

**37th Annual Report
2021-2022**

SHARP

SHARP INDIA LIMITED

BOARD OF DIRECTORS

MASAHIKO NAKAGAWASAI
[Managing Director]

YOSHIHIRO HASHIMOTO
(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. PRICE WATERHOUSE CHARTERED
ACCOUNTANTS LLP, 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

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759**NOTICE**

Notice is hereby given that the 37th Annual General Meeting of the members of Sharp India Limited will be held on Wednesday, 28th December 2022 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 2022 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Masahiko Nakagawasai (DIN No. 05274985) 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. Masahiko Nakagawasai (DIN: 05274985), 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 appoint Auditors and to fix their remuneration and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s G. D. Apte & Co, Chartered Accountants, having registration No. 100 515W be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Price Waterhouse Chartered Accountants LLP having firms registration no. 012754N/N500016 to hold the office from the conclusion of this Annual General Meeting ("AGM") and till the conclusion of the 42nd Annual General Meeting to be held in the year 2027 on such remuneration including applicable taxes and out of pocket expenses as may be recommended by Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. 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 entered / to be entered into during the financial year 2023 – 2024 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.386.00 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.33.00 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. 951.00 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.979.00 million from Sharp Corporation, Japan and its subsidiaries in India or abroad and reimbursement of expenses paid/received upto Rs. 3.00 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."

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

To ratify the payment of remuneration to the Cost Auditors for the financial year 2022-23:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus out of pocket expenses, if any, for the financial year ending on March 31, 2023 to M/s. C.S.Adawadkar & Co, Practicing Cost Accountants, (Firm Registration No.100401) who are appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2023."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

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

Date : December 03, 2022
Place : Pune

Chandranil Belvalkar
Company Secretary
Membership No.ACS-24015

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5,2022 read with circulars dated, May 5, 2020, April 8, 2020, April 13, 2020, and (collectively referred to as "MCA Circulars") in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13,2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Circulars") permitted the holding of Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 37th AGM of the members 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 MCA 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 chandranil.belvalkar@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 and 4 above is annexed hereto. The Board of Directors of the Company at its meeting held 03rd December 2022 considered that the Special Business under Item Nos 3 and 4 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 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. Registration of email ID and Bank Account details:
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
In case the physical shareholder has not registered his/her/their email address with the Company/ its RTA and not updated the Bank Account mandate, the following instructions to be followed:
(i) The shareholder may please forward a letter duly signed by him/her containing email ID, mobile number and Bank Account details along with self-attested copies of PAN and Aadhar Cards and cancelled cheque leaf of his/her bank account. In case cheque does not contain sole/first shareholder's pre-printed name then also attach 1st page of bank passbook
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.
9. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 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

19. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed to the Notice.
20. 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.
21. 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.
22. 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 37th annual general meeting. Members seeking the inspection of such documents can send an e-mail on chandranil.belvalkar@sil.sharp-world.com.
23. 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 Monday 19th December 2022 through e-mail on chandranil.belvalkar@sil.sharp-world.com. The same will be replied by the Company suitably.
24. The e-voting period begins on Sunday, 25th December 2022 at 09:00 a.m. and ends on Tuesday 27th December 2022 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., Wednesday 21st December 2022 may cast their vote electronically.
25. The results shall be declared within two working days from conclusion of AGM. The results declared along with the Scrutiniser's Report will be placed on the website of the Company www.sharpindialimited.com website and will simultaneously be forwarded to BSE Limited where equity shares of the Company are listed.
26. 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:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
2. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider

name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If the user is 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>
- 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

- Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP where the E Voting is in progress.

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.
- Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting Service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

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

In case shareholder is having valid email address, Password will be sent to his / her / their registered e-mail address.

- Shareholders/members 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.

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

- Shareholders/ members 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".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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>

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 8 digit

- 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 write 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 chandranil.belvalkar@sil.sharp-world.com upto upto 23rd December 2022.
- (2) The Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- (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) 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.
- 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

Additional Information pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The present statutory Auditors of the Company M/s. Price Waterhouse Chartered Accountants LLP, were appointed as Statutory Auditors of the Company at the 32nd Annual General Meeting ('AGM') held on 27th September, 2017 for a period of 5 years, up to the conclusion of 37th AGM to be held in the year 2022. M/s. Price Waterhouse Chartered Accountants LLP has informed the Company about their inability to be re-appointed for the second consecutive term of 5 years.

The Audit Committee and the Board of Directors has recommended for approval of members appointment of M/s G.D Apte & Co, Chartered Accountants, having firm regn. no. 100 515W as the Statutory Auditors of the Company for their first term of five years from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting in place of existing Statutory Auditors.

It is proposed to pay remuneration upto Rs. 13,00,000/- towards statutory Audit and limited review for the year ending March 31, 2023 plus applicable taxes and reimbursement of out of pocket expenses. The Company has ensured that the remuneration payable to the statutory auditors for FY 2022-23 would have no material change in the fee payable to M/s G.D Apte & Co, Chartered Accountants from what paid to M/s Price Waterhouse Chartered Accountants LLP. The remuneration for the subsequent years of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors and the statutory auditors, based on the performance review and any additional efforts on account of changes in regulations or management processes or any other assignment or considerations.

M/s G. D. Apte & Co, Chartered Accountants is one of the oldest audit firm in India with their office in Pune, Mumbai and Chennai. It has experience in domains of Audit, Assurance, Taxation and financial advisory. The firm comprises about 200 professionals from Chartered Accountants, legal experts, banking expert and management graduates. The audit committee considered various parameters like audit experience, clientele served, industry knowledge and found M/s G. D. Apte & Co, Chartered Accountants suitable to handle scale and diversity associated with the audit of the financial statements of the Company.

M/s G. D. Apte & Co, Chartered Accountants have submitted its consent to the said appointment and has also confirmed that their appointment,

if made, would be within the limits prescribed under section 139 and 141 of the Companies Act, 2013 and that they are not disqualified for appointment as audit firm of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

ITEM NO.4

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 and Inter corporate Loan of Rs. 28.50 million from Sharp Software Development India Private Limited (SSDI). The Company availed 140.60 million Loan and rollover Rs 355.50 million from Sharp Business Systems (India) Private Limited during the year 2021 -2022. As per the loan agreement the ECB loan of Rs 158.411 million from Sharp Corporation and Inter Corporate Loan from SBI of Rs 501.50 million will be due for Repayment in the financial year 2022-2023.

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 2023-2024, 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.	386.00	1-4-2023 to 31-3-2024	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.	33.00	1-4-2023 to 31-3-2024	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.	951.00	1-4-2023 to 31-3-2024	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.	979.00	1-4-2023 to 31-3-2024	Promoter Company its subsidiaries and fellow subsidiaries
Subsidiaries of Sharp Corporation, Japan in India and abroad	Reimbursement of expenses paid/received.	3.00	1.4.2023 to 31.3.2024	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 2023-2024.

Other information:

- 1) Name of the Related Party and relationship : As stated above
- 2) Name of the Directors / Key managerial Personnel who is related, if any- . Currently Mr. Masahiko Nakagawasai- Managing Director, Mr. Naoki Hatayama - Non Executive Director and Mr. Yoshihiro Hashimoto - 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.
- 3) Duration– as stated in the resolution
- 4) Monetary value : Estimated values as mentioned in the resolution
- 5) Nature, material terms and particulars of the arrangement: As stated above.
- 6) 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 2023-2024.

Except Mr. Masahiko Nakagawasai, Mr. Naoki Hatayama and Mr. Yoshihiro Hashimoto, 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.4 of this Notice.

Directors recommend the resolution at Item No. 4 for the acceptance by the Members of the Company.

The relevant details of the transaction as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 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 4.
(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2020-2021 that is represented by the value of the proposed transaction.	There was no turnover of Company during the financial year ended March 31, 2021 as 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. 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 are indispensable to execute operational and financial support 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 4 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Item No. 5:

Cost Audit is applicable to your company for the financial year 2022-2023. The Board of Directors on the recommendation of the Audit Committee have appointed M/s. C .S. Adawadkar & Co, Practicing Cost Accountant as the 'Cost Auditor' of the Company for the financial year ending 31st March 2023 to audit the cost records of the Company. As per section 148 (3) of the Companies Act, 2013 read with rule no.14 of the Companies (Audit & Auditors) Rules 2014 the remuneration payable to the 'Cost Auditor' requires to be ratified by the members of the Company. Accordingly members are requested to ratify the remuneration payable to the 'Cost Auditor' for the financial year ending 31st March 2023 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommend the resolution for acceptance by the members.

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 AT THE ANNUAL GENERAL MEETING :

Particulars	Mr. Masahiko Nakagawasai
Age, Qualification and Experience/brief resume	Age: 63 years, Qualification: Bachelor of Economics from University of Fukushima, Japan Experience: He has a wide experience in the field of Accounts and has held various positions in Sharp Group of Companies before joining Sharp India Limited.
Terms and Conditions of re- appointment	As per the resolution at item No. 2 of notice conveying Annual General Meeting Mr. Masahiko Nakagawasai, is proposed to be re-appointed as Director liable to retire by rotation.
Date of first appointment on Board	Mr. Masahiko Nakagawasai was appointed as Managing Director w.e.f. On 16th November 2020 for the period of three years.
Shareholding in Company as on 31st March 2022.	Nil
Relation with any Director/ other Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company.

For other details such as number of meetings of the board attended during the year, Directorship and committee membership of other companies, remuneration drawn in respect of above Director, please refer to the corporate governance report which is a part of this Annual Report. There is no additional remuneration to be paid in terms of his re- appointment.

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

Date : December 03, 2022
Place : Pune

Chandranil Belvalkar
Company Secretary
Membership No.ACS-24015

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Thirty Seventh Reports together with the Audited Financial Statement of Accounts for the year ended on March 31, 2022..

1. FINANCIAL RESULTS

	Rs. In Lacs	
	Year ended March 31, 2022	Year ended March 31, 2021
INCOME		
Revenue from operations	11.58	-
Other Income	13.75	11.32
Total Income	25.33	11.32
EXPENDITURE		
Employee Benefit expenses	585.47	592.09
Depreciation and amortization expenses	16.78	380.79
Financial Cost	602.40	525.82
Other Expenses	291.50	362.49
Total Expenses	1,496.15	1,861.19
PROFIT/(LOSS) BEFORE TAX	(1,470.82)	(1,849.87)
PROVISION FOR TAX	00.00	0.00
NET PROFIT /(LOSS) FOR THE YEAR	(1,470.82)	(1,849.87)
PROFIT AND LOSS ACCOUNT, beginning	(9,898.32)	(8,048.45)
PROFIT AND LOSS ACCOUNT, end of the year	(11,369.14)	(9,898.32)

2. PERFORMANCE & OPERATIONS:

Gross Revenue from operations during the year under review was Rs. 11.58 Lacs. The net loss of the company for the fiscal year 2021 - 2022 is Rs. 1,470.82 Lacs. There was 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. During the period your Company has entered into (i) Basic Services Agreement with Sharp Corporation; (ii) Service Agreement with Sharp Business Systems (India) Private Limited; and (iii) the Individual Contract for Services No. 1 with Sharp Business Systems (India) Private Limited for providing certain support services which has generated some revenue. Further there was no change in the nature of business.

