



SHARP INDIA LIMITED

Registered Office & Factory

Gat.no. 686/4, Koregaon Bhima, Tal. Shirur

District, Pune Pin: 412 216.

Phones : (02137) 670000/01.

Website: www.sharpindialimited.com

Email ID: secretarial@sil.sharp-world.com

CIN : L36759MH1985PLC036759

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

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

Dear Member(s)

Notice is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with Companies (Management and Administration) Rules, 2014 ("**Management Rules**") (including any statutory modification or re-enactment thereof for the time being in force) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"); the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 20/2020 dated May 05, 2020, read with Circular Nos. 03/2025 dated September 22, 2025 and SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Circulars") to the members of Sharp India Limited ("**Company**"), to consider and if thought fit to pass the resolutions set-out herein below as Ordinary/special resolution through postal ballot by remote e-voting process ("**e-voting**").

The proposed resolution along with the explanatory statement, pursuant to Section 102, 110 of the Companies Act and other applicable laws, pertaining to the said resolutions, is annexed to this Postal Ballot Notice. The members of the Company as on 03rd July 2026, (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 110 read with Section 108 of the Companies Act read with the rules framed thereunder and the MCA Circular, the

Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Pursuant Rule 22 (5) of the Management Rules, the Board of Directors of the Company ("**Board**") appointed, Mr. Sridhar G. Mudaliar (FCS - 6156) and failing him Mrs. Meenakshi R. Deshmukh (FCS 7364), partners of M/s. SVD & Associates, Practicing Company Secretaries, Pune as the scrutinizers for conducting the postal ballot/e-voting process in a fair and transparent manner. The e-voting will commence on Wednesday 08th July 2026 at 9:00 a.m. (IST) and will end on Friday 07th August 2026 at 5:00 p.m. (IST).

SPECIAL BUSINESS:

ITEM NO. 01

APPOINTMENT OF MR. ANANT RAGHUTE (DIN: 05151874), ADDITIONAL DIRECTOR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

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

"RESOLVED THAT Mr. Anant Raghute (DIN: 05151874), who was appointed as an Additional Director of the Company by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee with effect from 5th June, 2026 in terms of Section 161 of the Companies Act, 2013 and Articles of Association ("AOA") of the Company and who holds office till the Annual General Meeting, be and is hereby appointed as a Executive Non-Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)."

ITEM NO. 02

APPOINTMENT OF MR. ANANT RAGHUTE (DIN: 05151874) AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of section 196, 197, 203 read with Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other applicable provisions, if any, Article 173 of the Articles of Association of the Company, SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015), the consent of the members of the Company is hereby accorded for the appointment of Mr. Anant Raghute (DIN: 05151874) as the Managing Director of the Company for a period of 3 years from 05th June 2026 to 04th June, 2029 (both days inclusive).

RESOLVED FURTHER THAT the consent of the members of the Company is hereby accorded for remuneration payable to Mr. Anant Raghute (DIN: 05151874) subject to provisions of Companies Act, 2013 read with Schedule- V of the Companies Act, 2013 and any other provisions applicable if any, and also such other approvals as may be required for the period of three years with from 5th June 2026 to 4th June, 2029 (both days inclusive) on the terms and conditions mentioned below:

		Monthly (Rs)	Yearly (Rs)
Salary Sheet	Basic + DA	1,67,000	20,04,000
	HRA	66,800	8,01,600
	Conveyance	1,600	19,200
	Education Allowance	200	2,400
	Medical Allowance	1,250	15,000
	Performance Allowance	97,150	11,65,800
A	Gross	3,34,000	40,08,000
Liabilities	P.F.	0	0
	E.S.I.	0	0
	Ex Gratia	0	0
	LWF	0.0	0
	Leave	8,029	96,346
	Gratuity	8,029	96,346
	Mediclaime/WC/Insurance	500	6,000
B	Liabilities	16,558	1,98,692
C=A+B	CTC	3,50,558	42,06,692

The Contribution to provident fund, Gratuity, leave encashment and mediclaim will be subject applicable provisions of law.

