.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

- (vii) Loan from Sharp Business System India Private Limited has been withdrawn in six tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
26-May-20	150.00	150.00
29-Jun-20	150.00	150.00
06-Jul-20	100.00	100.00
04-Sep-20	100.00	100.00
23-Sep-20	100.00	100.00
22-Oct-20	100.00	100.00
Total Withdrawals	700.00	700.00

The above loan carries an interest of 8.40% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

- (viii) Loan from Sharp Business System India Private Limited has been withdrawn in six tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
27-Nov-20	100.00	100.00
28-Dec-20	100.00	100.00
27-Jan-21	100.00	100.00
26-Feb-21	100.00	100.00
24-Mar-21	100.00	100.00
06-Apr-21	100.00	100.00
Total Withdrawals	600.00	600.00

The above loan carries an interest of 8.00% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

- (ix) Loan from Sharp Business Systems India Private Limited has been withdrawn in five tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
12-May-21	80.00	80.00
11-Jun-21	110.00	110.00
05-Jul-21	110.00	110.00
05-Aug-21	110.00	110.00
05-Sep-21	190.00	190.00
Total Withdrawals	600.00	600.00

The above loan carries an interest of 8.00% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

- (x) Loan from Sharp Business Systems India Private Limited has been withdrawn in six tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
13-Oct-21	110.00	110.00
03-Nov-21	140.00	140.00
03-Dec-21	90.00	90.00
05-Jan-22	100.00	100.00
03-Feb-22	100.00	100.00
03-Mar-22	220.00	220.00
Total Withdrawals	760.00	760.00

The above loan carries an interest of 8.00% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(xi) Loan from Sharp Business Systems India Private Limited has been withdrawn in six tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
21-Apr-22	120.00	120.00
06-May-22	100.00	100.00
06-Jun-22	110.00	110.00
06-Jul-22	110.00	110.00
05-Aug-22	100.00	100.00
06-Sep-22	200.00	200.00
Total Withdrawals	740.00	740.00

The above loan carries an interest of 8.00% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.00 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.40 % per annum and is repayable in 1 year.

(xii) Loan from Sharp Business Systems India Private Limited has been withdrawn in six tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
14-Oct-22	100.00	100.00
07-Nov-22	100.00	100.00
06-Dec-22	100.00	100.00
06-Jan-23	100.00	100.00
04-Feb-23	100.00	100.00
04-Mar-23	180.00	180.00
Total Withdrawals	680.00	680.00

The above loan carries an interest of 8.70% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

The loan previously carried an interest rate of 8.70 % per annum and was repayable after 1 year. After the rollover during the year, the interest rate was revised to 9.55 % per annum and is repayable in 1 year.

(xiii) Loan from Sharp Business Systems India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
05-Apr-23	130.00	-
02-May-23	120.00	-
05-Jun-23	120.00	-
Total Withdrawals	370.00	-

The above loan carries an interest of 9.40% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(xiv) Loan from Sharp Business Systems India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
04-Jul-23	130.00	-
02-Aug-23	120.00	-
04-Sep-23	180.00	-
Total Withdrawals	430.00	-

The above loan carries an interest of 9.50% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

(xv) Loan from Sharp Business Systems India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
04-Oct-23	160.00	-
03-Nov-23	130.00	-
05-Dec-23	150.00	-
Total Withdrawals	440.00	-

The above loan carries an interest of 9.55% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

(xvi) Loan from Sharp Business Systems India Private Limited has been withdrawn in three tranches as below:

Date of Withdrawals	As at 31 March 2024	As at 31 March 2023
03-Jan-24	160.00	-
05-Feb-24	130.00	-
05-Mar-24	250.00	-
Total Withdrawals	540.00	-

The above loan carries an interest of 9.55% per annum, repayable after 1 year from the date of each withdrawal and has been fair valued at the benchmark market rate of interest prevailing at the time the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for this loan.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Net debt reconciliation

This section sets out an analysis of net debt and the movements of net debt for each of periods presented. Also, refer to the cash flow statement for cash flows.