The Sharp Corporation, promoter and holding company through its manager to offer ICICI securities Limited and Mizuho Securities India Private Limited submitted its initial public announcement

dated 31st August 2021 to BSE Limited, stock exchange and Company stating to (i) acquire all the equity Shares that are held by public shareholders; and (ii) consequently voluntarily delist the Equity Shares from stock exchange by making delisting offer in compliance of SEBI (Delisting of Equity Shares) Regulation, 2021. Consequently delisting proposal was approved by Company in its Board Meeting held on 17th September 2021 and the proposal was put up for the approval of shareholders through Postal Ballot vide notice dated 27th September 2021. The result of postal ballot was declared on 28th October 2021 wherein it was informed that resolution was not carried out with requisite majority. On 1st November 2021, the managers to offer on behalf of Sharp Corporation submitted an announcement to BSE Limited stating Equity shares of the Company shall continue to be listed on stock exchange.

Due to extraneous factors your Company had applied for extension of 37th Annual General Meeting (AGM) to Registrar of Companies Pune (ROC). The extension for AGM was received on 16th September 2022 for the period of two months i.e. upto 30th November 2022. Thereafter considering the time constraint an application for re- extension of AGM was filed on 27th October 2022 and thereafter on 22nd November 2022 again re-applied ROC, to consider time constraint and grant extension to hold AGM. Further on 23rd November 2022, the financial Statement for the financial year ended March 31, 2022 were duly approved by Board of Directors. The Company on 30th November 2022 received further extension by one month i.e. upto 31st December 2022 to hold AGM.

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:**

The first term of 5 years of the Statutory Auditors M/s. Price Waterhouse Chartered Accountants LLP (ICAI Registration No. 012754N/N500016) will conclude at the end of ensuing Annual General Meeting. Since Price Waterhouse Chartered Accountants LLP has intimated about their non-availability for re-appointment as Statutory Auditors of the Company for the second term of 5 years, the Company has approached M/s G.D Apte & Co, Chartered Accountants for the said purpose.

The Board of Directors has based on the recommendations of the Audit Committee at its meeting held on 03rd December 2022 subject to the approval of shareholders proposed the appointment of M/s G.D Apte & Co, Chartered Accountants (ICAI Registration No. 100 515W) as the Statutory Auditors of

the Company for a period of first term of five years from the conclusion of this annual general meeting till the conclusion of 42nd Annual General Meeting of the Company. M/s G.D Apte & Co, Chartered Accountants, have consented to their appointment and have confirmed that their appointment, if made, will be in accordance with Section 139 and Section 141 of the Companies Act, 2013 and that they are not disqualified for appointment as audit firm of the Company.

The Audit Committee and Board of Directors have in their respective meetings held on 03rd December, 2022 subject to the approval of shareholders, approved the appointment of M/s G.D Apte & Co, Chartered Accountants as Statutory Auditors from the conclusion of ensuing Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in the year 2027.

The Board of Directors recommends the appointment of M/s G.D Apte & Co, Chartered Accountants as Statutory Auditors for the said period in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules made there under and authorize the Board to fix their remuneration.

ii) Cost Auditors:

The Board of Directors has appointed M/s. C.S. Adawadkar & Co, Practicing Cost Accountant, as the Cost Auditor for the financial year ended on 31st March, 2022 upon recommendation of the Audit Committee .M/s. C.S. Adawadkar & Co, Cost Accountant will submit the cost audit report along with annexure to the Central Government (Ministry of Corporate Affairs) in the prescribed form within specified time and at the same time forward a copy of such report to your company.

The Board of Directors has appointed M/s. C.S. Adawadkar & Co. Practicing Cost Accountant, to conduct the Cost Audit of the Company for the financial year ending on 31st March, 2023 upon recommendation of the Audit Committee. The remuneration payable to the Cost Auditors for the financial year 2022-2023 requires ratification by the members of the Company. The same is put up before the members of the company for their consideration and approval.

Cost Records

As per section 148 of Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules 2014, your company is required to maintain cost records and accordingly such accounts and records are maintained.

iii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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 2022-2023. The Secretarial Audit Report given by M/s. SVD & Associates, Practicing Company Secretaries for the financial year 2021-2022 is annexed as **Annexure - B**.

As per SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, 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 benchmark itself with best practices in this regards. A report under regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 on corporate governance for financial year 2021-22 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, eight Board Meetings were convened on 8th June 2021, 16th August 2021, 24th August 2021, 17th September 2021, 25th October 2021, 3rd December 2021, 06th January 2022 and 10th February 2022. 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 2022, 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;

- e) 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;
- f) 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.

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 AUDITOR IN HIS REPORT (2) BY THE COMPANY SECRETARY IN PRACTICE IN HIS SECRETARIAL AUDIT REPORT:

Statutory Auditors qualification/comments on Company's financial statement

We draw your attention to Note 33 to the financial statements regarding the preparation of financial statements using the going concern assumption. The Company has ceased business operations during the financial year ended March 31, 2016 and has incurred losses during the year aggregating to Rs. 1,470.82 Lakhs. The accumulated losses of the Company aggregate to Rs. 11,369.14 Lakhs as of March 31, 2022. While the holding company has provided a support letter to the Company, the plans for the revival of business operations and the consequent impact on the going concern assumption are not ascertainable at this stage.

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

During the period ended March 31, 2022, Company incurred a loss of Rs. 1,470.82 Lakhs and the accumulated loss as at March 31, 2022 is Rs. 11,369.14 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 2022, from Sharp Corporation, Japan for financial and operational support until 31st March 2023. 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; (ii) Service Agreement with Sharp Business Systems (India) Private Limited dated 1st June 2021; and (iii) the Individual Contract for Services No. 1 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.

In accordance with the BASIC SERVICE AGREEMENT executed between Sharp Corporation (SC) and the Company on 3rd June 2021, SC intend to expand the business scope of Smart Appliances & Solutions Business Unit in India and expect the Company to provide and the Company is willing to provide activities and services relating to the following activities.

- (1) to support to conduct a factory audit for any applicable products
- (2) to conduct a survey of local dealers, service providers and users in India
- (3) to analyze the competitive products and the cost thereof and report such result
- (4) to manufacture and provide the preproduction prototype of the new products
- (5) to support the mass-production of the new products
- (6) other activities and services to cooperate business development of Smart Appliances & Solutions Business Unit of SC separately agreed upon by the Parties

The work on Individual Contract for Services No. 1 between Sharp Business Systems (India) Private Limited and Sharp India Limited dated 1st June 2021 has generated certain revenue during the financial year ended March 31, 2022.

Further during the period the Sharp Corporation, promoter and holding Company has attempted to acquire public shareholding and consequently voluntarily delist from stock exchange. The resolution put up for shareholder approval through postal ballot resolution was not carried out with requisite majority as declared in its voting result 28th October 2021.

However, taking into consideration the current economic scenario in India and Japan, the revival of the operations of the Company may take longer than anticipated earlier.

(2) MANAGEMENT RESPONSE TO OBSERVATION IN SECRETARIAL AUDIT REPORT.

During the reporting period in pursuance to regulation 33 of SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015, there was delay in submission of financial results for the quarter and year ended 31st March 2021, for the quarter ended June 30, 2021, for the quarter and half year ended September 30, 2021 and was charged with the fine of Rs 7,96,500. The reasons for delay in submission of financial results were submitted to stock exchange at appropriate time. In this regard the Company made representations to BSE Limited for waiver of the said fine. Further the Company received waiver for quarter and year ended March 31, 2021 and quarter ended June 30, 2021.

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 2021-2022 under review.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the Financial year the Company has entered into contracts or arrangements with the related parties in the ordinary course of business and on arm's length basis. Prior approval of the Audit Committee was obtained for all the related party transactions entered into by the Company for the financial year ended on

31st March 2022. 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 quarterly basis. The policy on related party transactions as approved by the Board of Directors has been displayed on the website of the Company: 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.(MDA).

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: NIL

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

Conservation of Energy & Technology Absorption etc:

In line with the company's policy towards conservation of energy initiatives are planned and implemented across the company and all units continue with their efforts aimed at improving energy efficiency through various measures to reduce wastage and optimize consumption. Your company continues with its efforts aimed at improving the energy efficiency by adopting various measures to conserve the energy and places very much importance for the conservation of energy and is conscious about its responsibility to conserve energy, power and other energy sources. 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.

Your company strongly and religiously follows and practices the 3E Policy i.e. –

- a) Eco-positive Product – Products having less usage of resources and are safe for use.
- b) Eco-positive Operation – Reduce adverse impact on environment during Manufacturing processes.
- c) Eco –positive Relationship. – Enhance corporate value during involvement of Employees

Even though the nature of company's operations is not energy-intensive, in line with the company's commitment towards conservation of energy, all departments in the company continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction by your company are as given below: Making constant efforts to reduce consumption of energy, light, oil, water & fuel in following ways: (i)Reduction of energy consumption by turning off lights, personal computers , fans and other electronic equipments when not in use; (ii)Timely maintenance and up-gradation of machinery & equipments;(iii)Plantation of trees in the factory (v).Awareness programs towards optimum utilization of natural resources at managerial as well as employee level; (v) Timely repairs & maintenance of water taps in the factory.

Your company manufactures the products under the Technical collaboration Agreement entered with Sharp Corporation Japan. The technology provided by Sharp Corporation, Japan is being absorbed and the company continues to utilize the same.

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	11.65
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. The company has setup a Risk Management Committee duly approved by the Board of Directors. Risk management comprises of all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks. The Committee identifies all strategic, operational & financial risks by analyzing and assessing the operations of the company. The company has laid down procedures for the risk reporting. The details of risks identified along with measures adopted to control the risks, is placed before the Board & Audit Committee quarterly for their evaluation & suggestions.

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:

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Masahiko Nakagawasai retire by rotation as Director of the Company and being eligible he has offered himself for re-appointment. There was no new appointment and resignation of Board of Directors during the reporting period.

