

**40th Annual Report
2024-2025**

SHARP

SHARP INDIA LIMITED

BOARD OF DIRECTORS

MAKARAND DATE
(Managing Director)

ABHIJEET BHAGWAT
(Independent Director)

NACHIKET DEO
(Independent Director)

ARCHANA LAKHE
(Independent Director)

NAOKI HATAYAMA
(Non-executive Director)

SHOKI TANO
(Non-Executive Director)

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BANKERS

MUFG BANK
THE MIZUHO BANK LTD.
CITIBANK N.A.

SOLICITORS & ADVOCATES

CRAWFORD BAYLEY & CO., MUMBAI.

AUDITORS

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

REGISTERED OFFICE & FACTORY

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

REGISTRARS & TRANSFER AGENTS

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

Phone No .(020) - 26160084

SHARP INDIA LIMITED

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

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of Sharp India Limited will be held on Friday, 26th September, 2025 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 2025 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Naoki Hatayama (DIN 08390564) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RE - APPOINTMENT OF MR. ABHIJEET BHAGWAT (DIN: 01981922) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** in accordance with, the provisions of sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Abhijeet Bhagwat (DIN: 01981922), who was appointed as Independent Director and who holds office of Independent Director up to 1st October 2025 and who is eligible for re- appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re- appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold the office for second term of five consecutive years on the Board of Company commencing from 2nd October, 2025 till 1st October, 2030 (both days inclusive).

RESOLVED FURTHER THAT Mr. Abhijeet Bhagwat will be entitled to receive remuneration in the form of sitting fees for attendance of Board and Committee meetings during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS.**

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

"**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 consent of Members of the Company be and is hereby given for the material related party arrangements or transactions of Company with-

- i) Sharp Corporation, Japan in the nature of availing Loan, Interest on ECB Loan & other Interest, Repayment/ Roll over/ Extension of time for Repayment/ Part or Full Repayment for ECB Loan, Payment of Guarantee fees for Borrowings /loan from Sharp Corporation Japan, subsidiary and associate companies located in India or abroad, Reimbursement of Expenses Received, Reimbursement of expenses paid.
- ii) Subsidiary Companies of Sharp Corporation, Japan located in India or abroad in the nature of Availing loans, secured or unsecured, short term or long term and other loan related transactions, Repayment/ Roll over / Extension of time for Repayment / Part or Full Repayment etc of loan, Payment of Interest on loan, Purchases of goods and Services and Reimbursement of Expenses Received, Reimbursement of Expenses paid.
- iii) The transactions to be entered into during the financial year 2026 – 2027 totally amounts to Rs.19,925 Lakhs.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof /Managing Director) be and is hereby authorized to enter into the material related party arrangements or transactions with Sharp Corporation and its subsidiaries in India and abroad upon the principal terms mentioned in the Explanatory Statement annexed hereto and 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 APPROVE THE REMUNERATION OF CHIEF FINANCIAL OFFICER.**

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

"**RESOLVED THAT** pursuant to the provisions of section 203 and the other applicable provisions , if any and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015) consent of the members of Company be and is hereby accorded for remuneration of Mr. Jaideep Palsule (Institute of Cost Accountant India Membership No: A- 17208) – for rendering his duties as Chief Financial Officer of the Company as follows:

- A. Basic pay of Rs. 85,000/- plus allowances Rs. 1,23,067/-, total Rs. 2,08,067/-(Rupees Two lakhs Eight Thousand and Sixty seven rupees) per month.
- B. The perquisite as follows:
 - (i) Contribution to provident fund not exceeding 12% of basic salary.
 - (ii) Gratuity payable at a rate not exceeding half a month's basic salary for each completed year of service.
 - (iii) Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
 - (iv) Coverage under group Medclaim policy and Group Personal Accident policy.

RESOLVED FURTHER THAT consent of the members be and is hereby given to the Board of Directors to consider and decide the annual increment including alteration or variation in the terms of appointment and remuneration, perquisites payable to Mr. Jaideep Palsule during the tenure of his appointment.

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

6. TO APPROVE THE REMUNERATION OF COMPANY SECRETARY.

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

"RESOLVED THAT pursuant to the provisions of section 203 and the other applicable provisions, if any, and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded for the remuneration of Mr. Chandranil Belvalkar (Institute of Company Secretaries of India. Membership No: A- 24015) – for rendering his duties as Company Secretary of the Company as follows:

Basic pay Rs. 60,000 plus allowances Rs. 1,51,070, total to Rs. 2,11,070/- (Rupees Two lakhs eleven thousand and seventy rupees) per month.

A. The perquisite as follows:

- (i) Contribution to provident fund not exceeding 12% of basic salary.
- (ii) Gratuity payable at a rate not exceeding half a month's basic salary for each completed year of service.
- (iii) Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- (iv) Coverage under group Mediclaim policy and Group Personal Accident policy.
- (v) A cell phone (mobile) facility from Company.

RESOLVED FURTHER THAT consent of the members be and is hereby given to the Board of Directors to consider and decide the annual increment including alteration or variation in the terms of appointment and remuneration, perquisites payable to Mr. Chandranil Belvalkar during the tenure of his appointment.

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

7. APPOINTMENT OF M/S. SVD & ASSOCIATES, COMPANY SECRETARIES, PUNE, AS SECRETARIAL AUDITOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter referred as the Listing Regulations) and based on recommendation of Audit Committee of Directors and the Board of Directors, M/s. SVD & Associates, Company Secretaries, Pune (Firm Unique Code: P2013MH031900) (hereinafter as M/s. SVD & Associates) be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, to hold the office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 45th (Forty Five) AGM of the Company to be held in the Year 2030, on such remuneration plus taxes thereon and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Director of the Company and Auditors, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things

as may be considered necessary, desirable or expedient to give effect to this resolution."

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

**Chandranil Belvalkar
Company Secretary
Membership No. A 24015**

Date: August 8, 2025

Place: Pune

NOTES:

1. The Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 40th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. The proceedings of the meeting will be deemed to be conducted at registered office of Company at Gat No. 686/4, Koregaon Bhima, Tal. Shirur, District – Pune – 412 216.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforementioned Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc) are also encouraged to attend the AGM to be held through VC/OAVM. They are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@svdandassociates.com with copies marked to the Company at secretarial@sil.sharp-world.com
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos.3 to 7 above is annexed hereto. The Board of Directors of the Company at its meeting held Friday, 8th August, 2025 considered that the Special Business under Item Nos.3 to 7 above being considered unavoidable, be transacted at the AGM of the Company.
5. In case of Joint Holders attending the AGM through VC/OAVM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
6. A statement giving details of the Directors to be appointed/ re-appointed is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
7. The SEBI vide circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 02, 2025, has opened a special window to consider transfer requests of physical shares which were rejected and returned to the lodger on or before March 31, 2019, can be re-lodged after rectifying the errors, for registration of transfer from July 07, 2025 to January 06, 2026 with our Registrar and Share Transfer Agents ('RTA'), i.e. M/s. MUFG Intime India Pvt. Ltd. Please note transferred Shares will only be issued in demat mode once all the documents are found in order by RTA. The lodger must have a demat account and provide its Client Master List ('CML'), along with the transfer documents and share certificate, while lodging the documents for transfer

with RTA. You may contact RTA for attending these requests by sending email at pune@in.mpms.mufig.com or to company at secretarial@sil.sharp-world.com.

8. 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.
9. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.sharpindialimited.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
10. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday 20th September 2025 to Friday, 26th September, 2025 (both days inclusive).
12. Members are requested to intimate any change of address if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, name of the bank and branch details, ECS Mandate, bank account number, MICR code, IFSC code, etc
 - a) For shares held in electronic form: to their Depository Participants (DPs)
 - b) For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) MUFG Intime India Private Limited at address and contact details mentioned in this Annual Report in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023.
13. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
14. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 (as amended) and SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed Companies to issue securities in dematerialised form only while processing service request viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website www.sharpindialimited.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities:
As per Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical

securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;

- a. to lodge grievance or avail any service request from the RTA.
- b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.

Updation of KYC Details and Mandatory Linkage of PAN with Aadhar - SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024 mandates all the listed Companies to record the PAN, Nomination, KYC details of all the shareholders and Bank Account details of first holder.

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

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3 or SH-13, SH-14 and SEBI circular are available on the RTA website at <https://in.mpms.mufig.com/>

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

- i. In Person Verification (IPV) : by producing the originals to the Authorized Person of the RTA, who will retain copy(ies) of the document(s).
- ii. In Hard Copy : by furnishing self-attested photocopy(ies) of the relevant documents, with date.
- iii. With e-sign :
- a. In case your email is already registered with RTA, you may send the scanned copies of your KYC documents with e-sign at RTAs dedicated email-id : kyc@linkintime.co.in Kindly mention the email subject line as „KYC Updation (Company Name) - Folio No : ____.
- b. Investors can also upload KYC documents with e-sign on RTAs website <https://www.linkintime.co.in>. Ø Investor Services Ø KYC Compliance.

(e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empaneled e-sign service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign)

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

- a. to lodge grievance or avail any service request from the RTA.
- b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.

16. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. The procedure for the same is provided separately in the notes of this notice.

17. Mr. Sridhar G. Mudaliar and failing him Mrs. Meenakshi Deshmukh, Partners of M/s. SVD & Associates, Company Secretaries has been appointed as the Scrutinizer for scrutinizing the e-voting & poll process in a fair and transparent manner.

18. Since the AGM will be held through VC/OAVM, the Route Map

is not required to be annexed to the Notice.

19. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by MUFG 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.
20. 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.
21. 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 40th Annual General Meeting. Members seeking the inspection of such documents can send an e-mail on secretarial@sil.sharp-world.com.
22. 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, 22nd September, 2025 through e-mail on secretarial@sil.sharp-world.com. The same will be replied by the Company suitably.
23. The e-voting period begins on Tuesday 23rd September, 2025 at 09:00 a.m. and ends on Thursday, 25th September, 2025 at 05:00 p.m. cut-off date for e-voting is Friday 19th September, 2025 to cast their vote electronically. 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. Friday 19th September, 2025 may cast their vote electronically.
24. The results shall be declared within two working days from conclusion of AGM and Chairman of the meeting or in his absence any other Director or Company Secretary shall receive the scrutiniser's report. The results declared along with the Scrutiniser's Report will be placed on the website of the Company www.sharpindialimited.com and will simultaneously be submitted to BSE Limited where equity shares of the Company are listed.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, and other matters as may be required.
27. The Company has appointed MUFG Intime India Private Limited to provide facility for voting through remote e-Voting and for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. Instructions for e-voting and joining VC/OAVM Annual General Meeting are as follows:

A. Remote e-Voting Instructions for Members:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

facility.

Login method for Individual shareholders holding securities in demat mode is given below:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

C. DOB/DOI:

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

D. Bank Account Number:

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

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

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

- ❖ Set the password of your choice

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

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- Click on "Login" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- Visit URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.

- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No." for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

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

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained

in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company" and 'Event Date' and register with your following details:

E. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

F. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

G. Mobile No: Enter your Mobile No.

H. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sil.sharp-world.com upto Monday, 22nd September, 2025.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.

- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ 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 Shareholders/ 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

ITEM NO 3.

Appointment of Mr. Abhijeet Bhagwat (DIN: **01981922**) as a Non-Executive, Independent Director of the Company. Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act') Articles of Association of the Company, the Board of Directors at their meeting held on Friday 8th August, 2025, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved re-appointment of Mr. Abhijeet Bhagwat (DIN: **01981922**) as Non-executive Independent Director of the Company subject to approval of shareholders, for second term of five years on the Board of Company commencing from 2nd October 2025 till 1st October, 2030 (both days inclusive).

The Company has received the following statutory disclosures / declarations:

- i. Form DIR-2 - Consent to act as a Director of a company
- ii. Declaration under sub-section (6) of section 149 of the Companies Act, 2013 and Rules 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- iii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- iv. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- v. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;
- vi. Confirmation that he is in compliance with Rules 6(1) and 6(2) of

the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;

Mr. Abhijeet Bhagwat is a Fellow Chartered Accountant and currently serves as an Independent Director on the Board. He is the Managing Partner at P G BHAGWAT LLP, a well-established Chartered Accountancy firm founded in 1938. With over 15 years of professional experience, Mr. Bhagwat brings deep expertise in Corporate Assurance, auditing and financial reporting. He has led audits of several listed and unlisted entities across a wide range of sectors. His core competencies include Indian Accounting Standards (Ind AS), Standards on Auditing, the Companies Act, 2013, and the evaluation of internal financial controls and related systems and processes.

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

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

Except Mr. Abhijeet Bhagwat being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors recommends the resolution as set out in Item No.3 in the Notice for approval of the Members as a Special Resolution. The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

ITEM NO.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 prior 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.1,584.11 Lakhs from Sharp Corporation Japan (SC) and Inter corporate Loan of Rs. 285.00 lakhs from Sharp Software Development India Private Limited (SSDI) during financial year 2024-2025. The Company availed 1,860.00 Lakhs Loan and rollover Rs 8,215.00 Lakhs from Sharp Business Systems (India) Private Limited (SBI) during the year 2024-2025. As per the loan agreement the ECB loan of Rs 1,584.11 Lakhs from Sharp Corporation, Inter Corporate Loan from SSDI of Rs 2,850.00 Lakhs and SBI of Rs 10,075.00 lakhs will be due for Repayment in the financial year 2025-2026.

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 2026-2027, 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 lakhs)	Period	Nature of Relationship
Sharp Corporation and its subsidiary Companies located in India and abroad.	Availing loans, secured or unsecured, short term or long term, and other loan related transactions	3,000.00	1-4-2026 to 31-3-2027	Promoter Company, its subsidiaries and fellow subsidiaries
Sharp Corporation-Japan	Repayment/ Roll over / Extension of time for Repayment / Part or Full Repayment etc. of ECB Loan and from Sharp Corporation subsidiaries loan	1,584.11	1-4-2026 to 31-3-2027	Promoter Company
	Interest on ECB Loan & other Interest	115.00		
	Payment of Guarantee fees for Borrowing/loan from Sharp Corporation, Japan subsidiary and associate companies located in India or abroad	124.00		
	Reimbursement of Expenses Received	10.00		
	Reimbursement of Expenses paid	10.00		
Subsidiary companies of Sharp Corporation Japan located in India or abroad	Repayment/ Roll over / Extension of time for Repayment / Part or Full Repayment etc. of Loan	13,416.00	1-4-2026 to 31-3-2027	Fellow Subsidiaries
	Payment of Interest on loan	1,611.00		
	Purchases of goods and Services	10.00		
	Reimbursement of Expenses Received	25.00		
	Reimbursement of Expenses paid	19.89		

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 2026-2027.

Other information:

- 1) Name of the Related Party and relationship: Sharp Corporation, Japan (Holding Company & Promoter) and its subsidiary companies Sharp Business Systems (India) Private Limited, Sharp Software Development India Private Limited, Sharp Electronics (Malayasia) SDN.BHD., Malayasia and Sharp Corporation's other subsidiary companies located in India or abroad (Fellow subsidiaries)

- 2) Name of the Directors / Key managerial Personnel who is related, if any- Currently Mr. Naoki Hatayama - Non-Executive Director and Mr. Shoki Tano - 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.

The relevant details of the transaction as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 with related party is stated in explanatory statement for item no 3.
(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2023-2024 that is represented by the value of the proposed transaction.	In absence of any turnover, computation of percentage is not possible.
(c)	Justification for why the proposed transaction is in the interest of the listed entity	: The proposed related party transactions for the financial year 2026-2027 are indispensable as operational and financial support will be required from Promoter/ holding Company and fellow subsidiaries at commercially viable terms.
(d)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the above mentioned Circular.	: Not Applicable to the proposed transaction.
(e)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	: Not Applicable to the proposed transaction.
(f)	Any other information that may be relevant	All important information forms part of the explanatory statement under item no 3 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Member's approval is sought for the aforesaid material related party transactions to be entered in the financial year 2026-2027.

Except Mr. Naoki Hatayama and Mr. Shoki Tano Non Executive Directors 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 as Ordinary Resolution.

Item No. 5:

As per the provisions of Section 203 of the Companies Act, 2013

and any other provisions as may be applicable and of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. A Chief financial officer is to be appointed as Key Managerial person to handle the Finance and Accounts considering applicable Act, rules and regulations. The Board of Directors in its Board Meeting held on 25th January, 2024 has appointed Mr. Jaideep Palsule (Institute of Cost Accountant India Membership number. A 17208) as Chief Financial Officer of the Company w.e.f 25th January 2024. Mr. Jaideep Palsule is a member of Institute of Cost and Management Accountants of India and has over 30 years of experience. He was Responsible for implementing the Financial module of MOVEX, an ERP, in 2010, Costing, Standard cost setting and Fixed asset modules, Costing, Fixed assets, Monthly closing for parent Group, Various audits like Group, Financial and Tax, Cost audit, Income tax and Transfer pricing.

