



SHARP INDIA LIMITED

Registered Office & Factory
Gat.no. 686/4, Koregaon Bhima, Tal. Shirur
Dist. : Pune : Pin : 412 216
Phones : (02137) 670000/01/02
Fax : (02137) 252453
Website: www.sharpindialimited.com
CIN : L36759MH1985PLC036759
Email ID: secretarial@sil.sharp-world.com

21/02/2024

To,

Corporate Relationship Dept
Bombay Stock Exchange Limited
25th Floor, P. J .Towers, Dalal Street,
Fort, Mumbai 400001

Company Script Code No. : 523449

Dear Madam/Sir,

Subject: Postal Ballot Notice and Intimation of Dispatch of Notice.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we enclose herewith the notice of Postal Ballot for considering following proposed special businesses by way of Postal Ballot remote e-voting.

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458), ADDITIONAL DIRECTOR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458) AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.

Further, this is to inform you that, the Company has completed dispatch of said postal ballot notice vide e-mail on February 21, 2024.

The Postal Ballot Notice are sent by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, February 16, 2024 ("Cut-off date") to their registered email addresses in accordance with General Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and such other provisions, law and regulations as may be applicable.

Pursuant to provisions of Section 110 read with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members e-voting facility through Link Intime India Private Limited (Insta Vote) to exercise the right to vote on *Ordinary Resolution and the Special Resolution* to be considered through postal ballot remote e-voting.

The remote e-voting period commences on (Thursday) 22nd February 2024 at 9:00 a.m. (IST) and will end on (Friday) 22nd March 2024 at 5:00 p.m. (IST)

Detailed instructions for e-voting facility and registration of email facility are provided in the postal ballot notice.

We request you to take a note of the same and take it on your record.

Thanking you.

Yours Faithfully,

For **SHARP INDIA LIMITED**

Srirang Mahabhwat
Company Secretary
Membership No.- A28750



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**SHARP INDIA LIMITED
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Maharashtra, India, Pin code: 412216
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Email: secretarial@sil.sharp-world.com

POSTAL BALLOT NOTICE

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013
AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014**

Dear Member(s)

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with Companies (Management and Administration) Rules, 2014 ("**Management Rules**") (including any statutory modification or re-enactment thereof for the time being in force) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"); the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the 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"), that the resolutions set-out below are proposed to be passed by way of Postal Ballot by voting through electronic means only ("e-voting"), for the business as set out in this Notice.

The proposed resolutions along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolutions, are also appended. The members of the Company as on Friday, February 16, 2024, (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 110 read with Section 108 of the Companies Act read with the rules framed thereunder and the MCA Circular, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Pursuant to the provisions of Section 110 of the Companies Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (“**Board**”) appointed, Mr. Sridhar G. Mudaliar (FCS - 6156) and failing him Mrs. Meenakshi R. Deshmukh (FCS 7364), partners of M/s. SVD & Associates, Practicing Company Secretaries, Pune as the scrutinizers for conducting the postal ballot and e-voting process in a fair and transparent manner. M/s. SVD & Associates, Company Secretaries, has given their consent to act as the scrutinizer.

The Company has appointed M/s Link Intime India Private Limited (“Link Intime”), Registrar and Share Transfer Agents (‘RTA’), to provide facilities for e-voting.

The voting will commence on (Thursday 22nd February, 2024 at 9:00 a.m. (IST) and will end on Friday, 22nd March, 2024 at 5:00 p.m. (IST). Remote e-Voting will be blocked immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorised by the Chairperson, who shall countersign the same. The results of Postal Ballot shall be declared not later than two working days from the conclusion of e-voting. The results shall be communicated to the stock exchanges, registrar and share transfer agent and shall also be displayed on the Company’s website www.sharpindialimited.com and on the website of Link Intime <https://instameet.linkintime.co.in>

The last date of e-voting, i.e. Friday 22nd March, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 01

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458), ADDITIONAL DIRECTOR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** Mr. Makarand Date (DIN: 08363458), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th January, 2024 in terms of Section 161 of the Companies Act, 2013 and Articles of

Association (AOA) of the Company and who holds office till the Annual General Meeting, be and is hereby appointed as a Executive Non-Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).”