Particulars	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents	161.63	79.53
Borrowings		
- Current borrowings	(10,005.25)	(8,251.64)
- Non-current borrowings including interest accrued	-	-
Net debt	(9,843.62)	(8,172.11)

Particulars		Liabilities from financing activities	Total
	Cash and cash equivalents	Borrowings	
Net debt as at 1 April 2022	193.31	(6,833.40)	(6,640.09)
Cash flows	(113.78)	-	(113.78)
Interest expense	-	(677.95)	(677.95)
Interest paid	-	639.63	639.63
Proceeds from loans	-	(1,420.00)	(1,420.00)
Repayment of loans	-	-	-
Non-cash movement - Fair value adjustments	-	40.08	40.08
Net debt as at 31 March 2023	79.53	(8,251.64)	(8,172.11)

Particulars		Liabilities from financing activities	Total
	Cash and cash equivalents	Borrowings	
Net debt as at 1 April 2023	79.53	(8,251.64)	(8,172.11)
Cash flows	82.10		82.10
Interest expense	-	(864.41)	(864.41)
Interest paid	-	832.04	832.04
Proceeds from loans	-	(1,780.00)	(1,780.00)
Non-cash movement - Fair value adjustments	-	55.40	55.40
Other Non Cash Movement	-	3.35	3.35
Net debt as at 31 March 2024	161.63	(10,005.25)	(9,843.62)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

14 Other Financial Liabilities - Non- Current & Current

Particulars	As at 31 March 2024	As at 31 March 2023
Non-current	-	-
Current		
Employee benefits payable	51.80	51.35
	51.80	51.35
Total other financial liabilities	51.80	51.35

15 Provisions - Current & Non Current

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-current	Current	Non-current
Provisions for dues under dispute [Refer note below]	20.80	-	20.80	-
Provision for employee benefits				
Provision for compensated absences (Refer note 25)	70.16	-	77.81	-
Provision for gratuity (Refer note 25)	-	-	1.21	-
Total Provisions - Current & Non Current	90.96	-	99.82	-

Note :

- (i) The Company had imported refrigerators during the financial year ended 31 March 2009 by paying nil duty on such imports under the free trade agreement with Thailand. The custom authorities have challenged the classification under which the refrigerators were imported under concessional rate of duty. The dispute is pending with the CESTAT authorities. The Company has deposited Rs. 54.04 Lakhs under protest against this demand with the customs authorities which has been fully provided for. During the year ended 31 March 2019, the company has received an order stating the appeal of the Company has been dismissed. The outstanding provision amounting to Rs. 20.80 Lakhs as on 31 March 2024 represents interest on the demand upto the date of payment.

(ii) Movement in provisions

Particulars	Provision for dues under dispute	Provision for compensated absences
As at 1 April, 2022	20.80	78.83
Amount utilised during the year	-	-
Amount paid	-	(22.43)
Amount provided during the year	-	21.41
As at 31 March 2023	20.80	77.81
Amount utilised during the year	-	-
Amount paid	-	(27.38)
Amount provided during the year	-	19.73
As at 31 March 2024	20.80	70.16
Non-current	-	-
Current	20.80	70.16

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

16 Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Payable to related parties (Refer note 29)	16.43	14.15
Other trade payables	25.13	13.47
Total trade payables	41.56	27.62

There are no dues to micro, small and medium enterprises as at 31 March 2024 (31 March 2023: Nil), as no supplier has intimated the Company about its status as Micro or Small enterprise or its registration with the appropriate authorities under the Micro Small and Medium Enterprises Development Act, 2006.

Aging of trade payables: March 31, 2024

Particulars	Outstanding for following periods from the due date						Toal
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables		-	-	-	-	-	-
Micro enterprises and small enterprises		-	-	-	-	-	-
Others		-	41.56	-	-	-	41.56
Disputed trade payables		-	-	-	-	-	-
Micro enterprises and small enterprises		-	-	-	-	-	-
Others		-	-	-	-	-	-
Total		-	41.56	-	-	-	41.56

Aging of trade payables: March 31, 2023

Particulars	Outstanding for following periods from the due date						Toal
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables		-	-	-	-	-	-
Micro enterprises and small enterprises		-	-	-	-	-	-
Others		-	27.62	-	-	-	27.62
Disputed trade payables		-	-	-	-	-	-
Micro enterprises and small enterprises		-	-	-	-	-	-
Others		-	-	-	-	-	-
Total		-	27.62	-	-	-	27.62

17 Other current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Statutory dues payable	37.09	24.64
Advances from customers	-	1.32
Other payables	64.27	42.21
Total other current liabilities	101.36	68.17

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

18 Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of services	-	2.63
Total revenue from operations	-	2.63

Note:

The Company has certain inventories of accessories that have been fully written down as on 31 March 2024.

