



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

**SHARP INDIA LIMITED
CIN: L36759MH1985PLC036759**

Registered Office: Gat No. 686/4, Koregaon Bhima, Shirur, Pune,
Maharashtra, India, Pin code: 412216
Tel No.: (02137) 670000/01/02
Fax: 02137 -252453
Website: www.sharpindialimited.com
Email: chandranil.belvalkar@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 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA), to the members of Sharp India Limited ("**Company**"), to consider and if thought fit to pass the resolution set out herein below as a Ordinary resolution through postal ballot by remote e-voting process ("**e-voting**")

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution, is also appended. The members of the Company as on 10th March 2023, (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 resolution through remote e-voting facility only. Assent or dissent of the members on the resolution 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/e-voting process in a fair and transparent manner. The voting will commence on (Wednesday) 15th March 2023 at 9:00 a.m. (IST) and will end on (Thursday) 13th April 2023 at 5:00 p.m. (IST).

SPECIAL BUSINESS:

APPOINTMENT OF MASAO TERADA (DIN: 10039923) AS NON – EXECUTIVE 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. Masao Terada (DIN: 10039923) who was appointed as an Additional Director in the meeting of the Board of Directors held on 03rd March 2023, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**Sd/-
Chandranil Belvalkar
Company Secretary
(Membership no.: A24015.)**

Place: Pune
Date: 10th March 2023

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 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 chandranil.belvalkar@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. 10th March 2023 (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. 10th March 2023 (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 Chandranil.belvalkar@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., 13th April 2023 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 Ordinary 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 chandranil.belvalkar@sil.sharp-world.com.

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

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.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

1. 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.

2. 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.

3. 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 : 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>

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

In case shareholders is 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)

Mr. Masao Terada (DIN: 10039923), has been appointed as an Additional Director of the Company with effect from 03rd March 2023, pursuant to provision of Section 161(1) of the Companies Act, 2013 and pursuant to the provisions of Articles of Association of the company. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier. However, SEBI vide amendment dated August 03, 2021 to the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (**SEBI LODR, 2015**) listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In order to comply with this requirement, the Board of Directors of the Company has recommended to seek the approval of Members of the Company for appointment of Mr. Masao Terada as Director on the Board through the process of Postal Ballot to comply with the amended provisions of SEBI LODR, 2015.

The Board has approved the appointment of Mr. Masao Terada as Non-Executive Director of the Company liable to retire by rotation on the recommendation of the nomination and remuneration committee, subject to the approval of the shareholders. Further, a notice under Section 160(1) of the Act has been received signifying intention to propose Mr. Masao Terada as a candidate for the office of Director of the Company.

Relevant documents in respect of the said item are available in Electronic Form for inspection by the Members upto the last date of voting.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Masao Terada as an Non-Executive Director in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 1 of the Notice, for approval by the Members of the Company.

Information pursuant to regulation 36 (3) of the SEBI (listing Obligation and disclosure requirement) Regulation, 2015:

Name of Director	Masao Terada
DIN	10039923
Date & Age	24 th September 1964 & 58 years
Nationality	Japanese
Educational Qualification:	Seta Technical High School
Category of Directorship	Non- Executive 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	<p>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.</p> <p>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.</p> <p>He does not hold any shares in the company.</p>

Except Mr. Masao Terada, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice.

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

**Sd/-
Chandranil Belvalkar
Company Secretary
(Membership no.: A24015.)**

Place: Pune
Date: 10th March 2023

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