The item no 5 is considered as material related party transaction pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015. The details of remuneration are provided in the proposed resolution under item number 5 above. None of the Director/ Key Managerial person except Mr. Jaideep Palsule are interested in the resolution.

Directors recommend the resolution at Item No. 5 for the acceptance by the Members of the Company as Ordinary Resolution.

The relevant details of the transaction as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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	: Mr. Jaideep Palsule is a member of Institute of Cost Accountants holding membership number A – 17208. The terms of appointment, name of person, qualification and relevant experience as explained above and terms of remuneration as per proposed resolution.
(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2023-2024 that is represented by the value of the proposed transaction.	In absence of any turnover, computation of percentage is not possible.
(c)	Justification for why the proposed transaction is in the interest of the listed entity	: As per the provisions of section 203 of Companies Act, 2023 and Compliance under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, person with financial knowledge and expertise is to be considered for the position of CFO. Mr. Jaideep Palsule is from financial background and his vast experience will support the management for Compliance under the regulatory requirements.

(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
(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.
(f)	Any other information that may be relevant	:	All important information forms part of the explanatory statement under item no 5 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Item No. 6:

As per the provisions of Section 203 of the Companies Act, 2013 and any other provisions as may be applicable and regulation 6 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, A qualified Company Secretary is to be appointed as Key Managerial Person and Compliance officer to handle the secretarial Compliances under applicable Act, rules and regulations. The Board of Directors in its Board Meeting held on 13th December, 2024 has appointed Mr. Chandranil Belvalkar (Membership number. A 24015) as Company Secretary and Compliance Officer of the Company w.e.f 20th December 2024. His educational qualification is Bachelor of Commerce from Pune University, Law Graduate from Pune University (L.L.B) and member of Institute of Company Secretaries of India (Institute of Company Secretaries of India membership number A- 24015). He has about Fifteen years of experience in the field of secretarial, legal and corporate governance.

The item no 6 is considered as material related party transaction pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015. The details of remuneration are provided in the proposed resolution under item number 6 above. None of the Director/ Key Managerial person except Mr. Chandranil Belvalkar are interested in the resolution.

Directors recommend the resolution at Item No. 6 for the acceptance by the Members of the Company as Ordinary Resolution.

The relevant details of the transaction as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are produced below:

S r . 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	: Mr. Chandranil Belvalkar is qualified Company secretary (membership number A – 24015). The terms of appointment, name of person, qualification and relevant experience is as explained above and terms of remuneration in proposed resolution.

(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2023-2024 that is represented by the value of the proposed transaction.	:	In absence of any turnover, computation of percentage is not possible.
(c)	Justification for why the proposed transaction is in the interest of the listed entity	:	As per the provisions of section 203 of Companies Act, 2023 and regulation 6 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, a qualified Company Secretary is to be appointed as Company Secretary and Compliance Officer of your Company. Further his experience will support the management for Compliance under the regularity requirements.
(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
(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.
(f)	Any other information that may be relevant	:	All important information forms part of the explanatory statement under item no 6 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Item No. 7:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Pursuant to the amended Listing Regulations vide SEBI notification dated December 12, 2024, shareholders' approval is required for appointment of Secretarial Auditors. Further such Secretarial Auditors must be a peer reviewed Company Secretary from the Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualification as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee at their respective meetings held on 8th August 2025, and after considering the experience, market standing, efficiency of the audit teams and independence, have approved and recommended the appointment of

M/s. SVD & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Unique Code: P2013MH031900) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 45th (Forty Five) AGM of the Company to be held in the year 2030.

M/s. SVD & Associates is a reputed firm of Company Secretaries based in Pune, having around three decades of experience in corporate compliance and governance and is formed by Professionals of varied skill set to bring out synergy in corporate legal and corporate advisory services, catering to wide range of clients, including, a large number of local and multinational companies. Its strength is its team of qualified, experienced and trained professionals who treasure the value of diligence and knowledge. The firm has conducted Secretarial Audits for leading listed and unlisted entities across sectors, adopting a principle-based and risk-oriented approach. M/s. SVD & Associates is registered with the Institute of Company Secretaries of India and holds a valid Peer Review Certificate.

The terms of their appointment are as follows:

a. Tenure of appointment:

5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 45th (Forty Five) AGM of the Company to be held in the year 2030.

b. The fee proposed to be paid to M/s. SVD & Associates for the secretarial audit for the financial year 2025 - 2026 is INR 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses.

The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. Besides the audit services,

the Company would also obtain permitted services from the Secretarial Auditor under various statutory regulations from time to time, for which SVD & Associates will be remunerated separately on mutually agreed terms.

c. Basis of recommendations:

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

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

The Board of Directors of the Company recommends the resolution set out at Item No. 7 for approval of the Members as an Ordinary Resolution.

None of the Directors and key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

Name of Director	Naoki Hatayama
DIN	08390564
Date & Age	27 th October 1980 & 44 years
Nationality	Japanese
Educational Qualification:	Graduate from the Graduate School of Hiroshima University
Category of Directorship	Non- Executive, Non-Independent Director
Expertise in functional area	Accounts, Business administration, strategic planning.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	Sharp India Limited Nomination & Remuneration Committee - Member
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area.	He has 20 years' experience of working in Sharp Corporation, Japan during the tenure has held various positions like Manager in Corporate Governance Unit, Manager in Health and Environment Business Unit and Now is Deputy General Manager of Business Administration Unit, Smart Appliances & Solutions BU. He has worked as Managing Director for Sharp India Limited from 2nd April 2019 to 15th November 2020 w.e.f 16th November 2020 he was re- designated as Non- Executive Director of Company. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	As per item No. 2 of notice conveying Annual General Meeting Mr. Naoki Hatayama, is proposed to be re-appointed as Director liable to retire by rotation.

Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	Mr. Naoki Hatayama was Appointed as Managing Director w.e.f 02 nd April 2019. On 16 th November 2020 he was re-designated as Non- Executive Director of Company. Pursuant to section 152 of Companies Act, 2013 he retires by rotation and was re-appointed at 39 th AGM held on 29 th December 2023.
Number of Meetings of the Board attended during the year	The five meetings held during financial year 2024-2025 and he attended all meetings.
Name of Director	Mr. Abhijeet Bhagwat
DIN	01981922
Date & Age	03 rd October 1985 & 39 years
Nationality	Indian
Educational Qualification:	Mr. Abhijeet Bhagwat is Bachelor in Commerce, Pune University and Fellow member of Institute of Chartered Accountant of India.
Category of Directorship	Non- Executive, Independent Director
Expertise in functional area	He is managing partner of M/s P.G. Bhagwat, LLP and has about 15 years' experience in Accounts, Finance, Audit & Assurance, Corporate Laws.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	N.A
Listed entities from which the person has resigned in the past three years	N,A
Other Committee Membership	Sharp India Limited Audit Committee – Chairman Stakeholder's Relationship and Share Transfer Committee – Member
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area.	Mr. Abhijeet Bhagwat is Bachelor in Commerce from Pune university and Fellow Chartered Accountant. He is Managing Partner of P G Bhagwat LLP and specialises in Audit of Corporate Clients and has experience of about 15 years in the field of Audit and Assurance. He has been engagement partner for several listed and unlisted Companies. He has vast audit exposure of Companies in sector like engineering, projects, information technology, petro chemical, Auto, Manufacturing etc. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Re-appointed for a consecutive term of five years commencing from 2 nd October 2025 till 1 st October, 2030 (both days inclusive). His office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Mr. Abhijeet Bhagwat will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings.
Remuneration last drawn from the Company	Rs 1.68 lakhs towards sitting fees for attending Board and committee meeting. Kindly refer note no 29B of Financial statements.
Date of first appointment on the Board	02 nd October 2020
Number of Meetings of the Board attended during the year	Out of five meetings held during financial year 2024-2025 he has attended four meetings.
Justification for choosing the appointees	With about 15 years of experience in the field of Audit and Assurance. He has vast exposure in Accounts, Finance, Audit & Assurance, Corporate Laws.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With about 15 years of experience in the field of Audit and Assurance. He has vast exposure in Accounts, Finance, Audit & Assurance, Corporate Laws.

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

**Chandranil Belvalkar
Company Secretary
Membership No. A 24015**

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Fortieth Report together with the Audited Financial Statement of Accounts for the year ended on March 31, 2025.

1. FINANCIAL RESULTS

The Company's financial performance for the financial year ended March 31, 2025, is summarized below:

	Rs. In Lakhs	
	Year ended March 31, 2025	Year ended March 31, 2024
INCOME		
Revenue from operations	-	-
Other Income	3.63	4.40
Total Income	3.63	4.40
EXPENDITURE		
Employee Benefit expenses	528.81	555.37
Depreciation and amortization expenses	17.21	16.88
Financial Cost	1,097.82	864.41
Other Expenses	288.50	353.06
Total Expenses	1,932.34	1,789.72
PROFIT/(LOSS) BEFORE TAX	(1,928.71)	(1,785.32)
PROVISION FOR TAX	0.00	0.00
NET PROFIT /(LOSS) FOR THE YEAR	(1,928.71)	(1,785.32)
PROFIT AND LOSS ACCOUNT, beginning of the year	(14,729.05)	(12,943.73)
PROFIT AND LOSS ACCOUNT, end of the year	(16,657.76)	(14,729.05)

2. PERFORMANCE & OPERATIONS:

Gross Revenue from operations during the year under review was Rs. Nil. The net loss of the Company for the fiscal year 2024 - 2025 is Rs. 1,928.71 Lakhs. There is no production of LED TVs since April 2015 (Except in the month of August 2015) and of Air conditioners since June 2015 in the absence of any orders. Further there was no change in the nature of business.

3. MANAGEMENT DISCUSSION ANALYSIS:

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

4. INDUSTRIAL RELATIONS:

Industrial Relations have been and continue to be harmonious and cordial.

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

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

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

The report given by M/s G.D Apte & Co, Chartered Accountants Chartered Accountants on financial statement for the year ended March 31, 2025 is part of the Annual Report.

ii) Cost Auditors:

The Board would like to submit that based on the criteria provided by the Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost records and conduct cost Audit. During the current period as the Company still continues to be out of the purview of turnover criteria provided under the Companies (Cost Records and Audit) Rules, 2014, the Company has not appointed Cost Auditor for financial year 2025-26.

The Company has communicated its intention to discontinue cost audit to the Ministry of Corporate affairs from time to time during the last three years. However, the Company has not received any response.

iii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Board of Directors of the Company appointed M/s. SVD & Associates, Practicing Company Secretaries (Firm Unique Code: P2013MH031900) as the 'Secretarial Auditors' of the Company for five consecutive years commencing from FY 2025-2026 to FY 2029-2030 based on the recommendation of Audit Committee of Directors and subject to the approval of the Members at the ensuing AGM of the Company. They have confirmed that their appointment complies with the eligibility criteria in terms of Listing Regulations. The resolution seeking Members' approval for their appointment forms part of the Notice.

The Secretarial Audit Report given by M/s. SVD & Associates, Practicing Company Secretaries for the financial year 2024-2025 is annexed as Annexure - B.

As per regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 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 of the Company as on March 31, 2024, filed with Registrar of Companies, is available on the website of the Company www.sharpindialimited.com. The Company shall upload the annual return for FY 2024-25 on the website of the Company once the same is filed with Registrar of Companies.

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 regard. A report under regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 on corporate governance for financial year 2024-25 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, five Board Meetings were held on May 29, 2024, August 13, 2024, October 29, 2024, December 13, 2024 and February 11, 2025. 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 2025, the applicable accounting standards have been followed and that there are no material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience of all Independent Directors on the Board.

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

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

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

i. Qualifications of Director:

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

ii. Positive attributes of Directors:

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

iii. Independence of Independent Directors:

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

12. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE (1) BY THE STATUTORY AUDITORS IN THEIR REPORT AND (2) BY THE COMPANY SECRETARIES IN PRACTICE IN THEIR SECRETARIAL AUDIT REPORT:

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

We draw your attention to Note No. 33 to the financial statements which states that the Company has ceased production and revenue operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,928.71 Lakhs for the year ended March 31, 2025 and accumulated losses aggregate to Rs. 16,657.76 Lakhs as of March 31, 2025. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the management considers the going concern assumption as appropriate in view of continued financial and operational support from the holding company.

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

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

During the quarter and year ended on March 31, 2025, the Company incurred a loss of Rs. 457.13 Lakhs and Rs. 1,928.71 Lakhs respectively. The accumulated losses of the Company as at March 31, 2025, are Rs. 16,657.76 Lakhs. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders.

However, the Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company and as at March 31, 2025, the Company has received a support letter from Sharp Corporation, Japan for financial and operational support until March 31, 2026. Based on this continued support from the holding company, the management is of the opinion that the Company will be able to continue as a going concern. Nevertheless, the recognition and measurement of assets has been considered at cost in case of Freehold Land and that in case of other assets, at lower of their carrying value or net realizable value. Therefore, in the opinion of the management, no further adjustments would be required if going concern assumption is not considered as appropriate.

(2) OBSERVATIONS / COMMENTS IN SECRETARIAL AUDIT REPORT.

The suspension of trading in securities of the Company for non-compliances of Regulation 33 of SEBI (LODR) for FY 2023-24 and trading in the shares was allowed on Trade for Trade basis in Z group only on the first trading day of every week for six months w.e.f. December 18, 2023. The trading in securities was fully suspended w.e.f. July 9, 2024. After submission of requisite documents and payment of necessary fees and fine to BSE Limited, suspension was revoked and trading in shares of Company resumed w.e.f. February 05, 2025.

Management response to Secretarial Auditors observations / comments.

The observations made by the Secretarial Auditor are self-explanatory and do not call for any further clarification from the Management. The Company has paid the necessary fine and fees. Further on submission of requisite documents the suspension of share trading was revoked and share trading resumed w.e.f. February 5 2025.

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 2024-2025 under review.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has obtained prior approval of the Audit Committee for all the related party transactions entered into by the Company for the financial year ended on 31st March 2025. A statement giving details of all related party transactions entered pursuant to the approval so granted is placed before the Audit Committee for their review on a quarterly basis. The policy on related party transactions as approved by the Board of Directors has been displayed on the website of the Company <https://www.sharpindialimited.com>.

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

15. THE STATE OF THE AFFAIRS OF THE COMPANY:

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

16. THE AMOUNT, IF ANY, WHICH, IT PROPOSES TO CARRY TO ANY RESERVES: Nil**17. THE AMOUNT, IF ANY, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND: Nil.****18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There are no Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on 31st March, 2025 to which the financial statements relate and the date of this report.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO etc.:**Conservation of Energy & Technology Absorption etc:**

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

Expenditure on Research & Development

	Amount Rs. Lakhs
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. Lakhs
Foreign Exchange outgo	6.12
Foreign Exchange earning	0

20. RISK MANAGEMENT POLICY:

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

21. CORPORATE SOCIAL RESPONSIBILITY POLICY:

This policy is not applicable to the Company at present.

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

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

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

During the year Mr. Masao Terada has resigned as a Non-executive Director w.e.f. October 31, 2024. Mr. Prashant Asher and Ms. Bhumi Bhatra has retired as Independent Directors of Company w.e.f. November 11, 2024 due to completion of their tenure. Further Mr. Makoto Izumi was appointed non-executive Director of Company w.e.f. November 1, 2024 and has resigned on same day w.e.f. November 1, 2024 due to his preoccupation. Mr. Nachiket Deo was appointed as Non-Executive Independent Director w.e.f. 1st November 2024. Mrs. Archana Lakhe was appointed as Additional Non-Executive Independent Director w.e.f. November 1, 2024 and Mr. Shoki Tano was appointed as Additional Non-Executive Director w.e.f. 13th December 2024. The shareholders approved their appointment as non-executive Independent Director and non-executive Director respectively by

way of postal ballot on January 20, 2025.

Further, Mr. Srirang Mahabagwat, Company Secretary of the Company had resigned w.e.f December 20, 2024 and Mr. Chandranil Belvalkar was appointed as Company Secretary of the Company w.e.f December 20, 2024.

b) Director proposed to be re-appointed at the ensuing Annual General Meeting

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Naoki Hatayama non-executive Director retire by rotation as Director of the Company and being eligible he has offered himself for re-appointment at the ensuing AGM.

Mr. Abhijeet Bhagwat was appointed as an independent director vide postal ballot resolution passed on December 31, 2020 for a period of five years w.e.f October 02, 2020 to October 01, 2025. Further Based on the recommendation of the Nomination and Remuneration Committee, his re-appointment for a second term of five years is proposed at the ensuing AGM for the approval of the Members by way of special resolution. The resolution seeking his appointment forms part of the notice.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declaration that they meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has further affirmed compliance of Code of Conduct for Directors and Senior management person and Schedule IV of the Act. There has been no change in the circumstances affecting their status as independent director of the Company. The brief details and justification for appointment of Mr. Abhijeet Bhagwat is given in the Notice of the Annual General Meeting.