19 Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income from financial assets at amortised cost	0.36	0.24
Liabilities no longer required written back	1.32	0.35
Gain on disposal of property, plant & equipment	1.53	0.05
Miscellaneous income	1.19	3.50
Total other income	4.40	4.14

20 Employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries, wages and bonus	513.43	543.53
Contribution to provident and other funds	37.22	38.05
Staff welfare expenses	4.72	(5.16)
Total employee benefit expense	555.37	576.42

“ The Company had executed Memorandum of Settlement dated 1st August 2014 between the Company and Kalyani Sharp Employees Union u/s 2 (p) read with section 18 (1) of the Industrial Disputes Act, 1947 and under Rule 62 of the Industrial Disputes (Bombay) Rules, 1957. Said settlement was effective from 1.09.2012 up to 31.03.2016. Further as per clause 53 of said settlement, the settlement shall further continue to remain in force and binding thereafter, unless and until amended or superseded by any other subsequent settlement as per the provisions of the Industrial Disputes Act, 1947. Accordingly, the company continues to pay the salaries and various allowances to the employees as per the terms of said Memorandum of Settlement”.

Note: Also refer note 25

21 Depreciation, amortisation and impairment expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation and impairment on property, plant and equipment	16.75	15.90
Amortisation and impairment on intangible assets	0.13	0.07
Total depreciation, amortisation and impairment expenses	16.88	15.97

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

22 Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Bank charges	0.80	1.12
Power, fuel, water charges	38.72	33.91
Rates and taxes	32.73	33.60
Repairs & maintenance		
Repairs to Plant & Machinery	0.46	0.50
Repairs & Maintenance - Others	27.14	27.47
Insurance	14.19	14.37
Travelling expenses	1.01	0.36
Communication expenses	13.88	16.13
Directors sitting fees	13.10	9.55
Legal and professional fees	77.25	45.74
Auditors' remuneration [Refer note 22 (a)]	13.00	23.11
Printing and stationery	4.18	2.40
Net foreign exchange losses	0.08	0.10
Security charges	56.06	54.92
License and application fees	1.30	1.38
Membership fees	3.25	3.00
Housekeeping expenses	5.57	5.37
Provision for balances with government authorities	42.58	34.80
Miscellaneous expenses	7.76	3.40
Total other expenses	353.06	311.23

Note:

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act 2013 are not applicable to the Company.

(a) Auditors' remuneration

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Payment to auditors		
As auditor:		
Audit fee	10.00	20.00
Tax audit fee	-	-
Limited review	3.00	3.00
Certification	-	-
Re-imbursement of expenses	-	0.11
	13.00	23.11

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

23 Finance costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest and finance charges on financial liabilities at amortised cost	864.41	677.95
Total finance costs	864.41	677.95

24 Income tax

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<i>Current tax</i>		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
<i>Deferred tax</i>		
Decrease (increase) in deferred tax assets	-	-
Total current tax expense	-	-

Reconciliation of tax expense and accounting profit multiplied by India's tax rate

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Accounting profit/ (loss) before tax	(1,785.32)	(1,574.80)
At Indian tax rate of 25.17% (31 March 2023: 25.17%)	(449.37)	(396.38)
Tax losses and other temporary differences on which no deferred income tax was recognised	449.37	396.38
Income tax expense reported in the statement of profit or loss	-	-

25 Provision for employee benefits

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for compensated absences (Refer Note A)	70.16	77.81
Current	70.16	77.81
Non-current	-	-
Gratuity (Refer Note B)	-	1.21
Current	-	1.21
Non-current	-	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Defined Contribution Plan