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:

Your Company has not accepted any Fixed Deposits 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 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 Committee and other relevant information has been given in the section 'Corporate Governance'.

The compositions and other relevant information of Nomination & Remuneration Committee and Stake holders' relationship Committee 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.

- Number of complaints filed during the financial year : Nil
- Number of Complaints disposed of during financial year: Nil
- 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

Date: December 03, 2022	Masahiko Nakagawasai	Bhumika Batra
Place : Pune	Managing Director	Director
	DIN: 05274985	DIN: 03502004

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;

- 1.6 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 mean 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 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 2022

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, 2022 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, 2022 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) Regulations, 2014 upto August 12, 2021. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with effect from August 13, 2021; (not applicable to the Company during the Audit Period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 upto August 15, 2021. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 with effect from August 16, 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) Regulations, 2009 upto June 10, 2021. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021, with effect from June 11, 2021; 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:

- a. 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 with a delay of 47 days. Consequently, BSE Ltd vide letter dated July 29, 2021 has imposed fine of Rs.277300/- (Inclusive of GST @ 18%) against which Company has received letter of waiver vide email dated October 25, 2021.
- b. The Company has approved its 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 with a delay of 71 days. Consequently, 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, 2021.

- c. The Company has approved its financial statements for the quarter ended September 30, 2021 in the Board Meeting dated December 03, 2021 and the same have been submitted to the Stock Exchange on December 03, 2021 with a delay of 18 days. Consequently, BSE Ltd on the basis of communication made by the Company on December 08, 2021 has imposed fine of Rs.106200/- (Inclusive of GST @ 18%) against which company has applied for waiver.

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 that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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, atleast 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:

- a. The Company received the initial public announcement issued in accordance with the Delisting Regulations on behalf of Sharp Corporation Japan, the promoter of the Company expressing its intention to (a) acquire all Equity Shares that are held by public shareholders of the Company and (b) consequently voluntarily delist the Equity Shares from the Stock Exchange by making a delisting offer. The Board of Directors recommended to shareholders of the Company to pass the special resolution for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") through Postal Ballot. However, the said resolution could not be carried as per the provisions of Section 114 (2) (c) of the Companies Act, 2013 and Regulation 11(4) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 as per the Postal Ballot result declared on October 28, 2021.
- b. Shareholders has passed Ordinary Resolution for Approval of Material Related Party Transactions for financial year 2022- 2023 through Postal Ballot dated February 11, 2022.

For SVD & Associates
Company Secretaries

Meenakshi R. Deshmukh
Partner

FCS No: 7364

CP No: 7893

Peer Review Number: P2013MH075200

UDIN: F007364D001146535

Date : October 06, 2022

Place : Pune

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 by 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: P2013MH075200

UDIN: F007364D001146535

Date: October 06, 2022

Place : Pune

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	Sharp Business Systems India (Private) Limited
b.	Nature of relationship	Holding Company	Fellow Subsidiary
c.	Nature of contracts/ arrangements/ transactions	Rendering of Services	Rendering of services
d.	Duration of the contracts/ arrangements/ transactions	Upto 31st March 2024 and automatically renewed for next one year. Thereafter year to year basis unless either party gives written notice of termination.	Upto 30th May 2022 and automatically renewed for next one year. Thereafter year to year basis unless either party gives written notice of termination.
e.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Support for factory Audit, survey of local dealers, service providers and users in India, analyze competitive products and the cost thereof and report such result, manufacture and provide the preproduction prototype of the new products, other activities and services to cooperate business development of Smart Appliances & Solutions Business Unit of Sharp separately agreed upon by the Parties. The details of services to be provided shall be mentioned in individual service contract.	Support for factory Audit, survey of local dealers, service providers and users in India, analyze competitive products and the cost thereof and report such result, manufacture and provide the preproduction prototype of the new products, other activities and services to cooperate business development of Smart Appliances & Solutions Business Unit of Sharp separately agreed upon by the Parties. The details of services to be provided shall be mentioned in individual service contract. A Individual service contract no 1 was entered during the period in furtherance.
f.	Date(s) of approval by the Board/members, if any:	08/06/2021	08/06/2021
g.	Amount paid as advances, if any:	NIL	NIL

For and on behalf of the Board of Directors

Date: December 03, 2022
Place : Pune

Masahiko Nakagawasai
Managing Director
DIN: 05274985

Bhumika Batra
Director
DIN: 03502004

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 2021-2022;

Name of the Director	Ratio to Median Remuneration
Mr. Masahiko Nakagawasai- Managing Director	3.91
Mr. Yoshihiro Hashimoto Non-Executive Director	0
Mr. Naoki Hatayama Non-Executive Director	0
Mr. Prashant Asher Independent Director	0.98
Ms. Bhumika Batra Independent Director	0.98
Mr. Abhijeet Bhagwat Independent Director	0.42

(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;-2021-2022.

Name of the Director	Percentage increase/ (decrease) in Remuneration
Mr. Masahiko Nakagawasai Managing Director	(0.30%)
Naoki Hatayama Non-executive Director	(100.00%)
Mr. Yoshihiro Hashimoto Non-Executive Director	0.00
Mr. Prashant Asher- Independent Director	27.35%
Ms. Bhumika Batra Independent Director	27.35%
Mr. Abhijeet Bhagwat Independent Director	101.00%
Mr. Sunil K Sane, Chief Financial Officer	3.16%
Mr. Chandranil Belvalkar Company Secretary	11.62%

- Percentage in the bracket indicate negative percentage

- i) Mr. Masahiko Nakagawasai was appointed as Additional Director on 02nd October 2020. His designation was changed to Managing Director w.e.f 16th November 2020 and his office as Director was regularized on 31st December 2020. His salary was annualized during previous year for the purpose of calculation.
- ii) Mr. Naoki Hatayama ceased to be Managing Director w.e.f 15th November 2020 and his designation was changed to non- executive Director. His salary was annualized during previous year for the purpose of calculation.
- iii) Mr. Abhijeet Bhagwat was appointed as Additional Director (Independent) w.e.f 2nd October 2020 and his office of Director was regularized effective from 31st December 2020. His salary was annualized during previous year for the purpose of calculation.

(c) The Percentage increase (decrease) in the median remuneration of employees in the financial year : -0.01%

(d) The number of permanent employees on the roll of the Company as on 31st March 2022: 121

(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 2021-2022 was Nil
- (2) The average percentage increase in the managerial remuneration for the financial year 2021- 2022 was 8.61%
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).

Outlook

As per International Monetary Fund (IMF), the global economy is projected to slow from an estimate of 6.1 % in year 2021 to 3.6 % in 2022 and 2023. In the year 2022 first half witnessed mass vaccinations in phases, ease of restrictions post – pandemic. Relaxation in restrictions and Government initiatives are working towards price stabilities and heading economies on the path of recovery post- pandemic. As the economies were on way of progression, the multiple variations in Covid – 19 resurfaced again in second half of the year being unfavorable to economic output. It constituted to slower pace with new challenges of supply chain disruption, increase in food and energy prices driving towards higher inflations

Industry Structure & Development:

The Indian television sector had witnessing rapid change in technology. The Television sector is expected significant growth in coming years due to increasing demand. The preference for full high definition TV with better image quality, audio clarity, and color resolution has raised substantially. The competitions have resulted reduction in the LED TV price making shift of trend. The demand of television section especially due to upgradation of technology, increase in number of channels at budget friendly prices, web series and other modes of advanced entertainment. Electrification in rural area has further boosted demand from rural areas. The average time spent for watching television has increased over the years which again have raised demand for TVs.

The demand for Air conditioners has increased from household customers and corporates. The expansion of sectors like mall, hotels, the new industrial setup, retail outlets etc. has further boosted the demand for Air Conditioners. Further increase in disposable income, easy finance options, acceptance as utility product than luxury due to change in climate conditions has raised demand for AC. The work from home and decentralization of workforce shall further contribute raise in demand for Air conditioner market.

With the development of e-commerce industry, the customers have more options and are attracted to online trading platforms wherein competitive prices are offered. Availability of various options and easy comparison between the same, easy return and replacement policies and a professionally managed logistics with easy loan and convenient monthly installments has boosted the demand of consumer goods in Indian market.

Opportunities and Threats:

Opportunities

1. There is huge demand from rural India for consumer electronics products. Electrification further expects boost for demand of consumer electronics products.
2. Change in lifestyle of new generation and increase in e-commerce business makes the consumers buy products easily and at competitive price.

Threats

1. Rapid changes in technologies & consumer preferences is making

product life cycle short making the products and technology obsolete.

2. Stiff competition results in reduction of margin

Risks & Concerns:

The risk associated with the consumer electronics are:-

- (a) The consumer electronic products and home appliances business is highly Competitive.
- (b) There is a risk of assuming product liability, warranty and recall costs which may adversely affect results of operations and financial condition.
- (c) There is a risk of obsolescence of technology due to changes in the technology in a short time span. Keeping pace, making necessary changes and up gradations in the products along with the ever changing consumer preferences is also a challenge & concern for your company.
- (d) The multiple variants of Coronavirus (COVID – 19) and its lasting effect will affect the purchasing power of consumers. The investment in consumer electronic is likely to be affected due to effect on the income of people.
- (e) The economic slowdown due to pandemic and challenging geopolitical situations has posed a lot uncertainty with regards to income causing lower consumers preferences.

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 2021-2022 are dealt with in the Directors' Report. During the current year under review, your company has suffered a loss of Rs. 1,470.82 Lacs as against Rs.1, 849.87 Lacs in previous year. This was mainly due to absence of any orders.

During the financial year:

- a) The current ratio stood negative at – 31.00 %. The ratio is deteriorated due to increase in current liabilities
- b) Debt Service coverage ratio stood negative – 28.84% Due to reduction in losses compared to previous year.
- c) Trade receivable ratio is at 100 % as there was no revenue from operations in 2021. Kindly Refer note 9 to the financial statements.
- d) Net capital Turnover ratio stood at 100 % as no revenue from operations in 2021. Refer note 18 to the financial statements.
- e) Net Profit ratio stood at 100 % as no revenue from operations in 2021. Refer note 18 to the financial statements

The net worth as at March 31, 2022 is negative Rs (7,308.94) as 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, 2022. The Company continues to receive operational and financial support from its promoter and holding Company.

During the period your Company has entered into Basic Services Agreement with Sharp Corporation; Service Agreement with Sharp Business Systems (India) Private Limited; and the Individual Contract for

Services No. 1 with Sharp Business Systems (India) Private Limited for providing certain support services. It was supportive to generate some revenue to the Company.