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.

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

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

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

25. DEPOSITS:

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

26. SECRETARIAL STANDARDS

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

27. SIGNIFICANT AND MATERIAL ORDERS:

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

28. REPORTING OF FRAUDS BY AUDITORS

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

29. INTERNAL FINANCIAL CONTROLS:

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

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

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

31. COMPOSITION OF THE COMMITTEES

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

32. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

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

33. FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS:

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

34. POLICY UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 AND COMPLIANCE UNDER MATERNITY BENEFIT ACT, 1961:

The Company is in compliance with the requirements under the Maternity Benefit Act, 1961. Further 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 complaint committee has been setup for redressal of complaints received regarding sexual harassment. All employees are covered

under the policy. Disclosure of cases/status during the year under review Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- a. Number of complaints of sexual harassment received in the year: Nil
- b. Number of complaints disposed of during the year : Nil
- c. Number of cases pending for more than Ninety days: Nil.

35. ACKNOWLEDGEMENTS:

Your Directors express their gratitude for the valued and timely support and guidance received from Sharp Corporation, Japan

and also wish to place on record their appreciation for the co-operation extended by the Bankers, Financial Institutions and its valued investors. The Board also acknowledges the untiring efforts and contribution made by the Company's employees.

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Abhijeet Bhagwat
Director
DIN: 01981922

Date: : August, 08, 2025
Place: Pune

Date: August 08, 2025
Place: Pune

Annexure- A

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

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

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

2. DEFINITIONS

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

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

3. NOMINATION AND REMUNERATION COMMITTEE

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

4. LETTER OF ENGAGEMENT OR CONTRACT OF EMPLOYMENT

- 4.1 Non-executive independent directors shall enter into a letter of engagement with the Company, the terms and conditions of which

shall be approved by the Board. The letter of engagement shall set forth the terms and conditions of the engagement, the performance expectations for the position, the remuneration package and added incentives for the director, if any, the availability of the latter being contingent upon fulfillment of certain expectations of the Company measured by benchmarks of performance defined by the Company.

- 4.2 Executive directors and key managerial personnel shall enter into a contract with the Company clearly setting out the terms and conditions of the remuneration package for such person. The contract of employment shall set out the expectations for the performance, the key performance indicators, measures and criteria for assessment or evaluation of performance.
- 4.3 The Committee and the Board must approve the terms and conditions of employment for the Executive Directors and the Key Managerial Personnel at the time of their appointment and re-appointment.
- 4.4 The Company shall pay remuneration to the senior management personnel taking into account their roles and responsibilities.
- 4.5 The Board shall disclose the terms and conditions of employment of the executive directors and key managerial personnel in accordance with the law, if necessary.

5. REMUNERATION STRUCTURE

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

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

5.1.1 Fixed Remuneration

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

5.1.2 Performance Based Remuneration or Incentive-Based Payments

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

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

The Company shall comply with all legal and industrial obligations in determining the benefits available to executive directors, key managerial personnel & senior management personnel, namely short-term benefits such as salaries, social security contributions, and

post-employment benefits such as gratuity, pension retirement benefits etc.

5.2 REMUNERATION TO NON-EXECUTIVE DIRECTORS

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

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

6. DISCLOSURES:

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

7. REVIEW AND IMPLEMENTATION

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

8. AMENDMENT

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

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Abhijeet Bhagwat
Director
DIN: 01981922

Date: : August, 08, 2025
Place: Pune

Date: August 08, 2025
Place: Pune

Annexure - B

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025**

[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

&

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, bearing CIN: L36759MH1985PLC036759 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us with 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, 2025 (audit period) 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, 2025 according to the provisions of:

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

to the Company during the Audit Period);

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021 (not applicable to the Company during the Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the Audit Period);
- vi. We further report that,

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no other law was applicable specifically to the Company.

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

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

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

1. *The suspension of trading in securities of the Company for non-compliances of Regulation 33 of SEBI (LODR) for FY 2023-24 and trading in the shares was allowed on Trade for Trade basis in Z group only on the first trading day of every week, for six months w.e.f. December 18, 2023. The trading in securities was fully suspended w.e.f. July 9, 2024. After submission of requisite documents and payment of necessary fees and fines to BSE Limited, suspension was revoked w.e.f. February 05, 2025.*

We further report that,

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings and Committee 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. The Board meeting and Committee meeting held at shorter notice in the presence of independent directors.

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

We further report that,

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

We further report that,

During the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of

the above referred laws, rules, regulations, guidelines, standards, etc except following:

1. Following special resolutions were passed in the Annual General Meeting held on September 26, 2024 to approve;
 - a. the borrowing powers pursuant to Section 180(1)(c) of the Companies Act, 2013.
 - b. creation of charges on assets of the Company under Section 180(1)(a) of the Companies Act, 2013;

**For SVD & Associates
Company Secretaries**

**Meenakshi R. Deshmukh
Partner**

FCS No: 7364
C P No: 7893

Unique code of firm: P2013MH031900
Peer Review Number: 6357/2025
UDIN: F007364G000949008

Place: Pune
Date: August 08, 2025

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, Koregaon Bhima,
Tal Shirur,
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 evidence provided through electronic mode.

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

Disclaimer

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

**For SVD & Associates
Company Secretaries**

**Meenakshi R. Deshmukh
Partner**

FCS No: 7364
C P No: 7893

Unique code of firm: P2013MH031900
Peer Review Number: 6357/2025
UDIN: F007364G000949008

Place: Pune
Date: August 08, 2025

Annexure- C

FORM NO. AOC.2

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

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

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

Sr. no	Particulars	Details			
a.	Name(s) of the related party and nature of relationship	Sharp Corporation, Japan	Sharp Business Systems India (Private) Limited, India	Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Sharp Software Development India Pvt. Ltd., India
b.	Nature of relationship	Holding Company	Fellow Subsidiary	Fellow Subsidiary	Fellow Subsidiary
c.	Nature of contracts/ arrangements/ transactions	Interest on loan, Reimbursement of expenses received, Reimbursement of expenses paid, Loan guarantee fees	Purchase of goods/ services/others, Reimbursement of expenses paid, Interest on loan, Proceeds from loan	Reimbursement of expenses paid	Interest on Loan
d.	Duration of the contracts/ arrangements/ transactions	One Year	One Year	One Year	One Year
e.	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the agreed Terms and Conditions between the two parties. (also refer note 13 & 29 of Financial Statement)	As per the agreed Terms and Conditions between the two parties. (also refer note 13 & 29 of Financial Statement)	As per the agreed Terms and Conditions between the two parties. (also refer note 29 of Financial Statement)	As per the agreed Terms and Conditions between the two parties. (also refer note 29 of Financial Statement)
f.	Date(s) of approval by the Board/ members, if any:	26/09/2024	26/09/2024	26/09/2024	26/09/2024
g.	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Abhijeet Bhagwat
Director
DIN: 01981922

Date: August, 08, 2025
Place: Pune

Date: August, 08, 2025
Place: Pune

Annexure- D

Note for (a) and (b) :

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

(a) The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-2025

Name of the Director	Ratio to Median Remuneration
Mr. Makarand Date Managing Director	12.28
Mr. Abhijeet Bhagwat Independent Director	0.42
Mr. Naoki Hatayama Non-Executive Director	0
Mr. Nachiket Deo Independent Director	0.15
Mrs. Archana Lakhe Independent Director	0.20
Mr. Shoki Tano Non- Executive Director	0
Mr. Masao Terada Non-Executive Director	0
Mr. Prashant Asher Independent Director	0.48
Ms. Bhumika Batra Independent Director	0.48

(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 - 2024-2025.

Name of the Director	Percentage increase/ (decrease) in Remuneration
Mr. Makarand Date Managing Director	(0.22%)
Mr. Abhijeet Bhagwat Independent Director	(47.66%)
Mr. Naoki Hatayama Non-Executive Director	0.00
Mr. Nachiket Deo Independent Director	NA
Mrs. Archana Lakhe Independent Director	NA
Mr. Shoki Tano Non- Executive Director	0.00
Mr. Masao Terada Non-Executive Director	0.00
Mr. Prashant Asher Independent Director	(61.11%)
Ms. Bhumika Batra Independent Director	(61.11%)
Mr. Jaideep Palsule Chief Financial Officer	0.32%
Mr. Srirang Mahabagwat Company Secretary	18.16%
Mr. Chandranil Belvalkar Company Secretary	4.94%

- Percentage in the bracket indicate negative percentage.
- Figures are annualised except for Independent Director

1. Mr. Nachiket Deo has joined as Non – Executive Independent Director w.e.f November 1, 2024
2. Mrs. Archana Lakhe has joined as Non – Executive Independent Director w.e.f November 1, 2024.
3. Mr. Shoki Tano has joined as Non- Executive Director w.e.f 13th December 2024
4. Mr. Masao Terada has resigned as the Non- Executive Director of the Company w.e.f October 31, 2024.
5. Mr. Prashant Asher has retired as Independent Director w.e.f November 11, 2024
6. Ms. Bhumika Batra has retired as Independent Director w.e.f November 11, 2024
7. Mr. Srirang Mahabagwat has resigned as Company Secretary and Mr. Chandranil Belvalkar has joined as Company Secretary w.e.f December 20, 2024
8. Mr. Makoto Izumi has joined as Additional Non- Executive Director w.e.f 1st November 2024 and has resigned as Non- Executive Director w.e.f 1st November 2024.

(c) The Percentage increase (decrease) in the median remuneration of employees in the financial year: 1.00%

(d) The number of permanent employees on the roll of the Company as on 31st March 2025: 95

(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 decrease in salaries of the employees other than managerial personnel in the financial year 2024-2025 was (7.68%)
- (2) The average percentage increase in the managerial remuneration for the financial year 2024- 2025 was 29.21%

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.

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Abhijeet Bhagwat
Director
DIN: 01981922

Date: August, 08, 2025
Place: Pune

Date: August, 08, 2025
Place: Pune

MANAGEMENT DISCUSSION & ANALYSIS

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

Financial and operational performance and segment reporting:

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

The financial highlights for the fiscal 2024-2025 are dealt with in the Directors' Report. During the current year under review, your company has suffered a loss of Rs. 1928.71 Lakhs as against Rs. 1,785.32 Lakhs in previous year. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. Following are the details of key financial ratios that registered more than 25% change during FY 2024-2025.

- The Current ratio change was negative at 42.62% this was due to decrease in cash and cash equivalents and increase in current borrowings.
- Debt service coverage ratio (in times) was negative at 33.92 % due to increase in losses accompanied by increased interest cost without any loan repayments.
- Disclosures under 52(4) of LODR.

In absence of any operation/turnover, bad debts/accounts receivable, long term debts the disclosures relating to following ratios are not applicable : Return on Equity Ratio, Trade Receivable turnover ratio, Trade payables turnover ratio, Net Capital turnover ratio, Net Profit Ratio, Return on Capital employed, Return on Investment and Inventory Turnover Ratio.

- The net worth as at March 31, 2025 is negative Rs. 11,790.57 Lakhs as compared to previous year of negative Rs 9,932.97. The Company continued to incur operational costs and interest costs which together with absence of revenue resulted in a Loss.

The Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company.

Risk Management:

The objective of risk management is to ensure that it is adequately estimated and controlled to enhance shareholder as well as stakeholder's values. Risk is pertinent to virtually all business activities though in varying degrees and forms. It is the constant endeavor of the Company to identify, assess, prioritize and manage existing as well as emerging risks in a planned and cohesive manner.

Internal control systems and their adequacy:

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

The Company has independent Internal Auditors to conduct Internal Audit. The Internal Auditors place their report every quarter, 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 is 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.

The total number of employees as on March 31, 2025 is 95.

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.

For and on behalf of the Board of Directors

Makarand Date
Managing Director
DIN: 08363458

Abhijeet Bhagwat
Director
DIN: 01981922

Date: August, 08, 2025
Place: Pune

Date: August, 08, 2025
Place: Pune

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, customers, suppliers, employees and other stakeholders. The necessary information as stipulated by SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations") is incorporated in the present annual report at appropriate places to ensure adequate disclosures. Towards this end, the information given under this section, the 'Management Discussion and Analysis' and the 'Shareholder Information' together constitute the report on Corporate Governance for the financial year 2024-2025.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations as applicable for the Financial Year 2024-25.

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 2025 total strength of the directors is Six. The Board comprises of three Non-Executive Independent Directors, two Non-executives - Non Independent Directors and one Executive Director. The details of number of meetings held and attended by the directors and other related information is given in Table 1.

During the financial year under review, 5 (Five) Board Meetings were held on May 29, 2024, August 13, 2024, October 29, 2024, December 13, 2024 and February 11, 2025 respectively and the time gap between any two consecutive meetings did not exceed One hundred and Twenty days. Table 1 gives the composition of the Board, the category of the Directors, their attendance record and the number of other directorships held by them. Further the necessary quorum was present at all the Board Meetings.

Table 1: Details about Board of Directors and their Board Meeting etc., attendance & committee membership /Chairmanship details during the year 2024- 2025:

Name of Director	Category	Number of Board Meetings held	Number of Board Meetings Attended	Whether attended last AGM held on 26th September, 2024	No. of directorships of other public limited companies	Number of *Committees in which Chairman/ Member		Directorship in other listed entity (Category of Directorship)
						Chairman	Member	
a) Mr. Makarand Date	Executive Managing Director	5	5	Yes	0	0	2	0
b) Mr. Naoki Hatayama	Non –Executive Director	5	5	Yes	0	0	0	0
c) Mr. Masao Terada ⁽¹⁾	Non –Executive Director	3	0	No	NA	NA	NA	NA
d) Mr. Prashant Asher ⁽²⁾	Non-Executive Independent	3	3	Yes	NA	NA	NA	NA
e) Ms. Bhumika Batra ⁽³⁾	Non-Executive Independent	3	3	Yes	NA	NA	NA	NA
f) Mr. Abhijeet Bhagwat	Non-Executive Independent	5	4	Yes	0	1	2	NA
g) Mr. Nachiket Deo ⁽⁴⁾	Non-Executive Independent	2	2	NA	0	0	0	NA
h) Mrs. Archana Lakhe ⁽⁵⁾	Non-Executive Independent	2	2	NA	2	1	2	NA
i) Mr. Shoki Tano ⁽⁶⁾	Non –Executive Director	1	1	NA	0	0	0	NA
j) Mr. Makoto Izumi ⁽⁷⁾	Non –Executive Director	-	-	-	-	-	-	-

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

1) Mr. Masao Terada has resigned as the Non- Executive Director of the Company w.e.f October 31, 2024.

2) Mr. Prashant Asher has retired as Independent Director w.e.f November 11, 2024.

3) Ms. Bhumika Batra has retired as Independent Director w.e.f November 11, 2024.

4) Mr. Nachiket Deo has joined as Non – Executive Independent Director w.e.f November 1, 2024.

5) Mrs. Archana Lakhe has joined as Additional Non – Executive Independent Director w.e.f November 1, 2024.

6) Mr. Shoki Tano has joined as Non- Executive Director w.e.f 13th December 2024.

7) Mr. Makoto Izumi has joined as Additional Non- Executive Director w.e.f 1st November 2024 and has resigned as Non- Executive Director w.e.f 1st November 2024.

Information placed before the Board:

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

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

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

Independent Directors:

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

Meeting of Independent Directors: During the year under review, the Independent Directors met on March 21, 2025, inter-alia, to discuss matters as prescribed under the Companies Act, 2013 and Listing

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

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

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

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

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

Sr. No	List of skills/ expertise/ competencies	Name of Director having the identified skills/ expertise/ competencies
1	Business management, sales, marketing, finance & Accounting, leadership, Corporate governance.	Makarand Date – Managing Director
2	Business management, sales, marketing, finance & Accounting, leadership, Corporate governance.	Naoki Hatayama –Director
3	finance, law, corporate governance, business management, leadership	Bhumika Batra – Independent Director ^(a)
4	finance, law, corporate governance, business management	Prashant Asher - Independent Director ^(b)
5	finance, law, corporate governance, business management leadership	Abhijeet Bhagwat – Independent Director
6	Business management, sales, finance & Accounting, law, technical operations	Masao Terada – Director ^(c)
7	finance, law, corporate governance, business management, leadership	Nachiket Deo - Independent Director ^(d)
8	finance, law, corporate governance, business management leadership	Archana Lakhe - Independent Director ^(e)
9	Business management, sales, marketing, finance & Accounting, Corporate governance.	Shoki Tano – Director ^(f)

***Note:**

a) Ms. Bhumika Batra has retired as Independent Director w.e.f November 11, 2024

b) Mr. Prashant Asher has retired as Independent Director w.e.f November 11, 2024

c) Mr. Masao Terada has resigned as the Non- Executive Director of the Company w.e.f October 31, 2024.

d) Mr. Nachiket Deo has joined as Non – Executive Independent Director w.e.f November 1, 2024

e) Mrs. Archana Lakhe has joined as Additional Non – Executive Independent Director w.e.f November 1, 2024.

f) Mr. Shoki Tano has joined as Non- Executive Director w.e.f 13th December 2024

g) Mr. Makoto Izumi has joined as Non- Executive Director w.e.f 1st November 2024 and has resigned as Non- Executive Director w.e.f 1st November 2024.