The Company has certain defined contribution plans i.e., contribution to provident and pension fund, contribution to superannuation fund and employee deposit linked insurance scheme. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is as follows:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Defined contribution plans		
-Provident fund	15.77	15.62
-Pension fund	16.38	17.74
-Superannuation fund	2.74	2.24
-Employees' deposit linked insurance scheme	0.99	1.06
-Admin Charges	1.34	1.39
	37.22	38.05

A Provision for compensated absences

Provision for compensated absences cover the Company's liability for earned leave which are classified as other long-term benefits. The entire amount of provision is presented as current since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all the employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

B Gratuity

The Company has accrued gratuity on the basis of actual liability using gross undiscounted basis. The liability is net of the amounts contributed to an Insurer, along-with interest accrued thereon, specifically to fund these liabilities.

Profit and Loss Expense

Particulars	31 March 2024	31 March 2023
Current service cost	24.62	27.60
Past service cost	-	-
Administration expenses	-	-
Interest on net defined benefit liability / (asset)	(2.50)	0.50
(Gains) / losses on settlement	22.12	28.10

Benefit asset/liabilities

The following table summarises the components of net benefit balance recognised in the balance sheet:

Details of defined benefit gratuity plan

Particulars	31 March 2024	31 March 2023
Defined benefit obligation *	710.23	763.63
Fair value of plan assets	(753.48)	(797.45)
Plan (asset)/liability	(43.25)	(33.81)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

*The Company on a conservative basis, has accrued gratuity on the basis of actual liability using gross undiscounted basis. Taking into consideration this aspect, as on March 31, 2024 the company had excess of plan assets over obligations amounting to Rs. 14.95 lakhs as against Rs. 43.25 lakhs as per the actuarial valuation. (Planned liability accrued on March 31, 2023 was Rs. 1.21 lakhs as against assets of Rs. 33.81 lakhs as per actuarial valuation.

Changes in the present value of the defined benefit gratuity obligation are as follows:

Particulars	31 March 2024	31 March 2023
Opening defined benefit obligation	763.63	788.55
Interest on defined benefit obligation	52.60	48.36
Current service cost	24.62	27.60
Benefits paid/payable	(100.42)	(30.71)
Remeasurements due to		
- Actuarial loss / (gain) arising from change in financial assumptions	7.13	(33.10)
- Actuarial loss / (gain) arising from change in experience changes	(37.35)	(37.07)
Closing defined benefit obligation	710.22	763.63

Changes in the fair value of the defined benefit gratuity plan assets are as follows:

Particulars	31 March 2024	31 March 2023
Opening fair value of plan assets	797.45	771.01
Interest on Plan Assets	55.11	47.86
Contributions by employer	-	-
Remeasurements due to		
- Actual Return on Plan Assets less interest on plan assets	1.34	9.28
Benefits paid	(100.42)	(30.71)
Closing fair value of plan assets	753.48	797.45

Disaggregation of plan assets are as follows:

Particulars	March 31 2024	March 31, 2023
	Non - Quoted Value	Non - Quoted Value
Insurer Managed Funds - Life Insurance Corporation of India	753.48	797.45
As a percentage of fair value of total plan assets	100%	100%

The principal assumptions used in determining defined benefit gratuity plan obligations are shown below:

Particulars	31 March 2024	31 March 2023
Discount rate	7.20%	7.40%
Salary escalation rate	6.35% for Bargainable and 8.35% for Non-Bargainable	6.35% for Bargainable and 8.35% for Non-Bargainable
Attrition rate	2%	2%

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Sensitivity Analysis

Particulars	March 31 2024		March 31 2023	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	692.60	728.58	744.05	784.12
Impact of increase in 50 bps on DBO	(2.48%)	2.58%	(2.56%)	2.68%
Defined Benefit Obligation on decrease in 50 bps	728.55	692.41	784.06	743.80
Impact of decrease in 50 bps on DBO	2.58%	(2.51%)	2.67%	(2.60%)

Funding Arrangement & Policy

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investment that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively. There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

The expected contribution payable to the plan next year is NIL.