During the period Sharp Corporation, promoter and holding company through its manager to offer ICICI securities Limited and Mizuho Securities India Private Limited submitted its initial public announcement dated 31st August 2021 to BSE Limited, stock exchange and Company stating to (i) acquire all the equity Shares that are held by public shareholders; and (ii) consequently voluntarily delist the Equity Shares from stock exchange by making delisting offer in compliance of SEBI (Delisting of Equity Shares) Regulation, 2021. Consequently delisting proposal was approved by Company in its Board Meeting held on 17th September 2021.

Thereafter proposal was put up for the approval of shareholders through Postal Ballot vide notice dated 27th September 2021. Wherein resolution was not carried out with requisite majority and results of postal ballot was declared on 28th October 2021. Further on 1st November 2021 Sharp Corporation had announced on BSE Limited Equity shares of the Company shall continue to be listed on stock exchange.

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.

During the period your company had applied for extension of 37th Annual General Meeting (AGM). Kindly refer point no 2 of Directors' Report for details on the same.

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 company emphasis on training and development of employees at all levels. It commits itself to grow hand-in-hand with its employees, encouraging and aiding them to reach their full potential and improve their standard of living.

The Company believes in building a performance driven organization characterised by Performance, Pride & Happiness. HR acting as a catalyst to achieve the goals by taking care of professional growth & aspiration of the people Industrial relations were cordial during the year under review. The total number of employees as on March 31, 2022 is 121.

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

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 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 2021 -2022.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable for the Financial Year 2021-22.

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 2022 total strength of the directors is Six. 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, 8 (Eight) Board Meetings were held on 8th June 2021, 16th August 2021, 24th August 2021, 17th September 2021, 25th October 2021, 3rd December 2021, 06th January 2022 and 10th February 2022 respectively and the time gap between 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 2021- 2022:

Name of Director	Category	Number of Board Meetings held	Number of Board Meetings Attended	Whether attended last AGM	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	8	8	Yes	0	0	0	0
b) Mr. Naoki Hatayama	Non –Executive Director	8	6	Yes	0	0	0	0
c) Mr. Yoshihiro Hashimoto*	Non –Executive Director	8	1	Yes	0	0	0	0
d) Mr. Prashant Asher	Non-Executive Independent	8	8	Yes	7	0	5	1. NXT Digital Limited (Independent Non-Executive) 2. Keltech Energies Ltd. (Independent Non-Executive)
e) Ms. Bhumika Batra	Non-Executive Independent	8	8	Yes	9	1	7	1. Repro India Limited --(Independent Non-Executive) 2. Jyothy Labs Limited --(Independent Non-Executive) 3. NXT Digital Limited (Independent Non-Executive) 4. Finolex Industries Ltd (Independent Non-Executive) 5. Hinduja Global Solutions Ltd (Independent Non-Executive)
f) Mr. Abhijeet Bhagwat	Non-Executive Independent	8	8	Yes	0	0	0	--

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

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 SEBI (Listing obligation and disclosure requirement) Regulations, 2015 and are independent of Management. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company viz www.sharpindialimited.com

Meeting of Independent Directors: During the year under review, the Independent Directors met on 11th March 2022, 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: 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, law, technical operations	Yoshihiro Hashimoto - 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

DIRECTORS' ATTENDANCE RECORD FOR AUDIT COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2021-2022:

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	6	6	Member	-	-	-
b) Mr. Naoki Hatayama	-	-	-	1	1	Member
c) Mr. Prashant Asher.	6	6	Member	1	1	Member
d) Ms. Bhumika Batra	6	6	Chairperson	1	1	Chairperson

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:

- 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
- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors

- reviewing with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:

- 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,
- changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management,
- significant adjustments made in the financial statements arising out of audit findings
- 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 consist of two non- executive independent directors and one executive director (Managing Director) of the Company since the beginning of the year. It consists of Ms. Bhumika Batra (Chairperson), Mr. Prashant Asher and Mr. Masahiko Nakagawasai.

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 6 (Six) times in the year on 8th June 2021, 16th August 2021, 25th October 2021, 03rd December 2021, 06th January 2022 and 10th February 2022. The Audit Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 29th September 2021. The Company Secretary of the Company also acts as the Secretary to this Committee. The attendance of the committee members is given in the separate table attached .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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 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 at the beginning of the year consisted of Ms. Bhumika Batra (Chairperson) and Mr. Prashant Asher and Mr. Naoki Hatayama. The attendance of the committee members is given in the separate table attached and the remuneration paid to the Directors is provided in this report.

Remuneration Policy: Remuneration policy adopted by the Committee has been given separately as an Annexure- B to the Directors Report and also available on website 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 2021 -2022.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 2021- 2022 of directors and relationship, if any are given in the following table:

Name of the Director	Relationship With other Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Total (Rs.)
Mr. M. Nakagawasai	None	NIL	14,79,600	14,79,600
Mr. Yoshihiro Hashimoto	None	Nil	Nil	Nil
Mr. Naoki Hatayama	None	Nil	Nil	Nil
Mr. Prashant Asher	None	3,72,500	0	3,72,500
Ms. Bhumika Batra	None	3,72,500	0	3,72,500
Mr. Abhijeet Bhagwat	None	1,60,000	0	1,60,000

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 appointed as Managing Director of Company w.e.f 16th November 2020 for the period of three years. There is no severance fees payable to the Managing Director.

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 SEBI Listing Regulations and Section 178 of the Companies Act 2013 and inter-alia includes the following:

- i) 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.
- ii) Review of measures taken for effective exercise of voting rights by shareholders.
- iii) Review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv) 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. Masahiko Nakagawasai as the members of the committee.

The Committee met 10 times during the year on 09.04.2021, 25.06.2021, 16.07.2021, 16.10.2021, 26.11.2021, 21.01.2022, 04.02.2022, 25.02.2022, 11.03.2022 and 25.03.2022. All the members of the Committee were present for the all committee meetings except for one committee meetings held on 26.11.2021, Mr. Masahiko Nakagawasai was absent.

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. Chandranil Belvalkar, Company Secretary is the Compliance Officer. The Board has authorized Mr. Chandranil Belvalkar to expedite process of share transfer and investors' grievances redressal.

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: Nil
- Number of complaints not solved to the satisfaction of shareholders: Nil
- Number of pending complaints: Nil

• **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, 2019	September 25, 2019	12:00 Noon.	Registered Office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2020	September 25, 2020	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2021	September 29, 2021	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216

Special Resolutions during last three years:

- The Special Resolution was passed on 34th Annual General meeting held on 25th September 2019 for re- appointment of Mr. Prashant Asher and Ms. Bhumika Batra as Independent Directors of the Company for the period of five years effective from 11th November 2019 to 10th November 2024.

Resolutions passed by way of Postal Ballot held during the Financial Year 2021-22

During the period two resolution were placed for the approval of shareholder through Postal Ballot:

- Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE").

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company and in compliance with circulars issued by ministry of Corporate affairs and SEBI, had offered e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company had entered into an agreement with Link Intime India Private Limited, Company's Registrar and Share Transfer Agent for facilitating e-voting.

The Company had appointed Mr. Sanjeev Mahajan, Company Secretary, as Scrutinizer for conducting the postal ballot process (which includes e-voting) in fair and transparent manner.

The Special resolution as set out in the notice of postal ballot dated 27th September 2021 was not carried out with requisite majority on 28th October 2021.

- To Approve the Material Related Party Transactions for financial year 2022- 2023

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company and in compliance with circulars issued by ministry of Corporate affairs and SEBI, had offered e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company had entered into an agreement with Link Intime India Private Limited, Company's Registrar and Share Transfer Agent for facilitating e-voting.

The Company had appointed Mr. Sridhar G. Mudaliar (FCS - 6156) failing him Mrs. Meenakshi Deshmukh (FCS 7364), partners of M/s. SVD & Associates, Practicing Company Secretaries was appointed, as Scrutinizer for conducting the postal ballot process (which includes e-voting) in fair and transparent manner.

The Ordinary resolution above as set out in the notice of postal ballot dated 11th January, 2022 was duly passed on 11th February, 2022 unanimously.

The results of the Postal Ballots were placed on the website of the Company at www.sharpindialimited.com and were also filed with BSE Limited.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of special resolution conducted through postal ballot.

MEANS OF COMMUNICATION TO SHAREHOLDERS ETC.:

The Company has uploaded on its own website- www.sharpindialimited.com- 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 – chandranil.belvalkar@sil.sharp-world.com

CEO AND CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer 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 Executive Officer and 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

1. ANNUAL GENERAL MEETING:

Day & Date : Wednesday, 28th December 2022
Time : 12:00 Noon
Venue : Registered Office of the Company at,
Gat No.686/4, Koregaon Bhima,
Tal. Shirur, Dist. Pune 412 216.

Kindly refer point no 2 of Directors' Report for your Company's application for extension of 37th Annual General Meeting.

2. **FINANCIAL YEAR** : April 1 to March 31(Every Year)

3. **BOOK CLOSURE** : The Books will be closed from Thursday 22nd December 2022 to Wednesday, 28th December 2022 (both days inclusive) as Annual Closure for the Annual General Meeting.

4. FINANCIAL CALENDAR -

(Tentative and subject to change)

- : Results for quarter ending June 30, 2022– first week of August 2022
- : Results for quarter and half-year ending September 30, 2022– First week of November 2022
- : Results for quarter and nine months ending December 2022 – First week of February 2023
- : Results for the year ending March 31, 2023
_ Last Week of May 2023.

5. 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 2021-2022 to BSE in the prescribed time .

6. STOCK CODE AND ISIN

Stock codes : BSE Limited: 523449
ISIN : INE207B01011 with NSDL and CDSL for equity shares

7. 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 2021-22 is given below:

MONTH	HIGH (Rs.)	LOW (Rs.)	S & P BSE Sensex	
			High	Low
			April 2021	29.80
May 2021	29.50	25.15	52013.22	48028.07
June 2021	34.20	25.05	53126.73	51450.58
July 2021	39.00	27.25	53290.81	51802.73
August 2021	46.50	27.65	57625.26	52804.08
September 2021	75.85	47.05	60412.32	57263.9
October 2021	67.25	54.60	62245.43	58551.14
November 2021	68.95	50.60	61036.56	56382.93
December 2021	84.40	51.60	59203.37	55132.68
January 2022	81.00	65.00	61475.15	56409.63
February 2022	68.35	55.00	59618.51	54383.2
March 2022	60.15	49.00	58890.92	52260.82

8. 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.