RESOLVED FURTHER THAT consent of the members be and is hereby given to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise require, any Committee of the Board or any Director or Officer authorized by the Board to exercise the powers conferred on the Board under this resolution) to consider and decide the annual increment including alteration or variation in the terms of appointment and remuneration, perquisites payable to Mr. Anant Raghute during the tenure of his appointment.

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

ITEM NO. 03

APPOINTMENT OF MR. SANDEEP DESHMUKH (DIN: 06775847) AS NON – EXECUTIVE NON-INDEPENDENT DIRECTOR OF COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Sandeep Deshmukh (DIN:06775847) who was appointed as an Additional Director in the meeting of the Board of Directors held on 05th June 2026 under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as a Non – Executive Non Independent Director of the Company, liable to retire by rotation.”

ITEM NO. 04

APPOINTMENT OF MR. SALIL HALVE (DIN: 10715453) AS NON – EXECUTIVE NON-INDEPENDENT DIRECTOR OF COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Salil Halve (DIN: 10715453) who was appointed as an Additional Director in the meeting of the Board of Directors held on 05th June 2026 under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as a Non – Executive Non Independent Director of the Company, liable to retire by rotation.”

ITEM NO. 05

APPOINTMENT OF MR. YASHAVANT AVATADE (DIN: 11696640) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Yashavant Avatade (DIN 11696640 & IDDB Registration IDDB-DI-202605-093841), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from 05th June, 2026, who meets the criteria for independence as prescribed under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years effective from 05th June 2026 to 04th June 2031. (Both days inclusive).”

ITEM NO. 06

APPOINTMENT OF MR. SANJEEV MAHAJAN (DIN: 02683592) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjeev Mahajan (DIN No. 02683592 & IDDB Registration IDDB-DI-202012-033218), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from 5th June, 2026, who meets the criteria for independence as prescribed under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and

in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years effective from 05th June 2026 to 04th June 2031. (Both days inclusive).”

ITEM NO. 07

APPOINTMENT OF MS. BHAKTI HOSALKAR (DIN: 07445839) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Bhakti Hosalkar (DIN No. 07445839 & IDDB Registration IDDB-DI-202604-092991), who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from 5th June, 2026, who meets the criteria for independence as prescribed under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years effective from 05th June 2026 to 04th June 2031. (Both days inclusive).”

ITEM NO. 08

APPROVE THE REMUNERATION TO MRS. PADMINI URANE AS CHIEF FINANCIAL OFFICER OF COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 203 and the other applicable provisions of the Companies Act, 2013 (“Act”), if any and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) the consent of the members of Company be and is hereby accorded for remuneration of Mrs. Padmini Urane (Institute of Cost Accountant India Membership No: 38,927) – for rendering her duties as Chief Financial Officer of the Company as follows:

	Monthly in Rs	Yearly in Rs
Basic	1,38,214	16,58,562
HRA	55,285	6,63,440
Conveyance	1,600	19,200
Education Allowance	2,00	24,00
Medical allowance	1,250	15,000
Performance Allowance	79,879	9,58,542
Gross	2,76,427	33,17,124
Provident Fund	1,950	23,400
Leave	6,645	79,739
Gratuity	6,645	79,739
LWF	12.50	150
Mediclaime, WC	400	
Sub total	15,652	1,82,877
Total	2,92,079	35,00,001

The Contribution to provident fund, Gratuity, leave encashment and mediclaime will be subject applicable provisions of law.

RESOLVED FURTHER THAT consent of the members be and is hereby given to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise require, any Committee of the Board or any Director or Officer authorized by the Board to exercise the powers conferred on the Board under this resolution) to consider and decide the annual increment including alteration or variation in the terms of appointment and remuneration, perquisites payable to Mrs. Padmini Urane during the tenure of her appointment.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary 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.”

ITEM NO. 09

APPROVE AND RECOMMEND SITTING FEES OF THE INDEPENDENT DIRECTORS OF COMPANY.

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

“**RESOLVED THAT** pursuant to provision of Regulation 23 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and any other regulations as may be applicable, the members hereby approves remuneration by way of sitting fees to Mr. Yashavant Avatade (DIN:11696640), Mr. Sanjeev Mahajan (DIN: 02683592) and Ms. Bhakti Hosalkar (DIN: 07445839) for attending the Board meetings and Committee Meetings, for first term of five years effective from 05th June 2026 to 04th June 2031 (both days inclusive).”