Amounts for the current and previous four periods are as follows :

Particulars	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Defined benefit obligations	710.22	763.63	788.55	512.69	464.49
Plan assets	753.48	797.45	771.01	736.71	694.96
Surplus / (deficit)	43.26	33.82	(17.54)	224.02	230.47
Experience adjustments on plan liabilities	(37.35)	(37.07)	8.68	6.20	(21.55)
Experience adjustments on plan assets	1.34	9.28	7.15	(6.31)	8.48

26 Fair value measurements

Financial instruments measured at amortised cost by category

Particulars	As at 31 March 2024	As at 31 March 2023
Financial assets		
Security deposits	5.58	5.58
Trade receivable	-	-
Cash and cash equivalents	161.63	79.53
Other financial assets	-	6.05
Total financial assets	167.21	91.16
Financial liabilities		
Borrowings	10,005.25	8,251.64
Trade payables	41.56	27.62
Other financial liabilities	51.80	51.35
Total financial liabilities	10,098.61	8,330.61

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

<i>Assets and liabilities which are measured at amortised cost for which fair values are disclosed</i>	Notes	Level 1	Level 2	Level 3	Total
At 31 March 2024					
Financial liabilities					
Borrowings	13	-	-	9,858.18	9,858.18
Total financial liabilities		-	-	9,858.18	9,858.18

<i>Assets and liabilities which are measured at amortised cost for which fair values are disclosed</i>	Notes	Level 1	Level 2	Level 3	Total
At 31 March 2023					
Financial liabilities					
Borrowings	13	-	-	8,125.98	8,125.98
Total financial liabilities		-	-	8,125.98	8,125.98

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. However, the Company does not have any financial instruments that are measured using Level 1 inputs.

Level 2: The fair value of derivatives is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Fair value of financials assets and liabilities measured at amortised cost

The carrying amounts of all financial assets and liabilities except for borrowings are a reasonable approximation of their fair values. The fair value of borrowings are based on discounted cash flows using a current borrowing rate. They are classified as Level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

27 Financial risk management

The Company's activities exposes it to market risk, liquidity risk and credit risk. The operative management of the treasury activities of the Company is responsible for managing the financial risk position and maintaining adequate liquidity. The financial risks are reviewed and monitored on a regular basis.

(A) Credit risk

Credit risk mainly arises from cash and cash equivalents, deposits with banks as well as security deposits.

The maximum exposure arising from these financial assets is their carrying value as disclosed in the balance sheet.

(i) Credit risk management

For banks and financial institutions, only high rated banks are accepted and hence, these are subject to low credit risk with risk of default being negligible. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets. Further, the Company has sales on one-off basis, which are made solely to its related parties. As such, it does not bear any credit risk with respect to receivables, if any.

For security deposits also, generally the Company is subject to low credit risk with risk of default being negligible. However, considering the nature of balances the Company evaluates the balances and recognises a loss allowance, if any, on a specific identification

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****(B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. The Company obtains necessary funds mainly through loans from its parent company i.e. Sharp Corporation, Japan and fellow subsidiaries. The management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity group based on their contractual maturities.

31 March 2024	Less than 1 year	1-3 years
Borrowings including interest accrued	10,005.25	-
Employee benefits payable	51.80	-
Trade payables	41.56	-
Other financial liabilities	-	-
Total	10,098.61	-

31 March 2023	Less than 1 year	1-3 years
Borrowings including interest accrued	8,251.64	-
Employee benefits payable	51.35	-
Trade payables	27.62	-
Other financial liabilities	-	-
Total	8,330.61	-

The amounts disclosed in the tables above are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(C) Market risk**(i) Foreign currency risk and exposure**

The Company operates internationally context where transactions are conducted in currencies different from the Indian Rupees (INR). This exposes the Company to risks arising from exchange rates fluctuations. For this purpose, the Company has an exchange rate risk management policy which aims to neutralise the possible negative effects of the changes in exchange rates on Company cash-flows. The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to Japanese Yen. However, due to minimal operations, the gross exposure is not very significant.

(ii) Interest rate risk exposure:

The Company has availed fixed - rate borrowings and hence is not exposed to any interest rate risk.