9. SHAREHOLDING PATTERN (as on March 31, 2022):

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
Financial Institution	0	0.00
Individuals up to Rs. 2 Lacs	33,32,692	12.84
Individuals in excess of Rs. 2 Lacs	26,35,642	10.16
Trust	100	0.00
Hindu Undivided Family	2,93,302	01.13
Non Resident Indians(non- Repat)	8,488	00.03
Non Resident Indians(Repat)	60544	00.23
LLP	1500	00.00
Clearing Members	815	00.00
Bodies Corporate	142003	00.55
Unclaimed or suspense or escrow	8214	0.03
TOTAL	2,59,44,000	100.00

10. Distribution of Shareholding as on March 31, 2022:

Shareholding of Nominal Value of		Share		Share Amount	
Rs.	Rs.	Number of Shareholders	% to Total	In Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)
1 - 5,000	5,000	11483	91.6587	14119310.00	5.4422
5,001 - 10,000		476	3.7995	4010280.00	1.5457
10,001 - 20,000		246	1.9636	3717360.00	1.4328
20,001 - 30,000		86	0.6865	2232210.00	0.8604
30,001 - 40,000		42	0.3352	1486690.00	0.5730
40,001 - 50,000		54	0.4310	2598620.00	1.0016
50,001 - 100,000		71	0.5667	5256050.00	2.0259
100,001 and above		70	0.5587	226019480.00	87.1182
TOTAL		12528	100	259440000	100.0000

11. Dematerialization:

The Company's Equity Shares are under compulsory dematerialized (demat) mode of trading as on March 31, 2022, shares in dematerialized form accounted for 97.02 % of total equity shares.

12. 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.

13. 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.

14. 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.**15. Price water house Chartered Accountants LLP (Firm Registration No. 012754N/N500016) 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	20.86
Limited Review Report	3.00
Re-imburement of expenses	0.05
Total	23.91

16. 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) 670000/01/02
Fax No. (02137) 252453
Email: chandranil.belvalkar@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:

- 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.
- 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 www.sharpindialimited.com.
- Other than the non-compliance and penalties provided below under regulation 17 and 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, there has been no instance of penalties, strictures imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital market, during the last three years.
 - 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. Consequently, BSE Ltd vide letter dated July 29, 2021 has imposed fine of Rs.277300/- (Inclusive of GST @ 18%) against which Company has received letter of waiver vide email dated October 25, 2021.
 - The Company has approved its 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. Consequently, 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, 2021.

- c. The Company has approved its financial statements for the quarter ended September 30, 2021 in the Board Meeting dated December 03, 2021 and the same have been submitted to the Stock Exchange on December 03, 2021. Consequently, BSE Ltd on the basis of communication made by the Company on December 08, 2021 has imposed fine of Rs.106200/- (Inclusive of GST @ 18%) against which company has applied for waiver.
- d. 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 2, 2021 and on application the said fine was waived off by BSE Limited.
- (4) Company has adopted and implemented the Whistle Blower Policy. The same has been posted on the website of the Company- www.sharpindialimited.com. 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- www.sharpindialimited.com
- (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 qualified going concern basis of preparation of the financial statements of the company for the year ended 31st March 2022 in its audit report. The Company has provided its explanation in Directors report for the corresponding period ended March 31, 2022 (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	65	8214
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)	Nil	Nil
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at end of financial year	65	8214

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.

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

Masahiko Nakagawasai

Managing Director

(DIN: 05274985)

**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 (hereinafter referred "the Company"), for the year ended on 31st March, 2022 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015.

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

Membership No.: F.C.S. 7364

C.P. No. 7893

Peer review Number : P2013MH075200

UDIN: F00736D002592045

Date: December 03,2022

Place : Pune

Note :

We have relied on the documents and evidences provided by electronic mode, for the purpose of issuing this certificate.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SHARP INDIA LIMITED

Report on the audit of the financial statements

Qualified Opinion

1. We have audited the accompanying financial statements of Sharp India Limited ("the Company"), which comprise the Balance Sheet as of March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2022, total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Qualified opinion

3. We draw your attention to Note 33 to the financial statements regarding the preparation of financial statements using the going concern assumption. The Company has ceased business operations during the financial year ended March 31, 2016 and has incurred losses during the year aggregating to Rs. 1,470.82 Lakhs. The accumulated losses of the Company aggregate to Rs. 11,369.14 Lakhs as of March 31, 2022. While the holding company has provided a support letter to the Company, the plans for the revival of business operations and the consequent impact on the going concern assumption are not ascertainable at this stage.
4. 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 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

5. We draw your attention to Note 36 to the financial statements which explains the delay in filing of the results for the year ended March 31, 2022 with Stock Exchanges as required by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consequential penalty thereof till the date of the filing of same as per Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. Our opinion is not modified in respect of this matter.

Key audit matters

6. 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.

Other Information

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

8. 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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.
9. 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

10. 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the

economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 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.

12. 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.

13. 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.

Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report 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 purposes of our audit.

b) In our opinion, except as described in the Basis for Qualified Opinion Section, 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 Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flow 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 the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) Refer to our remarks in paragraph 15(b) above.

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(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, 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 litigations on its financial position in its financial statements – Refer Note 15 and 30 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2022;

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, 2022;

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 persons or entities, 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 34 to the financial statements);

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, 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 34 to the financial statements); and
- c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
16. The Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse
Chartered Accountants LLP
Firm Registration
Number: 012754N/N500016

Amit Borkar
Partner
Membership Number 109846
UDIN : 22109846BDVSIG1335

Pune
Date : November 23, 2022

Annexure A to Independent Auditors' Report

Referred to in paragraph 15(f) of the Independent Auditors' Report of even date to the members of Sharp India Limited on the financial statements for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Sharp India Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Management is responsible for establishing and maintaining internal financial controls 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 on Audit of Internal Financial Controls Over Financial Reporting 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 its business, including adherence to 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.

Auditors' Responsibility

3. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both 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 was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 internal financial controls over financial reporting, 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.

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

Meaning of Internal Financial Controls with reference to financial statements

6. A Company's internal financial control 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 control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) 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 (3) 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

7. Because of the inherent limitations of internal financial controls over financial reporting, 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 control 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

8. According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at March 31, 2022:

The Company has prepared the financial statements on a going concern basis as set out in Note 33 to the financial statements. The Company does not have appropriate internal controls for the preparation of financial statements in the period end financial reporting process that could potentially result in the Company incorrectly applying the going concern basis of preparation of the financial statements. Also, refer the Basis for Qualified Opinion section of our main audit report.

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

Qualified Opinion

10. In our opinion, except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2022 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 on Audit of Internal Financial

Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

11. 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, 2022, and the 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. (Refer paragraph 3 of the main audit report).

For Price Waterhouse
Chartered Accountants LLP
Firm Registration
Number: 012754N/N500016

Amit Borkar
Partner
Membership Number 109846
UDIN : 22109846BDVSIG1335

Pune
Date : November 23, 2022

Annexure B to Independent Auditors' Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of Sharp India Limited on the financial statements as of and for the year ended March 31, 2022

- 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 Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of all the immovable properties, as disclosed in Note 4 on the financial statements, are held in the name of the Company.
- (d) The Company has chosen cost model for its Property, Plant and Equipment and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. a) The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of 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, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. The Company has not made any investments, granted secured/unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 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 same 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) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of income tax, provident fund, and employees' state insurance with the appropriate authorities though there has been slight delay in a few cases and is regular in depositing undisputed statutory dues, including goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities.
- Also, refer note 30 (i) to the financial statements regarding management's assessment on certain matters relating to provident fund.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion, and according to the information and explanations given to us, 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 the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that the Company has used funds raised on short-term basis aggregating Rs. 196.27 Lakhs for long-term purposes.
- e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

- f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- 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. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 1,454.04 Lakh in the financial year and of Rs. 1,469.08 lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- xix. On the basis of the financial ratios (Also refer Note 35 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion and according to the information and explanations given to us, a material uncertainty exists as on the date of the audit report that the 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.
- (Also refer paragraph 3 of our audit report on the financial statements)
- 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) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse
Chartered Accountants LLP
Firm Registration
Number: 012754N/N500016

Amit Borkar
Partner
Membership Number 109846
UDIN : 22109846BDVSI1335

Pune
Date : November 23, 2022

BALANCE SHEET AS AT MARCH 31, 2022
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No	As at March 31, 2022 (Rs. Lakhs)	As at March 31, 2021 (Rs. Lakhs)
ASSETS			
I. Non-current assets			
Property, plant and equipment	4	187.04	203.82
Intangible assets	4	0.02	0.02
Financial assets			
(i) Other financial assets	5	8.28	2.70
Current tax assets (net)	6	0.93	0.35
Total non-current assets		196.27	206.89
II. Current assets			
Financial assets			
(i) Trade receivables	9	4.43	-
(ii) Cash and cash equivalents	10	193.31	185.73
(iii) Other financial assets	11	2.70	9.02
Other current assets	8	29.70	27.16
Total current assets		230.14	221.91
Total assets		426.41	428.80
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12 (a)	2,594.40	2,594.40
Other equity	12 (b)	(9,262.94)	(7,836.39)
Total equity		(6,668.54)	(5,241.99)
LIABILITIES			
I. Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	-	884.05
(ii) Other financial liabilities	14	-	45.37
Provisions	15	-	20.80
Total non-current liabilities		-	950.22
II. Current liabilities			
Financial liabilities			
(i) Borrowings	13	6,833.40	4,413.76
(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		56.68	57.23
(iii) Other financial liabilities	14	52.91	53.34
Provisions	15	117.85	109.74
Other current liabilities	17	34.11	86.50
Total current liabilities		7,094.95	4,720.57
Total liabilities		7,094.95	5,670.79
Total equity and liabilities		426.41	428.80

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 Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

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

Amit Borkar
Partner
Membership No. 109846

M Nakagawasai
Managing Director

Bhumika Batra
Independent Director

Chandranil Belvalkar
Company Secretary

Sunil Sane
CFO

Place : Pune
Date : November 23, 2022

Place : Pune
Date : November 23, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No	For the year ended	For the year ended
		March 31, 2022	March 31, 2021
		(Rs. Lakhs)	(Rs. Lakhs)
Revenue from operations	18	11.58	-
Other income	19	13.75	11.32
Total income		25.33	11.32
Expenses			
Employee benefit expense	20	585.47	592.09
Depreciation, amortisation and impairment expense	21	16.78	380.79
Other expenses	22	291.50	362.49
Finance costs	23	602.40	525.82
Total expenses		1,496.15	1,861.19
Loss before tax		(1,470.82)	(1,849.87)
Income tax expense	24		
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the year		(1,470.82)	(1,849.87)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(1,470.82)	(1,849.87)
Loss per share			
Basic and Diluted	31	(5.67)	(7.13)