DIRECTORS' ATTENDANCE RECORD FOR AUDIT COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2024-2025:

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. Makarand Date	4	4	Member	-	-	-
b) Mr. Naoki Hatayama	-	-	-	4	4	Member
c) Mr. Prashant Asher ⁽¹⁾	3	3	Member	2	2	Member
d) Ms. Bhumika Batra ⁽²⁾	3	3	Chairperson	2	2	Chairperson
e) Mr. Abhijeet Bhagwat ⁽³⁾	4	4	Chairman	-	-	-
f) Mrs. Archana Lakhe ⁽⁴⁾	1	1	Member	2	2	Member
g) Mr. Nachiket Deo ⁽⁵⁾	-	-	-	2	2	Chairman

Note :

1) Mr. Prashant Asher ceased to be member of Audit committee and Nomination and Remuneration committee w.e.f 31st October 2024.

2) Ms. Bhumika Batra ceased to be Chairperson of Audit committee and Nomination and Remuneration committee w.e.f 31st October 2024.

3) Mr. Abhijeet Bhagwat was appointed as Chairman of Audit Committee w.e.f 1st November 2024.

4) Mrs. Archana Lakhe was appointed member of Audit Committee and Nomination and Remuneration committee w.e.f 1st November 2024.

5) Mr. Nachiket Deo was appointed as member and Chairman of Nomination and Remuneration Committee w.e.f 1st November 2024.

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

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

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

to ascertain any area of concern;

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

Composition of the Committee etc.:

The Audit Committee consists of two non- executive independent directors and one executive director (Managing Director) of the Company. During the period Ms. Bhumika Batra Chairperson and Mr. Prashant Asher ceased to be member of committee w.e.f 31st October 2024 due to completion of their tenure as Independent Directors of Company. Mrs. Archana Lakhe was appointed as member of Committee w.e.f 1st November 2024 and Mr. Abhijeet Bhagwat as designated as Chairman of committee w.e.f 1st November 2024.

The composition of Audit committee consists of Mr. Abhijeet Bhagwat (Chairman), Mr. Makarand Date (member) and Mrs. Archana lakhe (Member)

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 4 (Four) times in the year on 29th May 2024, 13th August 2024, 29th October 2024 and 11th February 2025. The earstwhile Audit Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 26th September 2024. (Since 1st November 2024, Mr Abhijeet Bhagwat is the Audit Committee Chairman). The Company Secretary of the Company also acts as the Secretary to this Committee. The attendance of the committee members is mentioned above in this report. The Audit Committee inter alia reviews on quarterly basis the reports submitted by Internal Auditors, Unaudited and Audited Financial Results, financial statement and also reviews the matters falling within the scope of the committee as defined by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE:**Terms of References Nomination & Remuneration Committee:**

The terms of reference of the Nomination and Remuneration Committee include the matters specified under Listing Regulations as well as those

in Section 178 of the Companies Act, 2013 and inter-alia includes the following:

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

Composition of the Committee etc.:

The Committee consists of three Non-Executive Directors, and two of these directors are Independent Directors. During the period Mr. Prashant Asher (Chairman) and Ms. Bhumika Batra (Member) ceased to be members of committee w.e.f 31st October 2024 due to completion of their tenure as Independent Directors of Company. Mr. Nachiket Deo was appointed as Chairman and Mrs. Archana Lakhe was appointed as member of Committee w.e.f 1st November 2024.

This committee consists of Mr. Nachiket Deo (Chairman), Mrs. Archana Lakhe and Mr. Naoki Hatayama. The attendance of the committee members is mentioned above in this report and the remuneration paid to the Directors is provided in this report.

Number & Date of the Meetings Held :The Nomination and Remuneration Committee met 4 (Four) times in the year on 13th August 2024, 29th October 2024, 13th December 2024 and 11th February 2025. The Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 26th September 2024.

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

Performance Evaluation criteria for all Directors:

i. Qualifications of Director:

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

ii. Positive attributes of Directors:

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

the Company in implementing the best corporate governance practices.

iii. Independence of Independent Directors:

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

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

There have been no transactions or pecuniary relationships between the Company and its Non-Executive and/or Independent directors during the financial year 2024-2025. 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 2024-25 of directors and relationship, if any are given in the following table:

(Rupees in Lakhs)

Name of the Director	Relationship With other Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Total (Rs.)
Mr. Makarand Date	None	0.00	49.45	49.45
Mr. Abhijeet Bhagwat	None	1.68	0.00	1.68
Mr. Nachiket Deo ⁽¹⁾	None	0.60	0.00	0.60
Mrs. Archana Lakhe ⁽²⁾	None	0.80	0.00	0.80
Mr. Prashant Asher ⁽³⁾	None	1.93	0.00	1.93
Ms. Bhumika Batra ⁽⁴⁾	None	1.93	0.00	1.93
Mr. Naoki Hatayama	None	0.00	0.00	0.00
Mr. Shoki Tano ⁽⁵⁾	None	0.00	0.00	0.00
Mr. Masao Terada ⁽⁶⁾	None	0.00	0.00	0.00

Note:

1) Mr. Nachiket Deo has joined as Non – Executive Independent Director w.e.f. November 1, 2024

2) Mrs. Archana Lakhe has joined as Additional Non – Executive Independent Director w.e.f. November 1, 2024.

3) Mr. Prashant Asher has retired as Independent Director w.e.f. November 11, 2024

4) Mrs. Bhumika Batra has retired as Independent Director w.e.f. November 11, 2024

5) Mr. Shoki Tano has joined as Non- Executive Director w.e.f. 13th December 2024

6) Mr. Masao Terada has resigned as the Non- Executive Director of the Company w.e.f. October 31, 2024.

7) Mr. Makoto Izumi has joined as Additional Non- Executive Director w.e.f. 1st November 2024 and has resigned as Non- Executive Director w.e.f. 1st November 2024.

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

The Company has not issued any stock options or any other convertible instruments to any of its Director. The Company does not pay any remuneration to the non-executive independent directors except sitting fees. of Rs. 20,000/- is paid for attending every Board Meeting & Audit Committee meeting, Rs. 10,000/- is paid for attending every nomination

& remuneration committee meeting and Rs. 7,500/- is paid for attending every stakeholder's relationship and share transfer committee meeting.

STAKEHOLDER'S RELATIONSHIP AND SHARE TRANSFER COMMITTEE:

Terms of reference of Stakeholders relationship and share Transfer Committee:

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

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

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

During the period, Mr. Prashant Asher (Chairman), Ms. Bhumika Batra ceased to be member of committee w.e.f. 31st October 2024. Mr. Abhijeet Bhagwat was appointed as member and Chairman of committee w.e.f. 13th August 2024. He was Chairman of committee from 13th August 2024 to 31st October 2024. Mr. Archana Lakhe was appointed as member and Chairperson of committee w.e.f. 1st November 2024. Mr. Abhijeet Bhagwat continues to be member of the Committee.

The Committee consists of Mrs. Archana Lakhe (Chairperson), Mr. Abhijeet Bhagwat and Mr. Makarand Date. The Committee met 7 times during the year on 12.04.2024, 24.04.2024, 20.05.2024, 30.05.2024, 17.06.2024, 28.06.2024 and 27.09.2024. All the members of the Committee were present for the all committee meetings held during the year.

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

Mrs. Archana Lakhe, Independent Director is Chairperson of Committee and Mr. Chandranil Belvalkar, Company Secretary is Compliance Officer w.e.f. 20th December, 2024 in place of Mr. Srirang Mahabagwat who had resigned the office of Company Secretary and Compliance Officer of the Company.

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

Disclosure of status during the year of investor complaints:

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

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

Mr. Jaideep Palsule is Chief Financial Officer w.e.f. January 25, 2024 and Mr. Srirang Mahabagwat, Company Secretary was under senior management till 20th December 2024. The Company has appointed Mr. Chandranil Belvalkar as Company Secretary w.e.f. December 20, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS :

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

DETAILS OF GENERAL BODY MEETINGS FOR LAST THREE YEARS:

Financial Year	Date	Time	Venue
March 31, 2022	December 28, 2022	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2023	December 29, 2023	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216
March 31, 2024	September 26, 2024	12:00 Noon.	Registered office Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216

Special Resolutions during last three years:

In the 39th Annual General Meeting held on 26th September 2024, following special resolutions were passed:

- To approve the borrowing powers pursuant to Section 180(1)(c) of the Companies Act, 2013
- To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
- To approve the Appointment of Mr. Nachiket Deo (DIN: 02842185) as a Non- Executive, Independent Director of the Company.

For the 39th Annual General Meeting, Mr. Sridhar Mudaliar, Partner of M/s. SVD and Associates was appointed as scrutinizer.

Resolutions passed by way of Postal Ballot held during the Financial Year 2024-25

The Company has passed the following resolutions by way of a Postal Ballot on 20th January 2025 -

- Appointment of Mr. Shoki Tano (DIN: 10865339) as Non – Executive Non-Independent Director of Company.
- Appointment of Mrs. Archana Girish Lakhe (DIN: 07079209) as Non-Executive Independent Director of the Company.

For the Postal Ballot, Mr. Sridhar Mudaliar, Partner of M/s. SVD and Associates was appointed as scrutinizer.

MEANS OF COMMUNICATION TO SHAREHOLDERS ETC.:

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

MD AND CFO CERTIFICATION

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

ADDITIONAL INFORMATION TO SHAREHOLDERS

1. ANNUAL GENERAL MEETING:

Day & Date : Friday 26th September 2025
Time : 12:00 Noon

Deemed Venue as meeting is held through VC :
Registered Office of the Company at, Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216

2. **FINANCIAL YEAR** : April 01, 2024 to March 31, 2025
3. **BOOK CLOSURE** : The Books will be closed from Saturday 20th September 2025 to Friday, 26th September, 2025 (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, 2025 – second week of August 2025;
- : Results for quarter and half-year ending September 30, 2025 – Second week of November 2025;
- : Results for quarter and nine months ending December 2025 – Second week of February 2026;
- : Results for the year ending March 31, 2026 - Last Week of May 2026.

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 2024-2025 to BSE after the receiving in-principle approval for revocation of suspension in trading of equity shares.

6. **STOCK CODE AND ISIN**

Stock codes : BSE Limited: 523449
ISIN : INE207B01011

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 2024-25 is given below:

Table				
MONTH	HIGH (Rs.)	LOW (Rs.)	BSE Sensex	
			High	Low
April 2024	74.45	66.38	75124.28	71816.46
May 2024	87.4	75.51	76009.68	71866.01
June 2024	87.43	76.05	79671.58	70234.43
July 2024	91.4	83.06	81908.43	78971.79
August 2024	-	-	82637.03	78295.86
September 2024	-	-	85978.25	80895.05
October 2024	-	-	84648.4	79137.98
November 2024	-	-	80569.73	76802.73
December 2024	-	-	82317.74	77560.79
January 2025	-	-	80072.99	75267.59
February 2025	104	54.00	78735.41	73141.27
March 2025	67.85	50.11	78741.69	72633.54

Note: The trading in equity shares was suspended from 9th July 2024 to 4th February 2025

8. **REGISTRAR AND SHARE TRANSFER AGENTS AND SHARE TRANSFER SYSTEM:**

MUFG Intime India Private Limited (formerly 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, 2025):**

Category	No of Shares Held	Percentage to Total (%)
Promoters (Sharp Corporation, Japan)	1,94,58,000	75.00
Mutual Funds	1,700	00.01
Foreign Institutional Investors	1,000	00.00
Individuals up to Rs. 2 Lacs	29,83,690	11.50
Individuals in excess of Rs. 2 Lacs	31,40,098	12.10
Non Resident Indians	56,408	0.22
Bodies Corporate	1,22,469	0.47
Limited Liability Partnership	1500	0.01
HUF	1,70,821	0.66
Clearing Member	200	0.00
Unclaimed suspense Account	8,114	0.03
TOTAL	2,59,44,000	100.00

10. **Distribution of Shareholding as on March 31, 2025:**

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	10968	92.6039	13031510.00	5.0229	
5,001 - 10,000	403	3.4026	3401460.00	1.3111	
10,001 - 20,000	186	1.5704	2810640.00	1.0833	
20,001 - 30,000	77	0.6501	1974410.00	0.7610	
30,001 - 40,000	38	0.3208	1365310.00	0.5263	
40,001 - 50,000	44	0.3715	2148080.00	0.8280	
50,001 - 100,000	59	0.4981	4391010.00	1.6925	
100,001 and above	69	0.5826	230317580.00	88.7749	
TOTAL	11844	100	259440000.00	100	

11. **Dematerialization:**

The Company's Equity Shares are under compulsory dematerialized (demat) mode of trading as on March 31, 2025, shares in dematerialized form accounted for 97.16% 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. **M/s. G. D Apte & Co, Chartered Accountants (Firm Registration No. 100 515W) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:**

(Rs in Lakhs)

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

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

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
Fax No. (02137) 252453
Email: secretarial@sil.sharp-world.com
- 2) MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
Registered office address:
C-101, 247 Park, L B S Marg,
Vikhroli (West)
Mumbai 400083.

Pune Branch office:
202, 2nd Floor Akshay Complex,
Off. Dhole Patil Road, Near Ganesh Mandir,
Pune- 411 001
Tel: (020) 26161629
Fax: No.(020)- 2616 3503
E-mail: pune@linkintime.co.in

OTHER DISCLOSURES:

- (1) There are no significant related party transactions made by the Company of material nature, with its directors or their relatives, the management or any relative of the Senior Management personnel that may have potential conflict with the interests of the Company.
- (2) The Code of Conduct for Board Members and the Senior Management Personnel of the Company is circulated and it is available on website of Company <https://www.sharpindialimited.com>
- (3) There has been no instance of penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital market, during the last three years, other than the following:
the non-compliance and penalties provided under regulation 17 and 33 of SEBI
 - a. During the financial year 2022-2023, Company has approved its financial statements for the quarter and year ended March 31, 2022 in the Board Meeting dated November 23, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 10,44,300/- (Inclusive of GST @ 18%). The financial

results for the quarter ended June 30, 2022 in the Board Meeting dated December 03, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 6,43,100/- (Inclusive of GST @ 18%). The financial results for the quarter and half year ended September 30, 2022 in the Board Meeting dated December 22, 2022 and submitted to Stock Exchange. The BSE Limited had imposed fine Rs. 2,24,200/- (Inclusive of GST @ 18%). The Company has paid /adjusted above mentioned fine amount towards the credit balance available with BSE Limited.