28 Capital Management**Risk management**

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

Refer Note 33 on Going Concern.

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****29 Related party transactions****A Name of the related parties and nature of relationship****(i) where control exists :****a Holding Company**

Sharp Corporation, Japan

b. Shareholders of the Holding Company

Hon Hai Precision Industry Co. Ltd.

Foxconn (Far East) Limited

Foxconn Technology Pte Limited

SIO International Holdings Limited

(ii) Other Related Parties with whom transactions have taken place during the year:**Fellow Subsidiaries:**

Sharp Electronics (Malaysia) SDN. BHD., Malaysia

Sharp Business Systems (India) Private Limited

Sharp Software Development India Private Limited

Directors:

Masahiko Nakagawasai (Managing Director) (Upto 31st January, 2024)

Naoki Hatayama (Non-executive, Non-Independent Director)

Masao Terada (Non-executive, Non-Independent Director)

Bhumika Batra (Non-executive, Independent Director)

Prashant Asher (Non-executive, Independent Director)

Abhijeet Bhagwat (Non-executive, Independent Director)

Makarand Date (Additional Director) (w.e.f. 25th January, 2024)

Makarand Date (Managing Director) (w.e.f. 1st February, 2024)

(iii) Key management personnel :

Masahiko Nakagawasai (Managing Director) (Upto 31st January, 2024)

Mr. Sunil Sane, (Chief Financial Officer) (Upto 9th November, 2023)

Mr. Chandranil Belvalkar, (Company Secretary) (Upto 9th November, 2023)

Makarand Date (Managing Director) (w.e.f. 1st February, 2024)

Jaideep Palsule (Chief Financial Officer) (w.e.f. 25th January, 2024)

Srirang Mahabagwat (Company Secretary) (w.e.f. 11th December, 2023)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

29 Related party transactions (Continued)

B Disclosure of transactions/balances with related parties:

Name of related party	Nature of transactions	As at	As at
		31 March 2024	31 March 2023
Sharp Corporation, Japan	Interest on loan	111.13	110.82
	Reimbursement of expenses received ¹	26.04	33.54
	Reimbursement of expenses paid ²	5.68	6.14
	Loan guarantee fees	57.11	45.18
Sharp Business Systems (India) Private Ltd.	Sale of services	-	2.63
	Purchase of goods/services/others	1.53	0.17
	Reimbursement of expenses received ¹	-	0.02
	Reimbursement of expenses paid ²	1.20	0.91
	Interest on loan	659.17	499.19
	Proceeds from loan	1,780.00	1,420.00
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Reimbursement of expenses paid	1.64	1.78
Sharp Software Development India Pvt. Ltd.	Interest on Loan	26.16	22.74
Independent Directors			
Bhumika Batra	Sitting Fees	4.95	4.08
Prashant Asher	Sitting Fees	4.95	4.08
Abhijeet Bhagwat	Sitting Fees	3.20	1.39
Key management personnel			
M. Nakagawasai (Managing Director)			
(Upto 31st January, 2024)	Managerial Remuneration (Incl. value of perquisites)	12.33	14.40
	Rent paid for the residence (net off recovery)	3.23	2.92
	Expenses incurred on return travel after separation	0.63	-
Sunil K Sane (CFO)			
(Upto 9th November, 2023)	Managerial Remuneration (includes value of perquisites) ³	47.04	21.21
	Sale of Property Plant and Equipment	0.03	-
Chandranil S Belvalkar (Company Secretary)			
(Upto 9th November, 2023)	Managerial Remuneration ³	16.43	17.25
Makarand Date (Managing Director)			
(w.e.f. 1st February, 2024)"	Managerial Remuneration ⁴	6.64	-
Contribution to funds		1.62	-
Jaideep A Palsule (CFO)			
(w.e.f. 25th January, 2024)	Managerial Remuneration ⁴	6.52	-
	Contribution to funds	0.30	-
Srirang Mahabagwat (Company Secretary)			
(w.e.f. 11th December, 2023)	Managerial Remuneration ⁵	5.48	-
	Contribution to funds	0.22	-