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 Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

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

Amit Borkar
Partner
Membership No. 109846

M Nakagawasai
Managing Director

Bhumika Batra
Independent Director

Chandranil Belvalkar
Company Secretary

Sunil Sane
CFO

Place : Pune
Date : November 23, 2022

Place : Pune
Date : November 23, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from operating activities		
Loss before income tax	(1,470.82)	(1,849.87)
Adjustments for:		
Depreciation and amortisation expense	16.78	380.79
Liabilities no longer required written back	-	(6.70)
Interest income classified as investing cash flows	(0.28)	(4.37)
Finance costs	602.40	525.82
Changes in operating assets and liabilities		
(Increase)/decrease in other financial assets	0.74	0.10
(Increase)/decrease in other current and non-current assets	(2.54)	125.88
(Increase) in trade receivables	(4.43)	-
Increase/ (decrease) in trade payables	(0.55)	(11.72)
Increase/(decrease) in other current financial liabilities	(0.43)	0.61
Increase/(decrease) in other current liabilities	(52.39)	(2.74)
Increase/(decrease) in provisions	(12.69)	3.33
Cash used in operations	(924.21)	(838.87)
Income tax (paid)/refund received	(0.58)	(0.22)
Net cash outflow from operating activities (A)	(924.79)	(839.09)
Cash flow from investing activities		
Payments for property, plant and equipment	-	(0.59)
Proceeds from repayment of security deposits	-	0.75
Interest received	0.28	4.37
Net cash inflow from investing activities (B)	0.28	4.53
Cash flow from financing activities		
Interest paid on borrowings	(526.32)	(419.22)
Other interest paid	(1.59)	(3.37)
Proceeds from borrowings	1,460.00	1,200.00
Net cash inflow from financing activities (C)	932.09	777.41
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	7.58	(57.15)
Cash and cash equivalents at the beginning of the financial year	185.73	242.88
Cash and cash equivalents at the end of the year	193.31	185.73

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 Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

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

Amit Borkar
Partner
Membership No. 109846

M Nakagawasai
Managing Director

Bhumika Batra
Independent Director

Chandranil Belvalkar
Company Secretary

Sunil Sane
CFO

Place : Pune
Date : November 23, 2022

Place : Pune
Date : November 23, 2022

STATEMENT OF CHANGES IN EQUITY
(All amounts in INR lakhs, unless otherwise stated)

A. Equity share capital

	Notes	
As at 1 April 2020		2,594.40
Changes in equity share capital	12 (a)	-
As at 31 March 2021		2,594.40
Change in equity share capital	12 (a)	-
As at 31 March 2022		2,594.40

B. Other Equity

	Reserves and surplus		Other equity	Total
	Securities premium reserve	Retained earnings	Equity component - Fair value adjustment on loans	
As at 1 April 2020	1,786.00	(8,048.45)	230.35	(6,032.10)
Loss for the year	-	(1,849.87)	-	(1,849.87)
Total comprehensive income for the year	-	(1,849.87)	-	(1,849.87)
Fair valuation adjustments made during the year	-	-	45.58	45.58
Balance as at 31 March 2021	1,786.00	(9,898.32)	275.93	(7,836.39)

	Reserves and surplus		Other equity	Total
	Securities premium reserve	Retained earnings	Equity component - Fair value adjustment on loans	
As at 1 April 2021	1,786.00	(9,898.32)	275.93	(7,836.39)
Loss for the year	-	(1,470.82)	-	(1,470.82)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	(1,470.82)	-	(1,470.82)
Fair valuation adjustments made during the year	-	-	44.27	44.27
Balance as at 31 March 2022	1,786.00	(11,369.14)	320.20	(9,262.94)

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 Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

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

Amit Borkar
Partner
Membership No. 109846

M Nakagawasai
Managing Director

Bhumika Batra
Independent Director

Chandranil Belvalkar
Company Secretary

Sunil Sane
CFO

Place : Pune
Date : November 23, 2022

Place : Pune
Date : November 23, 2022

Note 1: General Information

Sharp India Limited ('the Company') was incorporated on July 5, 1985. 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: Significant accounting policies**(a) Basis of preparation***(i) Compliance with Ind AS*

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Board of Directors have authorised these financial statements for issue on November 23, 2022.

(ii) Historical cost convention

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

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

(iii) New Amendments issued but not effective

The Ministry of Corporate Affairs (MCA) has wide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting Standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

(iv) Amendments to Schedule III

The Ministry of Corporate Affairs (MCA) amended the Schedule III of the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from April 1, 2021. Consequent to above, the Company has changed the classification / presentation of (i) current maturities of long-term borrowings (ii) security details in the current year.

The current maturities of long-term borrowing (including interest accrued) has now been included in the "Borrowings" line item. Previously, current maturities of long-term borrowings and interest accrued were included in 'Other financial liabilities'.

Further security deposits have been included in the 'other financial assets' line item. Previously, these deposits were included in 'loans' line item.

The Company has reclassified comparable amounts to confirm with current year presentation as per the requirements of Ind AS-1. The impact of such classification is summarised below:

Balance sheet (extract)	31 March 2021 (as previously reported)	Increase / (decrease)	31 March 2021 (restated)
Other financial liabilities (current)	2,639.49	(2,586.15)	53.34
Borrowings (current)	1,827.61	2,586.15	4,413.76
Loans (current)	5.58	(5.58)	-
Other financial assets (current)	3.44	5.58	9.02

(v) Current/non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

(b) Segment reporting

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.

(c) 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.

(d) Revenue recognition***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.

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.

(e) Income 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 recognised 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 realised or the deferred income tax liability is settled.

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

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 realise the asset and settle the liability simultaneously.

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

(f) 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 recognised 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.

(g) Cash and cash equivalents

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.

(h) 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 realisable 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 realisable 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.

(i) Financial assets

(i) Classification

The Company classifies its financial assets at amortised 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 amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 26 details how the Company determines whether there has been a significant increase in credit risk.

(v) Derecognition of financial assets

A financial asset is derecognised 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 derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

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 derecognised 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 recognised to the extent of continuing involvement in the financial asset.

(j) 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 recognised amounts and there is an intention to settle on a net basis or realise 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.

(k) 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 recognised 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 derecognised 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
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

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.

(l) Intangible assets

(i) Computer software

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

(ii) Amortisation methods and periods

The Company amortises computer software over a period of 6 years

(m) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(n) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised 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 capitalised as a prepayment for liquidity services and amortised 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 recognised 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.

(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.

(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 recognised 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 recognised 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 recognised in profit or loss.

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 recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(r) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(s) 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.

(t) **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

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.

Notes to Financial Statements
(All amounts in INR lakhs, unless otherwise stated)

4 Property, plant and equipment and intangible assets

	Land - freehold	Factory buildings	Plant and machinery (Refer note below)	Furniture fittings and equipment	Computers	Vehicles	Total	Intangible assets -SAP Software
Year ended 31 March 2021								
Gross carrying amount								
Opening gross carrying amount	19.31	306.09	857.48	22.43	11.87	6.39	1,223.57	8.51
Additions	-	-	-	-	-	-	-	-
Closing gross carrying amount	19.31	306.09	857.48	22.43	11.87	6.39	1,223.57	8.51
Accumulated depreciation/amortisation								
Opening accumulated depreciation/amortisation	-	107.14	500.52	15.22	11.11	6.39	640.38	7.07
Depreciation/amortisation charge during the year	-	26.53	345.13	6.97	0.74	-	379.37	1.42
Closing accumulated depreciation/amortisation	-	133.67	845.65	22.19	11.85	6.39	1,019.75	8.49
Closing net carrying amount	19.31	172.42	11.83	0.24	0.02	-	203.82	0.02
Year ended 31 March 2022								
Gross carrying amount								
Opening gross carrying amount	19.31	306.09	857.48	22.43	11.87	6.39	1,223.57	8.51
Additions	-	-	-	-	-	-	-	-
Closing gross carrying amount	19.31	306.09	857.48	22.43	11.87	6.39	1,223.57	8.51
Accumulated depreciation/amortisation								
Opening accumulated depreciation/amortisation	-	133.67	845.65	22.19	11.85	6.39	1,019.75	8.49
Depreciation/amortisation and impairment charge during the year	-	15.70	1.03	0.05	-	-	16.78	-
Closing accumulated depreciation/amortisation	-	149.37	846.68	22.24	11.85	6.39	1,036.53	8.49
Closing net carrying amount	19.31	156.72	10.80	0.19	0.02	-	187.04	0.02

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.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

5 Other financial assets - non current

	As at 31 March 2022	As at 31 March 2021
Security deposits	8.28	2.70
Total non-current loans	8.28	2.70

6 Current tax asset (net)

	As at 31 March 2022	As at 31 March 2021
Opening balance	0.35	0.13
Add: Taxes paid/(refund received)	0.58	0.22
Total assets for current tax (net)	0.93	0.35

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.

	As at 31 March 2022		As at 31 March 2021	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	261.83	68.08	349.14	90.78
Tax losses	9,409.88	2,446.57	7,939.06	2,064.16
	9,671.71	2,514.64	8,288.20	2,154.94

The tax losses expire progressively from 2025-26 through 2030-31. 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 :

	As at 31 March 2022	As at 31 March 2021
Expire	6,933.49	5,549.98
Never expire	2,476.39	2,389.08
Total	9,409.88	7,939.06

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

The expiry dates are as follows:

	As at 31 March 2022	As at 31 March 2021
2024-25	508.57	508.57
2025-26	1,219.36	1,219.36
2026-27	713.75	713.75
2027-28	878.62	878.62
2028-29	1,085.79	1,085.79
2029-30	1,143.89	1,143.89
2030-31	1,383.51	-
Total	6,933.49	5,549.98

8 Other assets

Non current portion -

	As at 31 March 2022	As at 31 March 2021
Balances with statutory/government authorities	149.10	116.70
Less: Provided for	(149.10)	(116.70)
Total other non-current assets	-	-

Current portion -

	As at 31 March 2022	As at 31 March 2021
Prepayments	29.70	27.16
Total other current assets	29.70	27.16

9 Trade receivables

	As at 31 March 2022	As at 31 March 2021
Trade receivables from contract with customers – billed	-	-
Trade receivables from contract with customers – unbilled	-	-
Trade receivables from contract with customers – related parties	4.43	-
Less: Loss allowance	-	-
Total Inventories	4.43	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Ageing for trade receivables as at March 31,2022

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	-	4.43	-	-	-	-	4.43
(ii) Undisputed trade receivable-which hav 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	-	-	-	-	-	-	-
	-	4.43	-	-	-	-	4.43

10 Cash and cash equivalents

	As at 31 March 2022	As at 31 March 2021
Balances with banks		
In current accounts	193.16	185.37
Cash on hand	0.15	0.36
Total cash and cash equivalents	193.31	185.73

11 Other financial assets - current

	As at 31 March 2022	As at 31 March 2021
Receivable from related parties (Refer note 29)	2.55	3.29
Other receivables	0.15	0.15
Security deposits	-	5.58
Total other financial assets	2.70	9.02

Other receivables pertains to insurance claim receivable.