ITEM NO. 02

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458) AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.

To consider and, if thought fit, to pass the following Resolution as ***Special Resolution***:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of section 196, 197, 203 read with Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other applicable provisions , if any, Article 173 of the Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015), the consent of the members of the Company is hereby accorded for the appointment of Mr. Makarand Date (DIN: 08363458) as the Managing Director of the Company for a period of 3 years from 1st February 2024 to 31st January, 2027.

RESOLVED FURTHER THAT the consent of the members of the Company is hereby accorded for remuneration payable to Mr. Makarand Date (DIN: 08363458) subject to provisions of Companies Act, 2013 read with Schedule- V of the Companies Act, 2013 and any other provisions applicable if any, and also such other approvals as may be required for the period of three years with from 1st February 2024 to 31st January, 2027 on the terms and conditions mentioned below:

- A. The Company shall pay to Mr. Makarand Date in consideration of his duties salary of Rs. 3,00,000/- (Rupees Three lakhs) per month with annual increment as may be decided by the Board and/or Nomination and Remuneration Committee. The Company will provide car and bear the cost of fuel, maintenance, road tax and insurance. The Company will reimburse the expenses incurred on account of salary of the driver
- B. The Board shall have the authority to alter or vary the terms of appointment and remuneration including commission and perquisites payable to Mr. Makarand Date during the tenure of this Agreement, within the overall limits specified under the provisions of sections 197, Schedule V and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder. Provided that the following perquisites shall not be included in the computation of the aforesaid overall limits:
 - o Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
 - o Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and

- Encashment of leave at the end of tenure.

C. Minimum remuneration: In the event of inadequate or no profits in any financial year during the tenure of this Agreement, the salary mentioned in para A) and perquisites and allowances mentioned in para B) above, shall be the minimum remuneration payable to Mr. Makarand Date, subject to necessary approvals and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder, if any.

For the purpose of leave accumulation, gratuity, provident fund, superannuation, commission and other benefits, the service of Mr. Makarand Date under this Agreement with the Company will be considered "continuous service in the Company" from the date of his joining the services of the Company on 1st February 2024, and expiration of this Agreement and renewal of this Agreement will not be considered as a break in service.

RESOLVED FURTHER THAT any of the Board Members of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution."

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

**Srirang Mahabagwat
Company Secretary
(Membership no.: A28750)**

Place: Pune
Date: January 25, 2024

Registered Office:
Gat No. 686/4, Koregaon Bhima, Shirur,
Pune, Maharashtra, India,
Pin code: 412216

NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto and forms part of this postal ballot notice.
2. In terms of the MCA and SEBI Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members.
3. The Postal Ballot Notice will also be available on website of Company www.sharpindialimited.com and website of BSE Limited www.bseindia.com.
4. The Postal Ballot Notice is been sent to members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they are requested to follow the below process for registration:

(i) Registration of email ID and Bank Account details by physical shareholder:

As per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 has mandated furnishing of PAN, KYC details and Nomination by holder of physical securities, compulsory linking of PAN and AADHAR and in failure to compliance by physical securities holders freezing of such folios. The relevant forms and instruction for compliance are available on website of Link Intime India Private Limited and Company. Members are requested to duly note and adhere to the said SEBI Circular. **OR**

(ii) In the case of Shares held in Dematerialised (Demat) mode:

The shareholder may please contact their Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

Members are requested to register their e-mail ID and choose to receive Company's communication through e-mail and support the green initiative efforts of the Company.

5. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever are requested to contact the Company at secretarial@sil.sharp-world.com or Link Intime India Private Limited at pune@linkintime.co.in between 08:00 am to 04:00 pm I.S.T on all working days, except Sunday.
6. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. 16th February, 2024 (as on close of working hours) will be considered for the purpose of voting.

7. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 16th February, 2024 (as on close of working hours). In case of joint holders, any one of such holder(s) may vote.
8. A Member cannot exercise his/her vote(s) through Proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives as per e-Voting instructions mentioned in the notice.
9. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in newspaper viz. Financial Express (all editions) and Lok Satta (Pune edition). Requisite related filings made with the Stock Exchange(s), are/will be available on the website of the Company and can be accessed by the Members on the website: www.sharpindialimited.com.
10. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to upload scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), on the e-Voting portal or may send it to the Scrutinizer at email cs@svdandassociates.com with a copy marked to secretarial@sil.sharp-world.com .”
11. Resolutions passed by the Members with requisite majority through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
12. In compliance with Section 110 read with Section 108 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Link Intime India Private Limited (Insta Vote). The instructions for e-voting are provided as part of this Postal Ballot Notice.
13. The scrutinizer shall after conclusion of the remote e-voting unblock the vote cast through remote e-voting and shall make scrutinizer’s report within the prescribed time. The Scrutinizer will submit his report to any Director, CFO or Company Secretary as authorised by the Company upon completion of the scrutiny of the votes cast through remote e-voting.
14. The result of the postal ballot shall be declared within two working days from conclusion of remote e-voting process i.e., Friday, 22nd March, 2024 at 5.00 PM. The date of declaration of the results by any Director, CFO or Company Secretary shall be deemed to be the date of approval of Special Resolution and as if General Meeting convened in that behalf. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.sharpindialimited.com and communicated to the BSE Limited www.bseindia.com .
15. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at secretarial@sil.sharp-world.com .

16. Instructions and other information relating to voting by electronic means:

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 & e-voting service Provider is LINKINTIME.

(1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

1) 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/IdeasDirectReg.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

1.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.

2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by 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.

3.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.

4.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:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. 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).
3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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 helpdesk.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”.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 01

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458), ADDITIONAL DIRECTOR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

Mr. Makarand Date (DIN: 08363458) was appointed as an Additional Director on the Board of Directors effect from 25th January, 2024 and in terms of the provisions of Section 161 of the Companies Act, 2013, who holds office till the Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr. Makarand Date's candidature for the office of Director of the Company.

Except Mr. Makarand Date, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this notice.

Your Directors recommend the resolution set out at Item No.1 of to be passed as Ordinary Resolution by the members.

ITEM NO. 02

APPOINTMENT OF MR. MAKARAND DATE (DIN: 08363458) AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.

The Board of Directors has appointed Mr. Makarand Date (DIN: 08363458) with effect from 1st February 2024 to hold office for a period of three years i.e. till 31st January, 2027, subject to approval of members. The appointment and remuneration payable to Mr. Makarand Date is subject to section 196, 197, 203 and Schedule- V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other applicable provisions, if any, Article 173, 175 and 176 of the Articles of Association and he shall not liable to retire by rotation. The matter regarding appointment and remuneration payable to Mr. Makarand Date as a Managing Director was placed before the Nomination and Remuneration Committee and the Committee has recommended his appointment and remuneration. Mr. Makarand Date has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Managing Director. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for his appointment. In compliance with the provisions of Companies Act, 2013 and such other provisions as application, appointment and remuneration payable to Mr. Makarand Date is placed before the members for approval.

Information pursuant to regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standard 2 in respect of the Directors' appointment/ re-appointment is provided below:

Name of Director & (Age)	Makarand Date (66 years)
DIN	08363458

Educational Qualification:	Chartered Accountant from Institute of Chartered Accountants of India New Delhi, Law graduate (LLB.) – University of Pune and Commerce Graduation (B.Com.) – University of Pune
Category of Directorship	Managing Director
Expertise in functional area	He was heading Finance & Accounts function, over the last 31 years, covering various aspects of Finance, Accounts, Taxation. His activities in the Finance function included wide-ranging activities such as raising finance, annual budget planning, tax planning and assessments in addition to routine functions of accounts and audit and Companies law compliances. He looked after IT, HR & Administration also for some years. He handled some challenging situations and successfully completed quite a few projects as well.
Relationships between directors inter-se	NA
List of other Listed Entities in which he holds Directorship and the membership of Committees of the Board.	NIL
Other Committee Membership	NIL
No. of Shares held	NIL
Terms and conditions of Appointment	Terms and conditions of appointment and proposed remuneration as set out in the resolution under Item no.2
Date of appointment on Board	Appointed as Additional Director w.e.f January 25, 2024 and as Managing Director w.e.f February 01, 2024