¹ Reimbursement of expenses received majorly relate to tax deducted at source of Mr. M. Nakagawasai.² Reimbursement of expenses paid relate to IT support charges, global network charges, professional fees and printing expenses.³ Includes Contribution to Funds, Payment of Gratuity through Trust and Payment of Leave Encashment⁴ Includes Provision for Gratuity and Provision for Leave Encashment⁵ Includes Provision for Gratuity, Provision for Leave Encashment & Provision for Bonus

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Disclosure of outstanding balances**(i) Trade and other payables**

Name of the party	As at 31 March 2024	As at 31 March 2023
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	0.26	0.40
Sharp Corporation, Japan	14.41	13.75
Bhumika Batra (Non-executive, Independent Director)	0.70	-
Prashant Asher (Non-executive, Independent Director)	0.70	-
Abhijeet Bhagwat (Non-executive, Independent Director)	0.36	-
Total	16.43	14.15

(ii) Other Receivables

Name of the party	As at 31 March 2024	As at 31 March 2023
Sharp Corporation, Japan	-	2.30
Total	-	2.30

(iii) Borrowings*

Name of the party	As at 31 March 2024	As at 31 March 2023
Sharp Software Development India Private Limited	285.00	285.00
Sharp Corporation, Japan	1,584.11	1,584.11
Sharp Business Systems India Private Limited	8,215.00	6,435.00
Total	10,084.11	8,304.11

*amounts disclosed above are proceeds from borrowings and do not include fair value adjustments made.

(iv) Interest accrued

Name of the party	As at 31 March 2024	As at 31 March 2023
Sharp Business Systems India Private Limited	59.14	40.97
Total	59.14	40.97

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****30 Contingencies**

- (i) The Company has evaluated the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. In the assessment of the management, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these financial statements.
- (ii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The draft rules for the Code on Social Security, 2020 have been released by the Ministry of Labour and Employment on November 13, 2020. The Company is in the process of assessing the additional impact on Provident Fund contributions and on Gratuity liability contributions and will complete their evaluation and give appropriate impact in the financial statements in the period in which the rules are notified and become effective.

31 Loss per share

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Basic and diluted loss per share		
a) Loss attributable to the equity holders of the company (Rs. In Lakhs)	(1,785.32)	(1,574.80)
b) Weighted average number of equity shares outstanding (Nos.)	2,59,44,000	2,59,44,000
c) Loss per share		
- Basic	(6.88)	(6.07)
- Diluted	(6.88)	(6.07)

32 Segment reporting

The Company was exclusively engaged in the business of 'consumer electronics' consisting of all types of Color Televisions, LED TVs and Air-conditioners which constitute one single segment. The Company is domiciled in India. Revenue from operations is within India. There is no revenue from operations during the FY 2023-2024 (FY 2022-2023 - Rs.2.63 Lakhs).

33 Going concern assessment

During the year ended on March 31, 2024 the Company incurred a net loss of Rs. 1,785.32 Lakhs. The accumulated losses of the Company as at March 31, 2024, are Rs. 14,729.05 Lakhs. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company and as at March 31, 2024, the Company has received support letter from Sharp Corporation, Japan for financial and operational support until March 31, 2025. Based on this continued support from the holding company, and the fact that the Company has entered into (i) Basic Services Agreement between Sharp Corporation and Sharp India Limited dated 3rd June 2021; (ii) Service Agreement between Sharp Business Systems (India) Private Limited and Sharp India Limited dated 1st June 2021, the management is of the opinion that the Company will be able to continue as a going concern. Nevertheless, the recognition and measurement of assets (except freehold land) has been considered at lower of their carrying value or net realizable value and in the opinion of the management, no further adjustments would be required if going concern assumption is not considered as appropriate.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

34 Additional regulatory information required by Schedule III**(i) Details of benami property held**

No proceedings have been initiated on or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has no borrowings from banks and financial institutions.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(xi) Registration and Satisfaction of charges with Ministry of Corporate Affairs

There are no charges or satisfaction which are yet to be registered with the ROC beyond the statutory period except the charges in favour of Bank Of India amounting to Rs. 3,300 Lacs and in favour of State Bank of India amounting to Rs. 390 Lacs. Both these charges have remained unsatisfied in the record of ROC on account of delay in receipt of no dues certificates from respective banks though there are no outstanding to these banks on account of the above mentioned amounts.