- b. During the financial year 2022-2023, The Company held Board meetings dated November 23, 2022, December 03, 2022 and December 22, 2022 at shorter notice/ intimation to Stock Exchange. The BSE Limited has imposed fine of Rs. 11,800/- (Inclusive of GST @ 18%) for Board Meeting dated November 23, 2022 and December 03, 2022 and Company has paid the fine.
- c. During the financial year 2022-2023, BSE Limited imposed fine of Rs 94,400 /- (Inclusive of GST @ 18%) for non- submission of Annual Report 2021 -2022 in time as prescribed. Listed entity had obtained extension of time for holding the Annual General meeting for FY 2021-22 for two months (i.e upto November 30, 2022) vide ROC approval letter dated September 15, 2022 and further one month (i.e upto December 31, 2022) vide ROC approval dated November 30, 2022 and the Annual report was submitted to the stock exchange on December 05, 2022 that is before 25 days of the Annual general meeting held on December 29, 2022. Accordingly based on the representation of Company, BSE vide letter dated March 13, 2023 withdrawn the fine levied.
- d. During the financial year 2022-2023, as per SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/12 dated January 22, 2020, as the financial results for two consecutive quarters ended March 31, 2022 and June 30, 2022 were not submitted in prescribed time, the script of the Company was shifted to "Z" category by BSE Limited for the period from October 25, 2022 to December 25, 2022. On submission of before mentioned financial results The script was moved out of "z" category with effect from December 26, 2022.
- e. As per provision of Regulation 33(3)(a) and 33(3)(d) of SEBI (LODR) there were a delay in submission of financial results for following quarters and the Company paid necessary fine as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023:
 - a) audited financial results along with audited report of statutory auditors for quarter and financial year ended on March 31, 2023 by 181 days consequently the Company paid fine of Rs. 2,40,000/- plus GST to the stock exchange;
 - b) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on June 30, 2023 by 123 days consequently the Company paid fine of Rs. 2,45,000/- plus GST to the stock exchange and
 - c) unaudited quarterly financial results along with the limited review report of statutory auditors for quarter ended on September 30, 2023 by 33 days upto the date of suspension consequently the Company paid fine of Rs. 1,45,000/- plus GST to the stock exchange.
- f. As per provision of Regulation 29(1)(a) of SEBI (LODR) there were following delay in intimation to the stock exchange about the dates of Board Meetings:
 - a) November 27, 2023 in which financial results for quarter and financial year ended on March 31, 2023 were approved by shortfall of 4 days;

- b) December 16, 2023 in which financial results for quarter ended on June 30, 2023 were approved by shortfall of 5 days and
- c) December 30, 2023 in which financial results for quarter ended on September 30, 2023 were approved by shortfall of 5 days.
- g. Listed entity had not submitted the financial statements for the two consecutive quarters ended on March 31, 2023 and June 30, 2023 consequently:
- a) Entire shareholding of the promoters was frozen w.e.f. August 03, 2023;
- b) The script of the listed entity was shifted to "Z" category by BSE Limited w.e.f. October 30, 2023 and
- c) Trading of securities suspended w.e.f. December 18, 2023.
- (4) Company has adopted and implemented the Whistle Blower Policy. The same has been posted on the website of the Company- www.sharpindia.com/Whistle-Blower-Policy.pdf. No personnel has been denied access to the Audit Committee.
- (5) The Policy on Related Party Transactions has been posted on the website of the Company - <https://www.sharpindia.com/Related-Party-Transaction-policy-2022.pdf>
- (6) Commodity Price Risk & Commodity Hedging Activities: Company has internal policy for management of foreign exchange risks and open foreign currency is hedged based on policy laid down and the directives of the Managing Director and Chief Financial Officer. The details of the foreign currency exposure are disclosed in the financial statements.
- (7) The Company has complied with all mandatory requirements of Corporate Governance and it has adopted the following discretionary requirement of as specified in Part- E of Schedule- II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. : (i) The Auditors have given modified opinion on the preparation of financial statements using the going concern assumption of the Company for the year ended 31st March 2025 in its audit report. In this regard, an explanation has been provided in Directors' Report. (ii) Internal auditor directly reports to the Audit Committee.
- (8) The Company has complied with the Corporate Governance requirements and Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 relating to the dissemination of the information on the website of the Company.
- (9) A certificate has been received from SVD & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- (10) In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act"), the Company has formulated a Policy for prevention, prohibition and redressal of Sexual Harassment of Women at Workplace. All women employees (permanent, temporary, contractual and trainees), as well as any women visiting the Company's office premises are covered under the Policy. During the year under review, no complaint was filed pursuant to the said Act.
- (11) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable.
- (12) The Board of Directors has accepted all recommendations of all committees of the board which is mandatorily required in the FY 2024-25.
- (13) Disclosure with respect to Demat suspense account / unclaimed suspense account:

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

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

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

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

AFFIRMATION OF COMPLIANCE OF CODE OF CONDUCT

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

For Sharp India Limited

Makarand Date
Managing Director
DIN: 08363458
Date: August 08, 2025

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To,

The Members,

Sharp India Limited

Gat No. 686/4, Koregaon Bhima, Tal- Shirur,

Pune – 412216.

We have examined the compliance of conditions of Corporate Governance by **Sharp India Limited CIN: L36759MH1985PLC036759** (hereinafter referred '**the Company**'), for the year ended on **March 31, 2025** as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 (Listing Regulations).

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

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

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

**For SVD & Associates
Company Secretaries**

Meenakshi R. Deshmukh

Partner

FCS No. 7364

C P No. 7893

Peer Review number: 6357/2025

UDIN: F007364G000948931

Place: Pune

Date: August 08, 2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHARP INDIA LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Sharp India Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of the material accounting policies and other explanatory information. (Herein after referred to as 'financial statements')

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the basis for qualified opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2025, and its net losses and other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified opinion

We draw your attention to Note No. 33 to the financial statements which states that the Company has ceased production and revenue operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,928.71 Lakhs for the year ended March 31, 2025 and accumulated losses aggregate to Rs. 16,657.76 Lakhs as of March 31, 2025. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the management considers the going concern assumption as appropriate in view of continued financial and operational support from the holding company.

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

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

Key audit matters

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

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

The Company's Board of Directors is responsible for the other

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

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

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

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

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

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit

procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a. We have sought and except as described in the Basis for Qualified Opinion Section above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b. In our opinion, and except as described in the Basis for Qualified Opinion section above of our report, proper

books of account as required by Law have been kept by the Company so far as it appears from our examination of those books;

- c. The financial Statements dealt with by this report are in agreement with the books of account;
- d. In our opinion except as described in the Basis for Qualified Opinion section above, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g. As required by section 197(16) of the Act, based on our examination of the books of account of the Company, we report that the Company has paid/provided for managerial remuneration in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position as at March 31, 2025 - Refer Note No. 15 & 30 to the financial statements,
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2025;
 - 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, 2025;
 - iv.
 - a. The management has represented that to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (Refer Note No. 34 to the financial statements)
 - b. The management has represented that to the best of its knowledge and belief, no funds have been received by the company from any other person(s) or entity(ies) including foreign entities (funding parties) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide any

guarantee, security or the like on behalf of the Ultimate Beneficiaries; (Refer Note No. 34 to the financial statements)

- c. Based on the audit procedures considered reasonable and appropriate in the circumstances carried out by us, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) & (ii) of Rule 11(e), (as mentioned in point No. (a) & (b) above), contain any material misstatements.
- v. The company has not declared or paid any dividend during the year and as such the compliance of section 123 of the Act has not been commented upon.
- vi. Based on our examination which included appropriate test checks, the company has used accounting software for maintaining its books of account which has the feature of recording audit trail (edit log) facility and the

same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN: 25103483BMNAOT5896

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 28, 2025

Annexure A referred to in Paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of the Sharp India Limited for the year ended March 31, 2025

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

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

Description of the property	Gross Carrying Value as at 31st March 2025 (Rs. Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Factory land at Gat No. 686 / 1, 3A, 4, 6A, 8A, 10A Korgaon Bhima	19.31	Kalyani Sharp India Limited	--	Since 2005	Registration of the land post change in the name of the Company after change in the management is pending.

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

is not applicable.

- iii. The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured, to any parties. Therefore, the reporting under clause 3 (iii), 3 (iii) (a) to 3 (iii) (f) of the Order are not applicable to the Company.
- iv. The company has not granted any loans to, given guarantees and securities or made any investments in, the parties covered under section 185 and 186 of the Act. As such reporting under clause 3 (iv) of the order is not applicable to the company.
- v. The company has not accepted any public deposits and amounts deemed to be deposits as per the section 73 of Companies Act and rules made thereunder. Further the Company has not accepted any deposits before the commencement of the Act. As such provisions of 74, 75 & 76 are not applicable to the Company. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. In view of the management of the company, since there are no production activities and revenue operations, no cost records are required to be maintained and as such we are unable to offer any comment on this clause.
- vii. (a) The company is generally regular in depositing the undisputed statutory dues including goods and service tax, provident fund, Labour welfare fund, profession tax, income tax, Cess and other material statutory dues as applicable with appropriate authorities. We further report that there were no undisputed statutory dues as at the last day of the financial year which were outstanding for a period of more than six months from the date, they became payable except demands amounting to Rs. 1.08 Lakhs for various years as reflected on TDS TRACES portal.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues in respect of provident fund, Labour welfare fund, profession tax, income tax, goods and services Tax, Cess and other material statutory dues as applicable with appropriate authorities referred to in sub-clause (a) which have not been deposited on account of any dispute.
- viii. There are no transactions, which were not recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The company has not defaulted in repayment loans or borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of examination of books of account and other records of the company and representations received from the management of the company, we report that the company has not been declared to be a wilful defaulter by any bank, financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of overall examination of books of account and other records of the company, the term loans have been applied for the purposes for which they were obtained.

- (d) According to the information and explanations given to us and on the basis of overall examination of books of account and other records of the company, we report that funds amounting to Rs. 149.30 Lakhs raised on short term basis have been utilised for long term purposes.
- (e) The company does not have any subsidiaries, associates or joint ventures and as such reporting on the clause 3 (ix) (e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures is not applicable.
- (f) The company does not have any subsidiaries, associates or joint ventures and as such reporting on the clause 3 (ix) (f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies is not applicable.
- x. (a) During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). As such, reporting under clause 3(x)(a) is not be applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures. Accordingly, reporting under clause 3(x)(b) of the order is not applicable.
- xi. (a) During the course of our examination of books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to 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 books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, as represented by the management and on the basis of examination of records of the company, there were no complaints of whistle-blower received during the year by the Company.
- xii. The Company is not a Nidhi Company within the meaning of Section 406 of the Act. As such, reporting under clause 3 (xii) (a) to (c) is not applicable.
- xiii. Based on the audit procedures performed, we report that the transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details as required by the applicable Indian Accounting Standards have been disclosed by way of notes to the Financial Statements.
- xiv. (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal audit of the company for the period under audit have been considered by us during the course of our audit.
- xv. Based upon the audit procedures performed by us and according to the information and explanations given to us, we report that the Company has not entered into any non-cash transactions of the nature as described in Section 192 of the Act.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3 (xvi) (b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us and based on the representation received from the management, we report that there is no core investment company within the group.
- xvii. The Company has incurred cash losses of Rs. 1,911.50 Lakhs in the current financial year FY 2024-25 and of Rs. 1,768.44 Lakhs during immediately preceding financial year FY 2023-24.
- xviii. There has been no resignation of the statutory auditors of the company during the year and accordingly reporting under clause 3 (xviii) is not applicable.
- xix. As referred in "Basis for Qualified opinion" section in our main report and as disclosed in Note No. 33 & 35 to the financial statements and other information accompanying the financial statements which also include the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities and based on our examination of the evidence supporting the assumptions, significant time has elapsed after cessation of the production activity and in absence of Board approved business plan and scheme of revival, the impact on the financial statements which have been prepared by the management under going concern assumption, cannot be ascertained and we are unable to opine whether any material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. The reporting under clause 3 (xxi) is applicable in respect of audit of consolidated financial statements. As such not applicable for the reporting in standalone financial statements.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN:25103483BMNAOT5896

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 28, 2025

Annexure B referred to in Paragraph 2 (f) under the heading ‘Report on Other Legal Regulatory Requirements’ of the Independent Auditor’s Report of even date to the members of the Sharp India Limited for the year ended March 31, 2025

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

We have audited the internal financial controls with reference to financial statements of Sharp India Limited (‘the Company’) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Responsibilities of Management for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Basis for Qualified Opinion

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

The company has prepared the financial statements for the year ended March 31, 2025 on a going concern basis as set out in Note No. 33 to the financial statements, though the Company has ceased production and revenue operations from the financial year ended March 31, 2016 and incurred net loss of Rs. 1,928.71 Lakhs for the year ended March 31, 2025 and its accumulated losses aggregate to Rs. 16,657.76 Lakhs as of March 31, 2025. However, the management has not put in place internal control system to prepare and review the business plans and scheme of revival in order to justify the going concern assumption. This could potentially result in the company incorrectly applying the going concern basis of preparation of the financial statements.

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

Qualified Opinion

In our opinion, except for the possible effects of the material weakness described in the Basis for Qualified Opinion para in relation to the going concern assumption on the achievement of objective of the control criteria, the Company has maintained in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as of March 31, 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note issued by ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2025 and said material weakness has affected our opinion on the financial statements of the Company for the year ended on that date and we have issued a qualified opinion on the financial statements as mentioned in ‘Basis for Qualified Opinion’ para of our Independent Auditor’s report for the year ended on that date.

For, G.D. Apte & Co
Chartered Accountants
Firm Registration No: 100 515W
UDIN:25103483BMNAOT5896

S.B. Rashinkar
Partner
Membership No.: 103483
Place: Pune
Date: May 28, 2025

BALANCE SHEET AS AT MARCH 31, 2025
(All amounts in INR lakhs, unless otherwise stated)

Particulars	Note No	As at March 31, 2025 (Rs. Lakhs)	As at March 31, 2024 (Rs. Lakhs)
ASSETS			
I. Non-current assets			
Property, plant and equipment	4	143.41	158.45
Intangible assets	4	0.31	0.40
Financial assets			
(i) Other financial assets	5	5.58	5.58
Deferred tax assets	7	-	-
Other non-current assets	8	-	-
Total non-current assets		149.30	164.43
II. Current assets			
Inventories		-	-
Financial assets			
(i) Trade receivables	9	-	-
(ii) Cash and cash equivalents	10	68.33	161.63
(iii) Other financial assets	11	-	-
Other current assets	8	61.69	31.91
Current tax assets (net)	6	0.24	-
Total current assets		130.26	193.54
Total assets		279.56	357.97
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12 (a)	2,594.40	2,594.40
Other equity	12 (b)	(14,384.97)	(12,527.37)
Total equity		(11,790.57)	(9,932.97)
LIABILITIES			
I. Non Current liabilities			
Financial liabilities			
(i) Borrowings	13	-	-
(ii) Other financial liabilities	14	-	-
Provisions	15	-	-
Total non-current liabilities		-	-
II. Current liabilities			
Financial liabilities			
(i) Borrowings	13	11,816.90	10,005.25
(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		26.68	41.56
(iii) Other financial liabilities	14	45.62	51.80
Provisions	15	102.15	99.32
Other current liabilities	17	78.78	93.00
Current tax liabilities (net)	6	-	0.01
Total current liabilities		12,070.13	10,290.94
Total liabilities		12,070.13	10,290.94
Total equity and liabilities		279.56	357.97
Material accounting policies	2		

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

This is the balance sheet referred to in our report of even date.

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

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

Santosh B. Rashinkar
Partner
Membership No. 103483
UDIN : 25103483BMNAOT5896
Place : Pune
Date : May 28, 2025

Makarand Date
Managing Director
DIN : 08363458

Abhijeet Bhagwat
Audit Committee Chairman
DIN : 01981922

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Chandranil Belvalkar
Company Secretary
Membership No A 24015

Place : Pune
Date : May 28, 2025

Place : Pune
Date : May 28, 2025

Place : Pune
Date : May 28, 2025

Place : Pune
Date : May 28, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes No	For the year ended March 31, 2025 (Rs. Lakhs)	For the year ended March 31, 2024 (Rs. Lakhs)
Revenue from operations	18	-	-
Other income	19	3.63	4.40
Total income		3.63	4.40
Expenses			
Employee benefit expense	20	528.81	555.37
Finance costs	23	1,097.82	864.41
Depreciation, amortisation and impairment expense	21	17.21	16.88
Other expenses	22	288.50	353.06
Total expenses		1,932.34	1,789.72
Profit / (Loss) before Exceptional items & tax		(1,928.71)	(1,785.32)
Exceptional items [income / (expense)]		-	-
Profit / (Loss) before tax		(1,928.71)	(1,785.32)
Tax expense	24		
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit / (Loss) for the year		(1,928.71)	(1,785.32)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(1,928.71)	(1,785.32)
Profit / (Loss) per share			
[Nominal Value per Share : Rs. 10/- (31 March 2024 : Rs. 10/-)]			
Basic	31	(7.43)	(6.88)
Diluted	31	(7.43)	(6.88)
Material accounting policies	2		

The accompanying notes are an integral part of these financial statements.
This is the statement of profit and loss referred to in our report of even date.

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

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

Santosh B. Rashinkar
Partner
Membership No. 103483
UDIN : 25103483BMNAOT5896
Place : Pune
Date : May 28, 2025

Makarand Date
Managing Director
DIN : 08363458

Place : Pune
Date : May 28, 2025

Abhijeet Bhagwat
Audit Committee Chairman
DIN : 01981922

Place : Pune
Date : May 28, 2025

Jaideep A Palsule
Chief Financial Officer
Membership No 17208

Place : Pune
Date : May 28, 2025

Chandranil Belvalkar
Company Secretary
Membership No A 24015

Place : Pune
Date : May 28, 2025

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flow from operating activities		
Loss before tax	(1,928.71)	(1,785.32)
Adjustments for:		
Depreciation and amortisation expense	17.21	16.88
Liabilities no longer required written back	(0.20)	(1.32)
Provisions no longer required written back	(0.14)	-
Interest income classified as investing cash flows	(2.87)	(0.36)
Gain on disposal of property, plant and equipment	-	(1.53)
Finance costs	1,097.82	864.41
Non-cash expense	41.83	42.58
Changes in operating assets and liabilities		
(Increase)/decrease in other financial assets	-	6.05
(Increase)/decrease in other current and non-current assets	(71.61)	(44.95)
(Increase)/ decrease in trade receivables	-	(0.00)
Increase/ (decrease) in trade payables	(14.68)	10.60
Increase/(decrease) in other current financial liabilities	(6.18)	0.45
Increase/(decrease) in other current liabilities	(14.08)	26.14
Increase/(decrease) in provisions	2.83	(0.50)
Cash used in operations	(878.78)	(866.87)
Income tax (paid)/refund received	(0.25)	1.60
Net cash outflow from operating activities (A)	(879.03)	(865.27)
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	-	1.53
Payments for property, plant and equipment	(2.08)	(2.48)
Interest received	2.87	0.36
Net cash inflow from investing activities (B)	0.79	(0.59)
Cash flow from financing activities		
Interest paid on borrowings	(1,075.06)	(832.04)
Other interest paid	-	-
Proceeds from borrowings	1,860.00	1,780.00
Repayment of borrowings	-	-
Net cash inflow from financing activities (C)	784.94	947.96
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(93.30)	82.10
Cash and cash equivalents at the beginning of the financial year	161.63	79.53
Cash and cash equivalents at the end of the year	68.33	161.63
Components of cash and cash equivalents:		
Balances with banks		
In current accounts	19.21	161.44
In Term deposits with banks having maturity less than 3 months	49.12	-
Cash on hand	-	0.19
Total cash and cash equivalents	68.33	161.63

Notes:

1. The above cashflow statement has been prepared under the indirect method as set out in the Indian Accounting Standard Ind AS 7- 'Statement of Cash Flow' as specified in the Companies (Indian Accounting Standards) Rules, 2015.
2. 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.
3. All figures in bracket indicate cash outflow.