THE INFORMATION AS REQUIRED TO BE GIVEN UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 IS AS UNDER:

I. GENERAL INFORMATION:

- (1) **Nature of Industry** – Manufacture & sale of LCD& Air conditioners
- (2) **Date or expected date of commencement of commercial operation:** - The Company started its commercial operations from July 1986.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - N.A
- (4) **Financial Performance based on given indicators:**

(Rs. In Lakhs)

Financial Parameters	2021-2022	2022-2023
Total Revenue (Net)	25.33	6.77
Net Profit/ (Loss) for the year as per Profit & Loss Account	(1470.82)	(1574.80)
EPS	(5.67)	(6.07)

(5) **Foreign investments or collaborators, if any, as on 31.03.2023** – The total foreign holdings in the company as on 31.03.2023 were 1,95,11,532 equity shares i.e. 75.21% of the total Paid up Capital. Out of that Sharp Corporation, Japan who is promoter of the company hold 1, 94,58,000 equity shares i.e.75.00% equity shares in the company. The company had a technical collaboration with Sharp Corporation – Japan for manufacture of Colour Televisions (CTVs) & LED TVs & air conditioners.

II. INFORMATION ABOUT THE APPOINTEE:

(1) **Background Details** - Mr. Makarand Date, is a Member of the Institute of Chartered Accountants of India, and has wide experience in the field of finance and accounts. He has also served as a Director and Chief Financial Officer, responsible for Finance, Taxation, Legal functions, and also supervised HR, Facilities and IT and related functions. Hence he is aware of the local regulations and work culture in India.

(2) **Past employment, Recognition & awards, Job profile & his suitability** - He was heading Finance & Accounts function, over the last 31 years, covering various aspects of Finance, Accounts, and Taxation. His activities in the Finance function included wide-ranging activities such as raising finance, annual budget planning, tax planning and assessments in addition to routine functions of accounts and audit and Companies law compliances. He looked after IT, HR & Administration also for some years. He handled some challenging situations and successfully completed quite a few projects as well.

(3) **Remuneration proposed** - as set out in the resolution under Item no. 2. The remuneration payable to the Managing Director has been approved and recommended by the Nomination & Remuneration Committee and Board of Directors of the Company.

(4) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)** - Taking into consideration the size of the Company and current operations, the profile of Mr. Makarand Date and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.

(5) **Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel or other director, if any** - Besides, the remuneration proposed, Mr. Makarand Date does not have any other pecuniary relationship with the Company.

III: Other Information:

(1) **Reasons for Loss or inadequate profit , Steps taken or proposed to be taken**

for improvement and Expected increase in productivity and profits in measurable terms: As you are aware that from 1st April 2011, the company has shifted to a new model wherein it has focused on its core strength of manufacturing. The products manufactured by the company were sold to Sharp Business System (India) Limited, a 100% subsidiary company of Sharp Corporation Japan. However due to intense competition, increase in input cost and reduction in selling prices, fluctuations in the currency exchange rates, and seasonal demand for the air conditioners has affected the profitability of the company. 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. This significant drop in the sales of the LEDs and Air conditioners has resulted in to loss of 1,574.80 Lacs for the financial year 2022 -23 & accumulated loss of Rs. 12,943.94 Lacs.

Sharp Corporation Japan being the promoter of the company is considering, exploring and evaluating strategic alternatives like restructuring, commencement of manufacture and trading, leasing, sub-contracting and entering in to appropriate transactions that would be in the best interest of the company and the public shareholders.

Except Mr. Makarand Date, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this notice.

Your Directors recommend the resolution set out at Item No.2 of to be passed as Special Resolution by the members.

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

**Srirang Mahabagwat
Company Secretary
(Membership no.: A28750)**

Place: Pune

Date: January 25, 2024

Registered Office:

Gat No. 686/4, Koregaon Bhima, Shirur,
Pune, Maharashtra, India,
Pin code: 412216