35 Financial ratios

Sr. No.	Ratio	Numerator	Denominator	Year ended 31 March 2024	Year ended 31 March 2023	Change %	Explanation
a)	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	0.02	0.01	36.94%	Due to increase in cash and cash equivalents
b)	Debt-Equity Ratio (in times)	Debts (consists of borrowings from related parties)	Total Equity	(1.01)	(1.01)	0.13%	Not applicable
c)	Debt service coverage ratio (in times)	Loss after taxes+ non cash expense +finance costs	Interest and principle repayments	(1.09)	(1.38)	-21.10%	Increase in losses accompanied by increased interest cost without any loan repayments
d)	Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average Total Equity	Not Applicable	Not Applicable	-	Not Applicable
e)	Trade Receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	Not Applicable	Not Applicable	-	Not Applicable
f)	Trade payables turnover ratio (in times)	Cost of goods sold	Average trade payables	Not Applicable	Not Applicable	-	Not Applicable
g)	Net Capital turnover ratio (in times)	Revenue from operations	Working Capital (i.e. total current assets less Total current Liabilities)	-	(0.000)	Not Applicable	Not Applicable
h)	Net Profit Ratio (in%)	Loss for the year	Revenue from operations	0%	-59878%	Not Applicable	No revenue from operations during FY 2023-24 and very insignificant revenue in FY 2022-23
i)	Return on Capital employed (in %)	Loss before tax and finance costs	Capital employed	Not Applicable	Not Applicable	-	Not Applicable
j)	Return on Investment (in %)	Income from investment	Investment	Not Applicable	Not Applicable	-	Not Applicable
k)	Inventory Turnover Ratio	Cost of goods sold or sales	Average inventory	Not Applicable	Not Applicable	-	Not Applicable

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

36. There was a delay in submission of the financial results of the Company as per SEBI (LODR) Guidelines for quarter and half year ended September 30, 2023 due to delay in filing of the results for the quarter and financial year ended March 31, 2023 and quarter ended June 30, 2023. The letter stating reason for delay in submission of financial results was submitted to the stock exchange on November 13, 2023 as per Para B.11 of Chapter III of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023. The Company has paid / provided for the consequential fines. Due to non-compliance in respect of submission of financial results for two consecutive quarters i.e., March 2023 and June 2023, the scrip of the company was moved to "Z" Category from October 30, 2023, in terms of Para 7.4.5 read with 7.1.1 of the above referred Master Circular. Further, entire shareholding of promoters has been frozen w.e.f. August 3, 2023 and the shares of the Company have been suspended from trading from December 18, 2023 as per Para 6.6 & Para 7.4.5 read with 7.1.2 of the above referred Master Circular respectively.

Subsequently, the Company has submitted the financial results for the aforesaid quarters that were delayed earlier, and has also submitted an application for revocation of suspension of trading to the Bombay Stock Exchange. The Company has also paid/ provided for the necessary fees towards revocation application and processing. Further communication from the Bombay Stock Exchange in this regard is awaited.

37. Previous year figures have been Re-grouped / Re-arranged and reclassified as necessary.

For G.D. Apte & Co.
Firm Registration Number: 100 515W

Santosh B. Rashinkar
Partner
Membership No. 103483

Place : Pune
Date : May 29, 2024
UDIN : 24103483BKDZTS5062

For and on behalf of the Board of Directors of
Sharp India Limited

Makarand Date
Managing Director
DIN : 08363458

Place : Pune
Date : May 29, 2024

Bhumika Batra
Independent Director
DIN : 03502004

Place : Pune
Date : May 29, 2024

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Place : Pune
Date : May 29, 2024

Srirang Mahabhagwat
Company Secretary
Membership No A 28750

Place : Pune
Date : May 29, 2024

SHARP

SHARP INDIA LIMITED

Secretarial Department,
Gat No. 686/4, Koregaon Bhima,
Taluka Shirur, Dist. Pune - 412 216