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

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

Santosh B. Rashinkar
 Partner
 Membership No. 103483
 UDIN : 25103483BMNAOT5896

Place : Pune
 Date : May 28, 2025

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

Makarand Date Managing Director DIN : 08363458	Abhijeet Bhagwat Audit Committee Chairman DIN : 01981922	Jaideep A Palsule Chief Financial Officer Membership No 17208	Chandranil Belvalkar Company Secretary Membership No A 24015
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Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025
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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR lakhs, unless otherwise stated)

A. Equity share capital

Balance as at April 01, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2023	Changes in equity share capital during the current year	Balance as at March 31, 2024
2,594.40	-	2,594.40	-	2,594.40
Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital during the current year	Balance as at March 31, 2025
2,594.40	-	2,594.40	-	2,594.40

B. Other Equity

Particulars	Reserves and surplus		Equity Component on Loans as Compound Financials Instruments	Total
	Securities premium	Retained earnings		
Balance as at April 01, 2023	1,786.00	(12,943.73)	360.28	(10,797.45)
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance as at April 01, 2023	1,786.00	(12,943.73)	360.28	(10,797.45)
Profit for the year	-	(1,785.32)	-	(1,785.32)
Other Comprehensive Income (Net of taxes)	-	-	-	-
Total Comprehensive Income for the year	-	(1,785.32)	-	(1,785.32)
Fair Value Adjustments on Loans during the year	-	-	55.40	55.40
Balance as at March 31, 2024	1,786.00	(14,729.05)	415.68	(12,527.37)
Particulars	Reserves and surplus		Equity Component on Loans as Compound Financials Instruments	Total
	Securities premium	Retained earnings		
Balance as at April 01, 2024	1,786.00	(14,729.05)	415.68	(12,527.37)
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance as at April 01, 2024	1,786.00	(14,729.05)	415.68	(12,527.37)
Profit for the year	-	(1,928.71)	-	(1,928.71)
Other Comprehensive Income (Net of taxes)	-	-	-	-
Total Comprehensive Income for the year	-	(1,928.71)	-	(1,928.71)
Fair Value Adjustments on Loans during the year	-	-	71.11	71.11
Balance as at March 31, 2025	1,786.00	(16,657.76)	486.79	(14,384.97)

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

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

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

Santosh B. Rashinkar
 Partner
 Membership No. 103483
 UDIN : 25103483BMNAOT5896
 Place : Pune
 Date : May 28, 2025

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

Makarand Date
 Managing Director
 DIN : 08363458

Place : Pune
 Date : May 28, 2025

Abhijeet Bhagwat
 Audit Committee Chairman
 DIN : 01981922

Place : Pune
 Date : May 28, 2025

Jaideep A Palsule
 Chief Financial Officer
 Membership No 17208

Place : Pune
 Date : May 28, 2025

Chandranil Belvalkar
 Company Secretary
 Membership No A 24015

Place : Pune
 Date : May 28, 2025

Note 1: General Information

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

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

Refer Note 32 of the financial statements.

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

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

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

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

The Board of Directors have authorised these financial statements for issue on May 28, 2025.

(ii) Historical cost convention

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

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

*(iii) Applicable Amendments from current financial year**New standards and amendments*

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has notified below new standards / amendments which were effective from 1 April, 2024.

Amendment to Ind AS 116 – Lease Liability in a sale and leaseback

The amendment requires an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of use asset it retains.

Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncement and based on its evaluation has determined that these amendments do not have an impact on the financial statements.

(b) Cashflow Statement:

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

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

(c) Current Vs. Non- Current Classification:

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

An asset is treated as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading

- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as Non-current.

A liability is current when it is:

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

(d) Segment reporting

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

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

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

Refer note 32 for segment information presented.

(e) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

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

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

(f) Revenue recognition and Other Income

i) Sale of goods

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

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

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

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

ii) Services rendered

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

Revenue from services measured at fair value which is usually the transaction value net of goods and service tax. The company has not rendered any such services to its group companies during the year.

iii) Other Income

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

(g) Income tax & Deferred Tax

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

The current income tax charge is calculated based on the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances based on either the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

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

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

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

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

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

Refer Note 7 of the financial statements.

(h) **Impairment of assets**

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

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

(i) **Inventories**

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

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

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

(j) **Financial assets**

(i) *Classification*

The Company classifies its financial assets at amortized cost.

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

(ii) *Recognition*

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

(iii) *Measurement*

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

cost.

(iv) *Impairment of financial assets*

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 27 of financial statements on how the Company determines whether there has been a significant increase in credit risk.

(v) *Derecognition of financial assets*

A financial asset is derecognized only when:

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

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

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

(k) **Offsetting financial instruments**

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

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

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

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

Depreciation methods, estimated useful lives and residual value

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

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

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

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

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

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

its estimated recoverable amount.

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

(m) Intangible assets

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

(i) Computer software

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

(ii) Amortization methods and periods

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

(iii) Derecognition

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

(n) Borrowings

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

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

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

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

(o) Borrowing costs

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

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

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

(p) Provisions

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

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

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

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

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

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

(ii) Other long-term employee benefit obligations

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

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

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

Gratuity obligations

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

Refer Note 25 of the financial statements.

Defined contribution plans

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

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

Basic earnings/ (loss) per share is calculated by dividing:

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

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

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

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

Note 3: Critical estimates and judgements

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

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

Judgements

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

1. Going concern

Refer Note 33 of the financial statements

Estimates and assumptions

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

1. Fair valuation measurement of unquoted financial instruments

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

2. Events after the Reporting Period

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

4 Property, plant and equipment and intangible assets

Particulars	Land - freehold	Factory buildings	Plant and machinery	Furniture fittings and equipment	Computers	Moulds, Jigs and Fixtures	Vehicles	Total	Intangible assets
Year ended 31 March 2024									
Gross Block									
Opening gross block	19.31	909.16	2,868.83	130.79	100.25	1,099.77	19.02	5,147.13	292.07
Additions	-	-	-	1.30	1.18	-	-	2.48	-
Deletions	-	-	2.97	0.24	0.42	-	19.02	22.65	-
Closing gross block	19.31	909.16	2,865.86	131.85	101.01	1,099.77	-	5,126.96	292.07
Accumulated depreciation/amortisation									
Opening accumulated depreciation/amortisation	-	766.87	2,859.06	130.70	98.99	1,099.77	19.02	4,974.41	291.54
Depreciation/amortisation and impairment charge during the year	-	14.97	1.07	0.06	0.65	-	-	16.75	0.13
Adjustment on account of asset sold/ Deletion	-	-	2.97	0.24	0.42	-	19.02	22.65	-
Closing accumulated depreciation/ amortisation	-	781.84	2,857.16	130.52	99.22	1,099.77	-	4,968.51	291.67
Closing Net Block	19.31	127.32	8.70	1.33	1.79	-	-	158.45	0.40
Year ended 31st March,2025									
Gross Block									
Opening gross block	19.31	909.16	2,865.86	131.85	101.01	1,099.77	-	5,126.96	292.07
Additions	-	-	-	-	2.08	-	-	2.08	-
Deletions	-	-	-	-	-	-	-	-	-
Closing gross block	19.31	909.16	2,865.86	131.85	103.09	1,099.77	-	5,129.04	292.07
Accumulated depreciation/amortisation									
Opening accumulated depreciation/amortisation	-	781.84	2,857.16	130.52	99.22	1,099.77	-	4,968.51	291.67
Depreciation/amortisation and impairment charge during the year	-	14.61	0.80	0.43	1.28	-	-	17.12	0.09
Adjustment on account of asset sold/ Deletion	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation/amortisation	-	796.45	2,857.96	130.95	100.50	1,099.77	-	4,985.63	291.76
Closing net block	19.31	112.71	7.90	0.90	2.59	-	-	143.41	0.31

Note:

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

5 Other financial assets - non current

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposits		
- Unsecured Considered Good	5.58	5.58
- Doubtful	-	-
Less: Loss Allowance for doubtful deposits	-	-
Less: Deposits written off	-	-
Total Non Current Other Financial Assets	5.58	5.58

6 Current tax asset / (liability) (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	(0.01)	1.59
Add: Taxes paid/(refund received)	0.25	(1.60)
Less : Provision for Tax for the year	-	-
Total for current tax assets /(liabilities) (net)	0.24	(0.01)

7 Deferred tax asset

Unrecognised deferred tax assets

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

Particulars	As at 31 March 2025		As at 31 March 2024	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	132.52	33.36	163.51	41.16
Tax losses	12,598.33	3,171.00	12,122.22	3,051.16
	12,730.85	3,204.36	12,285.73	3,092.32

The tax losses expire progressively from FY 2025-26 (AY 2026-27) TO FY 2032-33 (AY2033-34). The deductible temporary differences mainly consist of unabsorbed depreciation under the tax laws and do not expire under current tax legislation.

Tax losses carried forward

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

Particulars	As at 31 March 2025	As at 31 March 2024
Expire	9,944.18	9,516.26
Never expire	2,654.15	2,605.96
Total	12,598.33	12,122.22

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

The Expiry dates are as follows :

Business Loss incurred for		Business Loss will expire by end of		As at 31 March 2025	As at 31 March 2024
FY	AY	FY	AY		
FY 2016-17	AY 2017-18	FY 2024-25	AY 2025-26	-	1,219.36
FY 2017-18	AY 2018-19	FY 2025-26	AY 2026-27	713.75	713.75
FY 2018-19	AY 2019-20	FY 2026-27	AY 2027-28	878.62	878.62
FY 2019-20	AY 2020-21	FY 2027-28	AY 2028-29	1,085.79	1,085.79
FY 2020-21	AY 2021-22	FY 2028-29	AY 2029-30	1,136.70	1,136.70
FY 2021-22	AY 2022-23	FY 2029-30	AY 2030-31	1,257.46	1,257.46
FY 2022-23	AY 2023-24	FY 2030-31	AY 2031-32	1,384.74	1,456.14
FY 2023-24	AY 2024-25	FY 2031-32	AY 2032-33	1,575.62	1,768.44
FY 2024-25	AY 2025-26	FY 2032-33	AY 2033-34	1,911.50	-
Total				9,944.18	9,516.26

8 Other Non-Current and Current Assets

Non current portion -

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Capital Advances	-	-
(ii) Advances Other than Capital Advances	-	-
(iii) Others		
Balances with statutory/government authorities	268.32	226.48
Less: Provided for	(268.32)	(226.48)
Total other non-current assets	-	-

Current portion -

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Capital Advances	-	-
(ii) Advances Other than Capital Advances	-	-
(iii) Others		
Prepayments	17.33	16.96
Gratuity (excess of plan assets over obligations)	44.36	14.95
Total other current assets	61.69	31.91

9 Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables – Considered Good Secured	-	-
Trade receivables – Considered Good Unsecured	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade Receivables – Credit impaired		
Less: Loss allowance	-	-
Total Trade Receivables	-	-

There are no debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Ageing for trade receivables as at March 31,2025

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

Ageing for trade receivables as at March 31,2024

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

10 Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks		
In current accounts	19.21	161.44
In Term deposits with banks having original maturity less than 3 months	49.12	-
Cash on hand	-	0.19
Total cash and cash equivalents	68.33	161.63

11 Other financial assets - current

Particulars	As at 31 March 2025	As at 31 March 2024
Receivable from related parties (Refer note 29)	-	-
Other receivables	-	-
Security deposits (Current)	-	-
Total other financial assets - current	-	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note 12: Equity share capital and other equity

12 (a) Equity share capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
Authorized share capital Equity shares of ₹ 10 each	4,00,00,000	4,000.00	4,00,00,000	4,000.00
Total	4,00,00,000	4,000.00	4,00,00,000	4,000.00
Issued, subscribed and fully paid up Equity shares of ₹ 10 each	2,59,44,000	2,594.40	2,59,44,000	2,594.40
Total	2,59,44,000	2,594.40	2,59,44,000	2,594.40

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

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	Amount	Number	Amount
Balance at the beginning of the reporting year	2,59,44,000	2,594.40	2,59,44,000	2,594.40
Equity share capital issued during the year	-	-	-	-
Equity share capital bought back during the year	-	-	-	-
Balance at the end of the reporting year	2,59,44,000	2,594.40	2,59,44,000	2,594.40

Terms and rights attached to equity shares

The Company has only 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 and / or their subsidiaries/ associates

Name of the shareholder	31 March 2025	31 March 2024
	(No.)	(No.)
Sharp Corporation Japan - Holding company	1,94,58,000	1,94,58,000

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

Name of the shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% holding	No. of shares	% holding
Sharp Corporation Japan	1,94,58,000	75.00%	1,94,58,000	75.00%

The Company has not issued any bonus shares, has not allotted any shares without payment being received in cash and has not bought back any shares in 5 years immediately preceding year ended 31 March 2025.

(iv) Details of shareholding of Promoters

Name of the Promoter	As at 31 March 2025			As at 31 March 2024		
	Number of shares	% of total shares in the class	% of change during the year	Number of shares	% of total shares in the class	% of change during the year
Sharp Corporation Japan	1,94,58,000	75.00%	0.0%	1,94,58,000	75.00%	0.0%

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

12 (b) Other Equity

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Reserves and surplus		
Securities premium reserve	1,786.00	1,786.00
Retained earnings	(16,657.76)	(14,729.05)
Sub-total (a)	(14,871.76)	(12,943.05)
(b) Other equity		
Equity component - Fair value adjustment on loans	486.79	415.68
Sub-total (b)	486.79	415.68
Total other equity	(14,384.97)	(12,527.37)

(i) Securities premium reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning and end of the year	1,786.00	1,786.00

(ii) Retained earnings

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	(14,729.05)	(12,943.73)
Net loss for the year	(1,928.71)	(1,785.32)
Closing Balance	(16,657.76)	(14,729.05)

(iii) Equity component - Fair value adjustment on loans

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	415.68	360.28
Additions during the year	71.11	55.40
Closing Balance	486.79	415.68

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 Companies Act, 2013.