Note 12: Equity share capital and other equity

12 (a) Equity share capital

Authorised equity share capital

	Number of shares	Amount
As at 1 April 2020	40,000,000	4,000.00
Increase during the year	-	-
As at 31 March 2021	40,000,000	4,000.00
Increase during the year	-	-
As at 31 Mar 2022	40,000,000	4,000.00

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(i) Movements in equity share capital - Issued, subscribed and fully paid-up

	Number of shares	Equity share capital (par value)
As at 1 April 2020	25,944,000	2,594.40
Increase during the year	-	-
As at 31 March 2021	25,944,000	2,594.40
Increase during the year	-	-
As at 31 Mar 2022	25,944,000	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 2022	31 March 2021
	(No.)	(No.)
Sharp Corporation Japan - Holding company	19,458,000	19,458,000

(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 2022		As at 31 March 2021	
	No. of shares	% holding	No. of shares	% holding
Sharp Corporation Japan	19,458,000	75.00%	19,458,000	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 2022.

(iv) Details of shareholding of Promoters

Name of the Promoter	As at 31 March 2022			As at 31 March 2021		
	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	19,458,000	75.00%	0.0%	19,458,000	75.00%	0.0%

12 (b) Other Equity

	As at 31 March 2022	As at 31 March 2021
(a) Reserves and surplus		
Securities premium reserve(i)	1,786.00	1,786.00
Retained earnings (ii)	(11,369.14)	(9,898.32)
Sub-total (a)	(9,583.14)	(8,112.32)
(b) Other equity		
Equity component - Fair value adjustment on loans (iii)	320.20	275.93
Sub-total (b)	320.20	275.93
Total other equity	(9,262.94)	(7,836.39)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(i) Securities premium reserve

	As at 31 March 2022	As at 31 March 2021
Balance as at the beginning and end of the year	1,786.00	1,786.00

(ii) Retained earnings

	As at 31 March 2022	As at 31 March 2021
Opening balance	(9,898.32)	(8,048.45)
Net loss for the year	(1,470.82)	(1,849.87)
Closing Balance	(11,369.14)	(9,898.32)

(iii) Equity component - Fair value adjustment on loans

	As at 31 March 2022	As at 31 March 2021
Opening balance	275.93	230.35
Additions during the year	44.27	45.58
Closing Balance	320.20	275.93

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.

13 Non-current borrowings

	As at 31 March 2022	As at 31 March 2021
Unsecured		
Term Loans		
From related parties (Refer Note 29)		
Loan from holding company [Refer Note (a)]	1,584.11	1,584.11
Loan from fellow subsidiaries [Refer Note (b)]	1,928.48	1,882.10
Total non-current borrowings	3,512.59	3,466.21
Less : Current maturities of long-term debt	(3,512.59)	(2,433.93)
Less : Interest accrued but not due on borrowings - Non-current	-	(45.37)
Less : Interest accrued but not due on borrowings - Current	-	(102.86)
Non-current borrowings (as per balance sheet) *	-	884.05

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

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, 2022	As at March 31, 2021
6-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 2022.

Note (b) :

Particulars	As at March 31, 2022	As at March 31, 2021
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) :

Particulars	As at March 31, 2022	As at March 31, 2021
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	500.00
Sharp Business System India Private Ltd (Note ix)	600.00	-
Sharp Business System India Private Ltd (Note x)	760.00	-
Total Withdrawals	3,360.00	1,900.00

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
8-May-18	95.00	95.00
6-Jun-18	95.00	95.00
6-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.

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, 2022	As at March 31, 2021
6-Aug-18	95.00	95.00
6-Sep-18	95.00	95.00
4-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.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
14-Dec-18	100.00	100.00
4-Jan-19	100.00	100.00
5-Feb-19	100.00	100.00
5-Mar-19	100.00	100.00
3-Apr-19	100.00	100.00
Total Withdrawals	500.00	500.00

* Classified as Non current as at 31 March, 2021

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.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
3-May-19	100.00	100.00
6-Jun-19	100.00	100.00
5-Jul-19	100.00	100.00
3-Aug-19	100.00	100.00
5-Sep-19	170.00	170.00
Total Withdrawals	570.00	570.00

* Classified as Non current as at 31 March, 2021

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.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
4-Oct-19	100.00	100.00
5-Nov-19	100.00	100.00
6-Dec-19	100.00	100.00
Total Withdrawals	300.00	300.00

* Classified as Non current as at 31 March, 2021

The above loan carries an interest of 9.45% per annum and is repayable after 3 years 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 ultimate holding company, Sharp Corporation, Japan for this loan.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
13-Dec-19	300.00	300.00
6-Jan-20	100.00	100.00
5-Feb-20	100.00	100.00
4-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 ultimate holding company, Sharp Corporation, Japan for this loan.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
26-May-20	150.00	150.00
29-Jun-20	150.00	150.00
6-Jul-20	100.00	100.00
4-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 ultimate holding company, Sharp Corporation, Japan for this loan.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
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
6-Apr-21	100.00	-
Total Withdrawals	600.00	500.00

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 ultimate holding company, Sharp Corporation, Japan for this loan.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
12-May-21	80.00	-
11-Jun-21	110.00	-
5-Jul-21	110.00	-
5-Aug-21	110.00	-
5-Sep-21	190.00	-
Total Withdrawals	600.00	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

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 ultimate holding company, Sharp Corporation, Japan for this loan.

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

Date of Withdrawals	As at March 31, 2022	As at March 31, 2021
13-Oct-21	110.00	-
3-Nov-21	140.00	-
3-Dec-21	90.00	-
5-Jan-22	100.00	-
3-Feb-22	100.00	-
3-Mar-22	220.00	-
Total Withdrawals	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 ultimate holding company, Sharp Corporation, Japan for this loan.

Current borrowings

	As at 31 March 2022	As at 31 March 2021
Unsecured		
Term loans		
<i>From related parties (Refer Note 29)</i>		
Loan from fellow subsidiaries [Refer Note (c) above]	3,320.81	1,852.82
Total current borrowings	3,320.81	1,852.82
Add: : Interest accrued but not due on borrowings (included in note 13)	-	102.86
Add: : Interest accrued and due on borrowings (included in note 13)	-	24.15
Current maturities of long-term debt [Refer Note (a) and (b) above]	3,512.59	2,433.93
Current borrowings (as per balance sheet)	6,833.40	4,413.76

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 2022	As at 31 March 2021
Cash and cash equivalents	193.31	185.73
Borrowings		
- Current borrowings	(6,833.40)	(4,413.76)
- Non-current borrowings including interest accrued	-	(929.42)
Net debt	(6,640.09)	(5,157.45)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

	Cash and cash equivalents	Liabilities from financing activities	Total
		Borrowings	
Net debt as at 1 April 2020	242.88	(4,089.42)	(3,846.54)
Cash flows	(57.15)	-	(57.15)
Interest expense	-	(518.56)	(518.56)
Interest paid	-	419.22	419.22
Proceeds from loans	-	(1,200.00)	(1,200.00)
Repayment of loans	-	-	-
Non-cash movement - Fair value adjustments	-	45.58	45.58
Net debt as at 31 March 2021	185.73	(5,343.18)	(5,157.45)

	Cash and cash equivalents	Liabilities from financing activities	Total
		Borrowings	
Net debt as at 1 April 2021	185.73	(5,343.18)	(5,157.45)
Cash flows	7.58	-	7.58
Interest expense	-	(600.81)	(600.81)
Interest paid	-	526.32	526.32
Proceeds from loans	-	(1,460.00)	(1,460.00)
Non-cash movement - Fair value adjustments	-	44.27	44.27
Net debt as at 31 March 2022	193.31	(6,833.40)	(6,640.09)

14 Other financial liabilities

	As at 31 March 2022	As at 31 March 2021
Non-current		
Interest accrued but not due on borrowings	-	45.37
	-	45.37
Current		
Employee benefits payable	52.91	53.34
Total other financial liabilities	52.91	98.71

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

15 Provisions

	As at 31 March 2022		As at 31 March 2021	
	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)	78.83	-	80.42	-
Provision for gratuity (Refer note 25)	18.22	-	28.65	-
Other provisions	-	-	0.67	-
Total non-current provisions	117.85	-	109.74	20.80

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 2022 represents interest on the demand upto the date of payment.

(iii) **Movement in provisions**

Particulars	Provision for dues under dispute	Other provisions
As at 1 April, 2020	20.80	0.67
Amount utilised during the year	-	-
Amount paid		
As at 31 March 2021	-	0.67
Amount utilised during the year	-	-
Amount paid	-	(0.67)
As at 31 March 2022	20.80	-
Non-current	-	-
Current	20.80	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

16 Trade payables

	As at 31 March 2022	As at 31 March 2021
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)	12.39	10.56
Other trade payables	44.29	46.67
Total trade payables	56.68	57.23

There are no dues to micro, small and medium enterprises as at 31 March 2022 (31 March 2021: 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, 2022

	Outstanding for following periods from the due date						Total
	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	-	-	56.68	-	-	-	56.68
Disputed trade payables	-	-	-	-	-	-	-
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	-	-	56.68	-	-	-	56.68

Aging of trade payables: March 31, 2021

	Outstanding for following periods from the due date						Total
	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	-	-	57.23	-	-	-	57.23
Disputed trade payables	-	-	-	-	-	-	-
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	-	-	57.23	-	-	-	57.23

17 Other current liabilities

	As at 31 March 2022	As at 31 March 2021
Statutory dues payable	23.83	19.57
Advances from customers	1.33	1.29
Other payables*	8.95	65.64
Total other current liabilities	34.11	86.50

* Other payables as at March 31, 2021 pertains to payable towards Value Added Tax which has been paid during the current year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

18 Revenue from operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of services	11.58	-
Total revenue from operations	11.58	-

Note:

The Company has certain inventories of accessories that have been fully written down as on 31 March 2022.