Equity component - Fair value adjustment on loans

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

13 Borrowings

A. Non-current borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured		
Term Loans		
<i>From related parties (Refer Note 29)</i>		
Loan from holding company [Refer Note (a)]	1,584.11	1,584.11
Loan from fellow subsidiaries [Refer Note (b)]	1,920.41	1,925.98
Total non-current borrowings	3,504.52	3,510.09
Less : Current maturities of long-term debt	(3,504.52)	(3,510.09)
Non-current borrowings (as per balance sheet) *	-	-

B. Current borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured		
Term loans		
<i>From related parties (Refer Note 29)</i>		
Local currency loan from related parties (Refer note 29)		
Loan from holding company [Refer note (a)]	-	-
Loan from fellow subsidiaries [Refer Note (c)]	8,312.38	6,495.16
Total current borrowings	8,312.38	6,495.16
Current maturities of long-term debt [Refer Note (a) and (b)]	3,504.52	3,510.09
Total Current borrowings (as per balance sheet)	11,816.90	10,005.25

- The amounts disclosed above are borrowings after IND AS fair value adjustments and includes accrued interest of Rs.74.96 Lakhs
- Borrowings are classified as Non-Current (Long-term debt) as specified in Ind AS Schedule III as borrowing having a period of more than twelve months at the time of origination. The portion of non-current borrowings, which is due for payments within twelve months of the reporting date is classified under "current borrowings" while the balance amount is classified under non-current borrowings

Note (a):

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

Date of Withdrawals	As at March 31, 2025	As at March 31, 2024
06-Feb-13	600.00	600.00
15-Apr-13	650.00	650.00
19-Jul-13	334.11	334.11
Total Withdrawals	1,584.11	1,584.11

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

During the current year, repayment date for External Commercial Borrowings taken from Sharp Corporation, Japan, has been extended to 31 December 2025. (During the previous year, repayment date for External Commercial Borrowings taken from Sharp Corporation, Japan, was extended to 31 December 2024.)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

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

Name of Subsidiary	Date of Withdrawals	As at 31 March 2025	As at 31 March 2024	Initial rate of interest	Applicable rate after last roll over
Sharp Software Development India Private Limited	08-May-18	95.00	95.00	8.00%	9.65%
	06-Jun-18	95.00	95.00	8.00%	9.65%
	06-Jul-18	95.00	95.00	8.00%	9.65%
		285.00	285.00		
Sharp Business System India Private Ltd	06-Aug-18	95.00	95.00	8.00%	9.65%
	06-Sep-18	95.00	95.00	8.00%	9.65%
	04-Oct-18	95.00	95.00	8.00%	9.65%
		285.00	285.00		
Sharp Business System India Private Ltd	14-Dec-18	100.00	100.00	8.70%	9.85%
	04-Jan-19	100.00	100.00	8.70%	9.85%
	05-Feb-19	100.00	100.00	8.70%	9.85%
	05-Mar-19	100.00	100.00	8.70%	9.85%
	03-Apr-19	100.00	100.00	8.70%	9.55%
		500.00	500.00		
Sharp Business System India Private Ltd	03-May-19	100.00	100.00	8.00%	9.65%
	06-Jun-19	100.00	100.00	8.00%	9.65%
	05-Jul-19	100.00	100.00	8.00%	9.65%
	03-Aug-19	100.00	100.00	8.00%	9.65%
	05-Sep-19	170.00	170.00	8.00%	9.65%
		570.00	570.00		
Sharp Business System India Private Ltd	04-Oct-19	100.00	100.00	8.70%	9.85%
	05-Nov-19	100.00	100.00	8.70%	9.85%
	06-Dec-19	100.00	100.00	8.70%	9.85%
		300.00	300.00		
		1,940.00	1,940.00		

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

Note:

The above loans were repayable after 3 years from the date of each withdrawal. These loans have been rolled over during the current year for a period of 1 year from their respective due dates

All the above loans have been fair valued at the benchmark market rate of interest prevailing at the time when the loan was availed taking into account the market participants perspective.

A corporate guarantee has been provided by the holding company, Sharp Corporation, Japan for all the above loans.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note (c): Current Borrowings from fellow subsidiaries #

Name of Subsidiary	Date of Withdrawals	As at 31 March 2025	As at 31 March 2024	Initial rate	Present rate
Sharp Business System India Private Ltd	13-Dec-19	300.00	300.00	8.70%	9.85%
	06-Jan-20	100.00	100.00	8.70%	9.85%
	05-Feb-20	100.00	100.00	8.70%	9.85%
	04-Mar-20	200.00	200.00	8.70%	9.85%
		700.00	700.00		
Sharp Business System India Private Ltd	26-May-20	150.00	150.00	8.00%	9.65%
	29-Jun-20	150.00	150.00	8.00%	9.65%
	06-Jul-20	100.00	100.00	8.00%	9.65%
	04-Sep-20	100.00	100.00	8.00%	9.65%
	23-Sep-20	100.00	100.00	8.00%	9.65%
	22-Oct-20	100.00	100.00	8.00%	9.65%
		700.00	700.00		
Sharp Business System India Private Ltd	27-Nov-20	100.00	100.00	8.70%	9.85%
	28-Dec-20	100.00	100.00	8.70%	9.85%
	27-Jan-21	100.00	100.00	8.70%	9.85%
	26-Feb-21	100.00	100.00	8.70%	9.85%
	24-Mar-21	100.00	100.00	8.70%	9.85%
	06-Apr-21	100.00	100.00	8.70%	9.55%
		600.00	600.00		
Sharp Business System India Private Ltd	12-May-21	80.00	80.00	8.00%	9.65%
	11-Jun-21	110.00	110.00	8.00%	9.65%
	05-Jul-21	110.00	110.00	8.00%	9.65%
	05-Aug-21	110.00	110.00	8.00%	9.65%
	05-Sep-21	190.00	190.00	8.00%	9.65%
		600.00	600.00		
Sharp Business System India Private Ltd	13-Oct-21	110.00	110.00	8.00%	9.85%
	03-Nov-21	140.00	140.00	8.00%	9.85%
	03-Dec-21	90.00	90.00	8.00%	9.85%
	05-Jan-22	100.00	100.00	8.00%	9.85%
	03-Feb-22	100.00	100.00	8.00%	9.85%
	03-Mar-22	220.00	220.00	8.00%	9.85%
		760.00	760.00		
Sharp Business System India Private Ltd	21-Apr-22	120.00	120.00	8.00%	9.65%
	06-May-22	100.00	100.00	8.00%	9.65%
	06-Jun-22	110.00	110.00	8.00%	9.65%
	06-Jul-22	110.00	110.00	8.00%	9.65%
	05-Aug-22	100.00	100.00	8.00%	9.65%
	06-Sep-22	200.00	200.00	8.00%	9.65%
		740.00	740.00		

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Name of Subsidiary	Date of Withdrawals	As at 31 March 2025	As at 31 March 2024	Initial rate	Present rate
Sharp Business System India Private Ltd	14-Oct-22	100.00	100.00	8.70%	9.85%
	07-Nov-22	100.00	100.00	8.70%	9.85%
	06-Dec-22	100.00	100.00	8.70%	9.85%
	06-Jan-23	100.00	100.00	8.70%	9.85%
	04-Feb-23	100.00	100.00	8.70%	9.85%
	04-Mar-23	180.00	180.00	8.70%	9.85%
		680.00	680.00		
Sharp Business System India Private Ltd	05-Apr-23	130.00	130.00	9.40%	9.65%
	02-May-23	120.00	120.00	9.40%	9.65%
	05-Jun-23	120.00	120.00	9.40%	9.65%
		370.00	370.00		
Sharp Business System India Private Ltd	04-Jul-23	130.00	130.00	9.50%	9.65%
	02-Aug-23	120.00	120.00	9.50%	9.65%
	04-Sep-23	180.00	180.00	9.50%	9.65%
		430.00	430.00		
Sharp Business System India Private Ltd	04-Oct-23	160.00	160.00	9.55%	9.85%
	03-Nov-23	130.00	130.00	9.55%	9.85%
	05-Dec-23	150.00	150.00	9.55%	9.85%
		440.00	440.00		
Sharp Business System India Private Ltd	03-Jan-24	160.00	160.00	9.55%	9.85%
	05-Feb-24	130.00	130.00	9.55%	9.85%
	05-Mar-24	250.00	250.00	9.55%	9.85%
		540.00	540.00		
Sharp Business System India Private Ltd	15-Apr-24	190.00	-	9.65%	NA
	03-May-24	100.00	-	9.65%	NA
	05-Jun-24	150.00	-	9.65%	NA
		440.00	-		
Sharp Business System India Private Ltd	04-Jul-24	160.00	-	9.65%	NA
	05-Aug-24	130.00	-	9.65%	NA
	04-Sep-24	120.00	-	9.65%	NA
		410.00	-		
Sharp Business System India Private Ltd	04-Oct-24	200.00	-	9.85%	NA
	05-Nov-24	150.00	-	9.85%	NA
	05-Dec-24	150.00	-	9.85%	NA
		500.00	-		
Sharp Business System India Private Ltd	03-Jan-25	190.00	-	9.95%	NA
	05-Feb-25	160.00	-	9.95%	NA
	05-Mar-25	160.00	-	9.95%	NA
		510.00	-		
		8,420.00	6,560.00		

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note:

The above loans were repayable after one year from the date of each withdrawal. During the year, the loans which were due for repayment have been rolled over and are repayable after 1 year from the date of roll over.

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

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

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 2025	As at 31 March 2024
Cash and cash equivalents	68.33	161.63
Borrowings		
- Current borrowings	(11,816.90)	(10,005.25)
- Non-current borrowings including interest accrued	-	-
Net debt	(11,748.57)	(9,843.62)

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

Particulars	Cash and cash equivalents	Liabilities from financing activities	Total
		Borrowings	
Net debt as at 1 April 2024	161.63	(10,005.25)	(9,843.62)
Cash flows	(93.30)	-	(93.30)
Interest expense	-	(1,097.82)	(1,097.82)
Interest paid	-	1,075.06	1,075.06
Proceeds from loans	-	(1,860.00)	(1,860.00)
Repayment of loans	-	-	-
Non-cash movement - Fair value adjustments	-	71.11	71.11
Net debt as at 31 March 2025	68.33	(11,816.90)	(11,748.57)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

14 Other Financial Liabilities - Non- Current & Current

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current	-	-
Current		
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings (Refer note 29)	-	-
Employee benefits payable	45.62	51.80
	45.62	51.80
Total other financial liabilities	45.62	51.80

15 Provisions - Current & Non Current

Particulars	As at 31 March 2025		As at 31 March 2024	
	Current	Non-current	Current	Non-current
Provision for employee benefits				
Provision for compensated absences (Refer note 25)	69.01	-	70.16	-
Provision for gratuity (Refer note 25)	-	-	-	-
Other provisions	-	-	-	-
Provisions for dues under dispute [Refer note below]	33.14		29.16	
Total Provisions - Current & Non Current	102.15	-	99.32	-

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 2025 represents interest on the demand upto the date of payment.
- (ii) The company owed amount of Rs. 8.36 Lakhs to one of its vendors from Chennai since 1998. The reason for the long pending dues was a request received from the vendor for holding back the payment, followed by Court Order for withholding the payment. The Vendor has been engaged in a dispute with Indian Bank for the last 27 years. There was an Order in 2016 from Debt Recovery Tribunal (DRT) of Chennai ordering the company pay sum of Rs. 12.34 Lakhs jointly with the vendor & its director along with Interest @ 6% from 1998. However, the Recovery Officer who was supposed to issue Notice has not acted upon the DRT Order as yet. The company has recently moved DRT Chennai to revise its Order to limit the liability of the company only to Rs. 8.36 lakhs. The company has requested DRT Chennai to exempt the payment of interest as the there was no fault from the side of the company and the company was always ready to pay the dues as evidenced from Balance Confirmation Letters and representations to Court and DRT. The matter is being pursued closely by the Company. On a conservative basis, the company has provided for the amount demanded by the company excluding interest. The amount of interest has been shown as a contingent liability.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(iii) Movement in provisions

Particulars	Provision for dues under dispute	Provision for compensated absences
As at 1 April, 2023	29.16	77.81
Amount utilised during the year	-	-
Amount paid	-	(27.38)
Amount provided during the year	-	19.73
As at 31 March 2024	29.16	70.16
Amount utilised during the year:	-	-
Amount paid	-	(23.75)
Amount provided during the year	3.98	22.60
As at 31 March 2025	33.14	69.01
Non-current	-	-
Current	33.14	69.01

16 Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
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)	17.00	16.43
Other trade payables	9.68	25.13
Total trade payables	26.68	41.56

There are no dues to micro and small enterprises as at 31 March 2025 (31 March 2024: 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, 2025

Particulars	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 and small enterprises	-	-	-	-	-	-	-
Others	-	-	26.68	-	-	-	26.68
Disputed trade payables	-	-	-	-	-	-	-
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	-	-	26.68	-	-	-	26.68

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Aging of trade payables: March 31, 2024

Particulars	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 and small enterprises	-	-	-	-	-	-	-
Others	-	-	41.56	-	-	-	41.56
Disputed trade payables	-	-	-	-	-	-	-
Micro and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Total	-	-	41.56	-	-	-	41.56

17 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	37.01	37.09
Advances from customers	-	-
Other payables	41.77	55.91
Total other current liabilities	78.78	93.00

18 Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of Products	-	-
Sale of services	-	-
Other Operating Revenue	-	-
Scrap sales	-	-
Total revenue from operations	-	-

Note:

The Company has certain inventories of accessories that have been fully written down as on 31 March 2025.

19 Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income from financial assets at amortised cost	2.87	0.36
Liabilities & provisions no longer required written back	0.34	1.32
Gain on disposal of property, plant & equipment	-	1.53
Net foreign exchange gains	0.11	-
Miscellaneous income	0.31	1.19
Total other income	3.63	4.40

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

20 Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	506.58	513.43
Contribution to provident and other funds	42.06	37.22
Staff welfare expenses	(19.83)	4.72
Total employee benefit expense	528.81	555.37

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

Note: Also refer note 25

21 Depreciation, amortisation and impairment expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation and impairment on property, plant and equipment	17.12	16.75
Amortisation and impairment on intangible assets	0.09	0.13
Total depreciation, amortisation and impairment expenses	17.21	16.88

22 Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Power, fuel, water charges	29.25	38.72
Rates and taxes	20.14	32.73
Repairs & maintenance	1.45	27.60
Insurance	14.70	14.19
Directors sitting fees	6.93	13.10
Legal and professional fees	79.71	77.25
Auditors' remuneration [Refer note 22 (a)]	13.00	13.00
Net foreign exchange losses	-	0.08
Contract labour charges	42.98	56.06
Provision for balances with government authorities	41.83	42.58
Communication expenses	6.69	13.88
Miscellaneous expenses	31.82	23.87
Total other expenses	288.50	353.06

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

Miscellaneous expenses includes Bank charges, Travelling expenses, Printing and Stationary, License and Application fees, Membership fees, Housekeeping expenses.

Note:

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

(a) Auditors' remuneration

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Payment to auditors		
As auditor:		
Audit fee	10.00	10.00
Tax audit fee	-	-
Limited review	3.00	3.00
Certification	-	-
Re-imbursement of expenses	-	-
	13.00	13.00

23 Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest and finance charges on financial liabilities at amortised cost	1,097.82	864.41
Other interest costs	-	-
Total finance costs	1,097.82	864.41

24 Income tax

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<i>Current tax</i>		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
<i>Deferred tax</i>		
Decrease (increase) in deferred tax assets	-	-
Total current tax expense	-	-

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

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Accounting profit/ (loss) before tax	(1,928.71)	(1,785.32)
At Indian tax rate of 25.17% (31 March 2024: 25.17%)	(485.46)	(449.37)
Tax losses and other temporary differences on which no deferred income tax was recognised	485.46	449.37
Income tax expense reported in the statement of profit or loss	-	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

25 Provision for employee benefits

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for compensated absences (Refer Note A)	69.01	70.16
Current	69.01	70.16
Non-current	-	-
Gratuity (Refer Note B)	-	-
Current	-	-
Non-current	-	-

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 2025	For the year ended 31 March 2024
Defined contribution plans		
-Provident fund	19.32	15.77
-Pension fund	14.90	16.38
-Superannuation fund	5.50	2.74
-Employees' deposit linked insurance scheme	0.91	0.99
-Admin Charges	1.43	1.34
	42.06	37.22

A Provision for compensated absences

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

B Gratuity

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

Profit and Loss Expense

Particulars	31 March 2025	31 March 2024
Current service cost	24.06	24.62
Past service cost	-	-
Administration expenses	-	-
Interest on net defined benefit liability / (asset)	(3.11)	(2.50)
(Gains) / losses on settlement	20.95	22.12

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Benefit asset/liabilities

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

Details of defined benefit gratuity plan

Particulars	31 March 2025	31 March 2024
Defined benefit obligation *	699.10	710.23
Fair value of plan assets	(759.20)	(753.48)
Plan (asset)/liability	(60.10)	(43.25)

* The Company on a conservative basis, has accrued gratuity on the basis of actual liability using gross undiscounted basis. Taking into consideration this aspect, as on March 31, 2025 the company had excess of plan assets over obligations amounting to Rs.44.36 lakhs as against Rs. 60.10 lakhs as per the actuarial valuation. (Basis the conservative stand followed by the company, excess of Plan assets over obligations on March 31, 2024 amounted to Rs. 14.95 lakhs as against Rs. 43.25 lakhs as per actuarial valuation).

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

Particulars	31 March 2025	31 March 2024
Opening defined benefit obligation	710.22	763.63
Interest on defined benefit obligation	48.39	52.60
Current service cost	24.06	24.62
Benefits paid/payable	(63.38)	(100.42)
Remeasurements due to		
- Actuarial loss / (gain) arising from change in financial assumptions	13.79	7.13
- Actuarial loss / (gain) arising from change in demographic assumptions	-	-
- Actuarial loss / (gain) arising from change in experience changes	(33.98)	(37.35)
Closing defined benefit obligation	699.10	710.22

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

Particulars	31 March 2025	31 March 2024
Opening fair value of plan assets	753.48	797.45
Interest on Plan Assets	51.50	55.11
Contributions by employer	-	-
Remeasurements due to		
- Actual Return on Plan Assets less interest on plan assets	17.60	1.34
Benefits paid	(63.38)	(100.42)
Closing fair value of plan assets	759.20	753.48

Reconciliation of Net Liability / Asset

Particulars	31 March 2025	31 March 2024
Opening net defined benefit liability / (asset)	(43.25)	(33.81)
Expense charged to profit & loss account	20.94	22.12
Amount recognized outside profit & loss account	(37.79)	(31.56)
Employer contributions	-	-
Impact of liability assumed or (settled)	-	-
Closing fair value of plan assets	(60.10)	(43.25)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Disaggregation of plan assets are as follows:

Particulars	March 31 2025	March 31, 2024
	Non - Quoted Value	Non - Quoted Value
Insurer Managed Funds - Life Insurance Corporation of India	759.20	753.48
As a percentage of fair value of total plan assets	100%	100%

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

Particulars	31 March 2025	31 March 2024
Discount rate	6.75%	7.20%
Salary escalation rate	6.35% for Bargainable and 8.35% for Non-Bargainable	6.35% for Bargainable and 8.35% for Non-Bargainable
Attrition rate	2%	2%

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

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

Sensitivity Analysis

Particulars	March 31 2025		March 31 2024	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	683.80	714.94	692.60	728.58
Impact of increase in 50 bps on DBO	(2.19%)	2.27%	(2.48%)	2.58%
Defined Benefit Obligation on decrease in 50 bps	714.96	683.68	728.55	692.41
Impact of decrease in 50 bps on DBO	2.27%	(2.20%)	2.58%	(2.51%)

Funding Arrangement & Policy

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

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

The weighted average duration of the defined benefit obligation is 4.46 years

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

Particulars	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Defined benefit obligations	699.10	710.22	763.63	788.55	512.69
Plan assets	759.20	753.48	797.45	771.01	736.71
Surplus / (deficit)	60.10	43.26	33.82	(17.54)	224.02
Experience adjustments on plan liabilities	(33.98)	(37.35)	(37.07)	8.68	6.20
Experience adjustments on plan assets	17.60	1.34	9.28	7.15	(6.31)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

26 Fair value measurements

Financial instruments measured at amortised cost by category

Particulars	As at 31 March 2025	As at 31 March 2024
Financial assets		
Security deposits	5.58	5.58
Trade receivable	-	-
Cash and cash equivalents	68.33	161.63
Other financial assets	-	-
Total financial assets	73.91	167.21
Financial liabilities		
Borrowings	11,816.90	10,005.25
Trade payables	26.68	41.56
Other financial liabilities	45.62	51.80
Total financial liabilities	11,889.20	10,098.61

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 2025					
Financial liabilities					
Borrowings	13	-	-	11,681.08	11,681.08
Total financial liabilities		-	-	11,681.08	11,681.08
At 31 March 2024					
Financial liabilities					
Borrowings	13	-	-	9,858.18	9,858.18
Total financial liabilities		-	-	9,858.18	9,858.18

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.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

27 Financial risk management

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

(A) Credit risk

Credit risk mainly arises from cash and cash equivalents, deposits with banks as well as security deposits.

The maximum exposure arising from these financial assets is their carrying value as disclosed in the balance sheet.

(i) Credit risk management

For banks and financial institutions, only high rated banks are accepted and hence, these are subject to low credit risk with risk of default being negligible. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets. Further, the Company has sales on one-off basis, which are made solely to its related parties. As such, it does not bear any credit risk with respect to receivables, if any.

For security deposits also, generally the Company is subject to low credit risk with risk of default being negligible. However, considering the nature of balances the Company evaluates the balances and recognises a loss allowance, if any, on a specific identification

(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 2025	Less than 1 year	1-3 years
Borrowings including interest accrued	11,816.90	-
Employee benefits payable	45.62	-
Trade payables	26.68	-
Other financial liabilities	-	-
Total	11,889.20	-

31 March 2024	Less than 1 year	1-3 years
Borrowings including interest accrued	10,005.25	-
Employee benefits payable	51.80	-
Trade payables	41.56	-
Other financial liabilities	-	-
Total	10,098.61	-

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.

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****(C) Market risk****(i) Foreign currency risk and exposure**

The Company operates internationally 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 and US Dollar. 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.

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

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****29. Related party transactions (Continued...)****(ii) Other Related Parties with whom transactions have taken place during the year:****Fellow Subsidiaries:**

Sharp Electronics (Malaysia) SDN. BHD., Malaysia

Sharp Business Systems (India) Private Limited

Sharp Software Development India Private Limited

Directors:

Makarand Date (Managing Director) (w.e.f. 1st February 2024)

Makarand Date (Additional Director) (w.e.f. 25th January 2024)

Masahiko Nakagawasai (Managing Director) (Upto 31st January 2024)

Abhijeet Bhagwat (Non-executive, Independent Director)

Naoki Hatayama (Non-executive, Non-Independent Director)

Shoki Tano (Non-executive, Non-Independent Director) (w.e.f 13th December, 2024)

Masao Terada (Non-executive, Non-Independent Director) (Upto 31st October, 2024)

Nachiket Deo (Non-executive, Independent Director) (w.e.f 1st November, 2024)

Archana Lakhe (Non-executive, Independent Director) (w.e.f 1st November, 2024)

Bhumika Batra (Non-executive, Independent Director) (Upto 11th November, 2024)

Prashant Asher (Non-executive, Independent Director) (Upto 11th November, 2024)

Makoto Izumi (Non-executive, Non-Independent Director) (w.e.f 1st November 2024)

Makoto Izumi (Non-executive, Non-Independent Director) (Upto 1st November 2024)

(iii) Key management personnel :

Makarand Date (Managing Director)(w.e.f. 1st February 2024)

Masahiko Nakagawasai (Managing Director) (Upto 31st January 2024)

Jaideep Palsule (Chief Financial Officer) (w.e.f. 25th January 2024)

Sunil Sane (Chief Financial Officer) (Upto 9th November 2023)

Mr. Chandranil Belvalkar, (Company Secretary) (Upto 9th November 2023)

Srirang Mahabagwat (Company Secretary) (w.e.f 11th December 2023 to 20th December, 2024)

Mr. Chandranil Belvalkar, (Company Secretary) (w.e.f. 20th December, 2024)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

29 Related party transactions (Continued)

B Disclosure of transactions/balances with related parties:

Name of related party	Nature of transactions	As at	As at
		31 March 2025	31 March 2024
Sharp Corporation, Japan	Interest on loan	110.82	111.13
	Reimbursement of expenses received ¹	2.00	26.04
	Reimbursement of expenses paid ²	4.82	5.68
	Loan guarantee fees	70.94	57.11
Sharp Business Systems (India) Private Ltd.	Purchase of goods/services/others	0.11	1.53
	Reimbursement of expenses paid ²	-	1.20
	Interest on loan	881.74	659.17
	Proceeds from loan	1,860.00	1,780.00
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Reimbursement of expenses paid	1.30	1.64
Sharp Software Development India Pvt. Ltd.	Interest on Loan	27.38	26.16
<u>Independent Directors</u>			
Bhumika Batra	Sitting Fees	1.93	4.95
Prashant Asher	Sitting Fees	1.93	4.95
Abhijeet Bhagwat	Sitting Fees	1.68	3.20
Archana Lakhe	Sitting Fees	0.80	-
Nachiket Deo	Sitting Fees	0.60	-
Key management personnel			
M. Nakagawasai (Managing Director) (Upto 31st January, 2024)	Managerial Remuneration	-	12.33
	(Incl. value of perquisites)	-	3.23
	Rent paid for the residence (net off recovery)	-	0.63
	Expenses incurred on return travel after separation	-	0.63
Sunil K Sane (CFO) (Upto 9th November, 2023)	Managerial Remuneration	-	47.04
	(includes value of perquisites) ³	-	0.03
	Sale of Property Plant and Equipment	-	0.03
Chandranil S Belvalkar (Company Secretary) (Upto 9th November, 2023) & (w.e.f. 20th December, 2024)	Managerial Remuneration ⁴	9.11	15.96
	Contribution to funds	0.30	0.47
Makarand Date (Managing Director) (w.e.f. 1st February, 2024)	Managerial Remuneration ⁴	39.73	6.64
	Contribution to funds	9.72	1.62
Jaideep A Palsule (CFO) (w.e.f. 25th January, 2024)	Managerial Remuneration ⁴	26.14	6.52
	Contribution to funds	1.22	0.30
Srirang Mahabagwat (Company Secretary) (w.e.f. 11th December, 2023) & (Upto 20th December, 2024)	Managerial Remuneration ⁵	14.84	5.48
	Contribution to funds	0.54	0.22

¹ Reimbursement of expenses received majorly relate to tax deducted at source of Mr. M. Nakagawasai in PY 23-24. For FY 24-25 related to expenses incurred on behalf of parent.

² Reimbursement of expenses paid relate to IT support charges, global network charges, professional fees and printing expenses.

³ Includes Contribution to Funds, Payment of Gratuity through Trust and Payment of Leave Encashment

⁴ Includes Provision for Gratuity and Provision for Leave Encashment

⁵ Includes Provision for Gratuity, Provision for Leave Encashment & Provision for Bonus

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

29. Related party transactions (Continued...)

Disclosure of outstanding balances(i) Trade and other payables

Name of the party	As at 31 March 2025	As at 31 March 2024
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	0.27	0.26
Sharp Corporation, Japan	16.73	14.41
Bhumika Batra (Non-executive, Independent Director)	-	0.70
Prashant Asher (Non-executive, Independent Director)	-	0.70
Abhijeet Bhagwat (Non-executive, Independent Director)	-	0.36
Total	17.00	16.43

(ii) Borrowings*

Name of the party	As at 31 March 2025	As at 31 March 2024
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	10,075.00	8,215.00
Total	11,944.11	10,084.11

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

(iii) Interest accrued

Name of the party	As at 31 March 2025	As at 31 March 2024
Sharp Business Systems India Private Limited	74.96	59.14
Total	74.96	59.14

30 Contingencies

- (i) The Company has evaluated the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. In the assessment of the management, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in these financial statements.
- (ii) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The draft rules for the Code on Social Security, 2020 have been released by the Ministry of Labour and Employment on November 13, 2020. The Company is in the process of assessing the additional impact on Provident Fund contributions and on Gratuity liability contributions and will complete their evaluation and give appropriate impact in the financial statements in the period in which the rules are notified and become effective.
- (iii) The company owed amount of Rs. 8.36 Lakhs to one of its vendors from Chennai since 1998. The reason for the long pending dues was a request received from the vendor for holding back the payment, followed by Court Order for withholding the payment. The Vendor has been engaged in a dispute with Indian Bank for the last 27 years. There was an Order in 2016 from Debt Recovery Tribunal (DRT) of Chennai ordering the company pay sum of Rs. 12.34 Lakhs jointly with the vendor & its director along with Interest @ 6% from 1998. However, the Recovery Officer who was supposed to issue Notice has not acted upon the DRT Order as yet. The company has recently moved DRT Chennai

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

to revise its Order to limit the liability of the company only to Rs. 8.36 lakhs. The company has requested DRT Chennai to exempt the payment of interest as there was no fault from the side of the company and the company was always ready to pay the dues as evidenced from Balance Confirmation Letters and representations to Court and DRT. The matter is being pursued closely by the Company. On a conservative basis, the company has provided for the amount demanded by the company excluding interest. The amount of interest has been shown as a contingent liability.

31 Loss per share

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Basic and diluted loss per share		
a) Loss attributable to the equity holders of the company (Rs. In Lakhs)	(1,928.71)	(1,785.32)
b) Weighted average number of equity shares outstanding (Nos.)	2,59,44,000	2,59,44,000
c) Loss per share		
- Basic	(7.43)	(6.88)
- Diluted	(7.43)	(6.88)

32 Segment reporting

The Company was exclusively engaged in the business of 'consumer electronics' consisting of all types of Color Televisions, LED TVs and Air-conditioners which constitute one single segment. The Company is domiciled in India. Revenue from operations is within India. There is no revenue from operations during the FY 2024-2025 (FY 2023-2024 - Rs.NIL).

33 Going concern assessment

During the year ended on March 31, 2025, the Company incurred a loss of 1928.71 Lakhs. The accumulated losses of the Company as at March 31, 2025 are Rs. 16,657.76 Lakhs. There is no production of LED TVs from April, 2015 and of Air Conditioners since June, 2015 onwards in the absence of any orders. However, the Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company and as at March 31, 2025, the Company has received support letter from Sharp Corporation, Japan for financial and operational support until March 31, 2026. Based on this continued support from the holding company, the management is of the opinion that the Company will be able to continue as a going concern. Nevertheless, the recognition and measurement of assets has been considered at cost in case of Freehold Land and that in case of other assets, at lower of their carrying value or net realizable value. Therefore in the opinion of the management, no further adjustments would be required if going concern assumption is not considered as appropriate.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

34 Additional regulatory information required by Schedule III**(i) Details of benami property held**

No proceedings have been initiated on or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has no borrowings from banks and financial institutions.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(xi) Registration and Satisfaction of charges with Ministry of Corporate Affairs

There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period except the charge in favour of Bank of India amounting to Rs. 3,300 Lakhs and two charges in favour of State Bank of India amounting to Rs 390 Lakhs. The charge in respect of Bank of India has been subsequently satisfied on April, 30 2025. In respect of charges pertaining to State Bank of India, the charge satisfaction forms were previously submitted to ROC office during physical filing regime. However these charges are still appearing on MCA website and the company has submitted application along with necessary proofs of previous filings and is following up with the ROC for rectification and satisfaction of these charges.

35 Financial ratios

Sr. No.	Ratio	Numerator	Denominator	Year ended 31 March 2025	Year ended 31 March 2024	Change %	Explanation
a)	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	0.01	0.02	-42.62%	Due to decrease in cash and cash equivalents and increase in current borrowings
b)	Debt-Equity Ratio (in times)	Debts (consists of borrowings from related parties)	Total Equity	(1.00)	(1.01)	-0.50%	Not applicable
c)	Debt service coverage ratio (in times)	Loss before taxes+ non cash expense +finance costs	Interest and principle repayments	(0.72)	(1.09)	-33.92%	Increase in losses accompanied by increased interest cost without any loan repayments
d)	Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average Total Equity	Not Applicable	Not Applicable	-	Not Applicable
e)	Trade Receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	Not Applicable	Not Applicable	-	No revenue from operations during FY 2024-25 and FY 2023-24
f)	Trade payables turnover ratio (in times)	Cost of goods sold	Average trade payables	Not Applicable	Not Applicable	-	No revenue from operations during FY 2024-25 and FY 2023-24
g)	Net Capital turnover ratio (in times)	Revenue from operations	Working Capital (i.e. total current assets less Total current Liabilities)	Not Applicable	Not Applicable	-	No revenue from operations during FY 2024-25 and FY 2023-24
h)	Net Profit Ratio (in%)	Loss for the year	Revenue from operations	Not Applicable	Not Applicable	-	No revenue from operations during FY 2024-25 and FY 2023-24
i)	Return on Capital employed (in %)	Loss before tax and finance costs	Capital employed	Not Applicable	Not Applicable	-	Not Applicable
j)	Return on Investment (in %)	Income from investment	Investment	Not Applicable	Not Applicable	-	Not Applicable
k)	Inventory Turnover Ratio	Cost of goods sold or sales	Average inventory	Not Applicable	Not Applicable	-	Not Applicable

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

36. The trading of the Company's shares was suspended from December 18, 2023 and shareholding of promoters had been frozen from August 3, 2023. The trading in the shares of the Company has resumed on Bombay Stock Exchange from February 5, 2025 under XT Category after requisite compliance.
37. The Company has reclassified/regrouped previous year figures to conform to the current year's classification, where applicable.

Particulars	Amounts
Bank charges shown as a separate line item in other expenses grouped in miscellaneous expenses	0.80
Travelling expenses shown as a separate line item in other expenses grouped in miscellaneous expenses	1.01
Printing and stationery shown as a separate line item in other expenses grouped in miscellaneous expenses	4.18
License and application fees shown as a separate line item in other expenses grouped in miscellaneous expenses	1.30
Membership fees shown as a separate line item in other expenses grouped in miscellaneous expenses	3.25
Housekeeping expenses shown as a separate line item in other expenses grouped in miscellaneous expenses	5.57
Provision for other dues disputed included under 'Other payables' in Note No. 17 'Other Current Liabilities' regrouped under 'Provisions for dues under dispute' in Note No. 15 'Provisions - Current & Non Current'	8.36

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

Santosh B. Rashinkar
Partner
Membership No. 103483
UDIN : 25103483BMNAOT5896
Place : Pune
Date : May 28, 2025

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

Makarand Date Managing Director DIN : 08363458	Abhijeet Bhagwat Audit Committee Chairman DIN : 01981922	Jaideep A Palsule Chief Financial Officer Membership No 17208	Chandranil Belvalkar Company Secretary Membership No A 24015
Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025	Place : Pune Date : May 28, 2025

SHARP

If undelivered please return to :

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