19 Other income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income from financial assets at amortised cost	0.28	4.37
Liabilities no longer required written back	2.32	6.70
Miscellaneous income	11.15	0.25
Total other income	13.75	11.32

20 Employee benefits expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, wages and bonus	543.34	544.19
Contribution to provident and other funds	38.12	38.24
Staff welfare expenses	4.01	9.66
Total employee benefit expense	585.47	592.09

21 Depreciation, amortisation and impairment expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation and impairment on property, plant and equipment	16.78	379.37
Amortisation and impairment on intangible assets	-	1.42
Total depreciation, amortisation and impairment expenses	16.78	380.79

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

22 Other expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Bank charges	0.61	0.80
Power, fuel, water charges	30.71	29.70
Rates and taxes	25.77	16.82
Repairs & maintenance		
- Plant & Machinery	0.59	1.05
- Others	20.67	24.13
Insurance	15.61	15.08
Travelling expenses	0.39	0.20
Communication expenses	14.67	13.21
Directors sitting fees	9.05	6.10
Legal and professional fees	42.80	37.23
Auditors' remuneration [Refer note 22 (a)]	23.91	13.45
Printing and stationery	2.60	2.29
Net foreign exchange losses	0.70	0.19
Security charges	54.78	54.22
License and application fees	5.30	11.70
Membership fees	3.00	3.00
Housekeeping expenses	5.90	6.32
Provision for balances with government authorities	32.40	116.70
Miscellaneous expenses	2.04	10.30
Total other expenses	291.50	362.49

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

	For the year ended 31 March 2022	For the year ended 31 March 2021
Payment to auditors		
As auditor:		
Audit fee *	20.86	10.15
Limited review	3.00	2.45
Certification	-	0.80
Re-imburement of expenses	0.05	0.05
	23.91	13.45

* Includes Rs. 10 Lakhs in respect of year ended 31 March, 2021 charged in current year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

23 Finance costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest and finance charges on financial liabilities at amortised cost	600.81	518.56
Other interest costs	1.59	7.26
Total finance costs	602.40	525.82

Other interest costs for March 31, 2021 relate to indirect tax dues.

24 Income tax

	For the year ended 31 March 2022	For the year ended 31 March 2021
<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

	For the year ended 31 March 2022	For the year ended 31 March 2021
Accounting profit/ (loss) before tax	(1,470.82)	(1,849.87)
At Indian tax rate of 26%* (31 March 2021: 26%)	(382.41)	(480.97)
Tax losses and other temporary differences on which no deferred income tax was recognised	382.41	480.97
Income tax expense reported in the statement of profit or loss	-	-

* The Company has not opted for a lower tax rate.

25 Provision for employee benefits

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for compensated absences (Refer Note A)	78.83	80.42
Current	78.83	80.42
Non-current	-	-
Gratuity (Refer Note B)	18.22	28.65
Current	18.22	28.65
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 2022	For the year ended 31 March 2021
Defined contribution plans		
-Provident fund	15.98	16.54
-Pension fund	19.03	18.63
-Superannuation fund	1.95	1.95
-Employees' deposit linked insurance scheme	1.14	1.12
	38.10	38.24

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.

As at 31 March 2022, the net liability is Rs. 18.22 Lakhs (31 March 2021 Rs. 28.65 Lakhs) (net of plan assets amounting to Rs. 770.44 Lakhs (31 March 2021 Rs. 736.71 Lakhs)).

26 Fair value measurements**Financial instruments measured at amortised cost by category**

	As at 31 March 2022	As at 31 March 2021
Financial assets		
Security deposits	8.28	2.70
Trade receivable	4.43	-
Cash and cash equivalents	193.31	185.73
Other financial assets	2.70	9.02
Total financial assets	208.72	197.45
Financial liabilities		
Borrowings	6,833.40	5,343.19
Trade payables	56.68	57.23
Other financial liabilities	52.91	53.34
Total financial liabilities	6,942.99	5,453.76

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 2022					
Financial liabilities					
Borrowings	13	-	-	6,775.02	6,775.02
Total financial liabilities		-	-	6,775.02	6,775.02

<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 2021					
Financial liabilities					
Borrowings	13	-	-	5,333.02	5,333.02
Total financial liabilities		-	-	5,333.02	5,333.02

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 financial 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.

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)**

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.

(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 2021	Less than 1 year	1-3 years
Borrowings including interest accrued	4,413.76	929.42
Employee benefits payable	53.34	-
Trade payables	57.23	-
Total	4,524.33	929.42

31 March 2022	Less than 1 year	1-3 years
Borrowings including interest accrued	6,833.40	-
Employee benefits payable	52.73	-
Trade payables	56.68	-
Total	6,942.81	-

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

(iii) Key management personnel :

Mr. Naoki Hatayama (Managing Director) (till 15 November 2020)

Mr. M. Nakagawasai (Managing Director) (w.e.f. 16 November 2020)

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	Year ended	
		31 March 2022	31 March 2021
Sharp Corporation, Japan	Interest on loan	110.82	110.82
	Reimbursement of expenses received	47.40	45.03
	Reimbursement of expenses paid	5.55	6.24
	Loan guarantee fees	34.18	23.93
Sharp Business Systems (India) Private Limited	Sale of services	11.58	-
	Purchase of goods/services/others*	0.18	0.18
	Reimbursement of expenses received	2.01	1.45
	Reimbursement of expenses paid	0.91	0.91
	Interest on loan	365.63	265.87
	Proceeds from loan	1,460.00	1,200.00
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Reimbursement of expenses paid	6.09	7.61
	Reimbursement of expenses received	-	-
Sharp Software Development India Private Limited	Interest on Loan	23.37	25.93
Key management personnel	Managerial Remuneration	14.80	14.83

* Net of discounts received

Reimbursement of expenses paid relate to IT support charges and global network charges and professional fees.

Reimbursement of expenses received majorly relate to tax deducted at source of Mr. M. Nakagwasai.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Disclosure of outstanding balances**(i) Trade receivables**

Name of the party	As at 31 March 2022	As at 31 March 2021
Sharp Business Systems (India) Private Limited	4.43	-
Total	4.43	-

(ii) Trade and other payables

Name of the party	As at 31 March 2022	As at 31 March 2021
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	1.41	1.44
Sharp Corporation, Japan	10.98	9.12
Total	12.39	10.56

(iii) Other Receivables

Name of the party	As at 31 March 2022	As at 31 March 2021
Sharp Business Systems (India) Private Limited	-	-
Sharp Corporation, Japan	2.55	3.29
Total	2.55	3.29

(iv) Borrowings*

Name of the party	As at 31 March 2022	As at 31 March 2021
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	5,015.00	3,555.00
Total	6,884.11	5,424.11

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

(v) Interest accrued*

Name of the party	As at 31 March 2022	As at 31 March 2021
Sharp Business Systems India Private Limited	31.82	24.15
Total	31.82	24.15

*amounts disclosed represent amounts at interest rates as per the loan agreement and do not include fair value adjustments made.

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-1/1(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

	Year ended 31 March 2022	Year ended 31 March 2021
Basic and diluted loss per share		
a) Loss attributable to the equity holders of the company (Rs. In Lakhs)	(1,470.82)	(1,849.87)
b) Weighted average number of equity shares outstanding (Nos.)	2,59,44,000	2,59,44,000
c) Loss per share		
- Basic	(5.67)	(7.13)
- Diluted	(5.67)	(7.13)

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 during the current financial year is within India. The revenue is generated from a single customer. (Previous Year Rs. NIL). All non current assets are located within India.

33 Going concern assessment

During the year ended 31 March 2022, the Company incurred a loss of Rs. 1,470.82 Lakhs and the accumulated loss as at 31 March 2022 is Rs. 11,369.14 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. As at 31 March 2022, the Company has received a support letter from Sharp Corporation, Japan for financial and operational support until 31 March 2023. 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; (ii) Service Agreement with Sharp Business Systems (India) Private Limited dated 1st June 2021; and (iii) the Individual Contract for Services No. 1 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

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)**

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.

However, taking into consideration the current economic scenario in India and Japan, the revival of the operations of the Company may take longer than anticipated earlier.

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)

35 Financial ratios

Sr. No.	Ratio	Numerator	Denominator	Year ended 31 March 2022	Year ended 31 March 2021	Change %	Explanation
a)	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	0.03	0.05	-31.00%	The ratio is deteriorated due to increase in current liabilities
b)	Debt-Equity Ratio (in times)	Debts (consists of borrowings from related parties)	Total Equity	(1.03)	(1.03)	0.31%	
c)	Debt service coverage ratio (in times)	Loss after taxes+ non cash expense +finance costs	Interest and principle repayments	(1.62)	(2.25)	-28.09%	Due to reduction in losses compared to previous year.
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	5.23	Not Applicable	100.00%	No revenue from operations in 2021. Refer note 9 to the financial statements.
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)	(0.002)	Not Applicable	100.00%	No revenue from operations in 2021. Refer note 18 to the financial statements.
h)	Net Profit Ratio (in%)	Loss for the year	Revenue from operations	-12701%	Not Applicable	100.00%	No revenue from operations in 2021. Refer note 18 to the financial statements.
i)	Return on Capital employed (in %)	Loss before tax and finance costs	Net worth	Not Applicable	Not Applicable	Not Applicable	
j)	Return on Investment (in %)	Loss before tax and finance costs	Average total assets	Not Applicable	Not Applicable	Not Applicable	

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)**

36 There was delay in submission of financial results of company for year ended March 2022 due to unforeseen difficulties. The letter stating reason for delay in submission of financial results as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 was submitted to stock exchange on 28th May 2022. The Company has provided for the applicable penalty in the books of account.

37 Impact of COVID-19

The Company has not had any manufacturing operations during the current year.

As such, the Company has had no significant impact of COVID-19. The Management believes that it has considered all the possible impact of the known events arising from COVID-19 pandemic in the preparation of the financial statements.

However, given the uncertainties around its impact on future global economic activity, the impact on the subsequent events in terms of actions of revival of business is dependent on the circumstances as they evolve.

38 Previous year figures have been reclassified as necessary.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016

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

Amit Borkar
Partner
Membership No. 109846

M Nakagawasai Managing Director	Bhumika Batra Independent Director	Chandranil Belvalkar Company Secretary	Sunil Sane CFO
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Place : Pune
Date : November 23, 2022

Place : Pune
Date : Date : November 23, 2022

SHARP

SHARP INDIA LIMITED

Secretarial Department,
Gat No. 686/4, Koregaon Bhima,
Taluka Shirur, Dist. Pune - 412 216