ITEM NO. 10

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to Regulation 23 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 as amended from time to time, and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve the material related party arrangement(s) or transaction(s) with Smart Services Private Limited and Jayostute Capital Private Limited to be entered into during the period from August 30, 2026 to July 31, 2027 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the material related party arrangements or transactions for (a) Availing loans, secured or unsecured, short term or long term and other loan related transactions (b) Reimbursement of expenses paid/received, aggregating to Rs 14,000 Lakhs (c) the lease of property on arm's length basis and on such terms and conditions as detailed in the explanatory Statement to this resolution and as deemed fit by Board of Director.

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 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.”

ITEM NO. 11

TO APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and

subject to the approval of Central Government (power delegated to Registrar of Companies ("ROC")) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from " **SHARP INDIA LIMITED** " to "**SMAART TECH SERVICES LIMITED**".

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is "**SMAART TECH SERVICES LIMITED**"

RESOLVED FURTHER THAT in accordance with the provisions of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company, the Company Secretary and Chief Financial Officer of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory, judicial, quasi-judicial authorities or Tribunals for and on behalf of the Company, to delegate all or any of the aforesaid powers in favour of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

ITEM NO. 12

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company by insertion of new clauses 2 to 5 after the existing clause in Clause III (A) of the MOA:

2. To carry on the business & activities on Private Public Participation (PPP), Built Operate Transfer (BOT), Built Operate Lease (BOL), Built Operate Lease Transfer (BOLT), Built Operate and Own (BOO), Built Operate Own and Transfer (BOOT) model, hub and spoke model and in any other type of models, to design, supervise, promote, invest, construct, build, manage, run, operate, consult, set up, develop and maintain, either by itself, or joint venture or revenue share basis, commercial, industrial & infrastructural projects including but not limited to business of providing end-to-end logistics solutions, supply

chain management, material handling, logistics parks, freight stations, dry ports, state-of-the-art warehousing facilities, including cold storage, for the storage, distribution, and transportation of goods by road, rail, air, or water, data centers, server farms, cloud computing infrastructure, comprehensive data processing, data warehousing, disaster recovery, Information Technology (IT), Information and Communication Technology (ICT), Information Technology Enabled Services (ITES), automation systems, payment and settlement systems including payment aggregator and payment gateway, digital infrastructure, manufacture, assemble, import, export, and trade in semiconductors, microprocessors, integrated circuits, and hardware devices, factories, manufacturing facilities, buildings, malls, mills, civil structure of all types, mines, oil fields, ports, sky walks/ cableways/ road/ rail/ air/ water infrastructure and its incidental facilities including transportation, projects and power plants in the field of solar, wind, hydrogen fuel cells, hydel energy, bio-mass, geo thermal, & tidal energy, travel, transport including public transport, vehicles and vessels, mobile/ portable units, parking, intelligent traffic management systems, administrative offices, and support services, gymkhana/ club/ sports arena, resorts, food-malls, heritage properties, catering & restaurant, laundry, charging station, agri services.

3. To set up, establish, manufacture, process, own, run, manage, operate, maintain, support, research of every type including but not limited to pre-clinical, clinical and non-clinical research, develop, construct, formulate, import, export, buy, sell, distribute, trade, stock, deal, assemble, carry on business as trader, distributor, dealer in vaccines, medicines, reagents, pharmaceuticals, pharmacological, veterinary, medical, surgical, healthcare and diagnostic instruments, tools, devices, equipment, machinery, consumables, allied products, health services including health and wellness/ training centres, healthcare institutions/ facilities, hospitals, blood banks, old age homes, rehabilitation centres, emergency units, ambulance services, TPA (third party administrator) services, diagnostic centers, pharmacy stores, research and development centers, laboratories, testing facilities for conducting medical, biological, chemical, pharmaceutical, environmental, industrial, material, scientific and allied testing, analysis, experimentation.
4. To carry on business and to act as manufacturers, merchants, traders, distributors, dealers, commission agents, buying agents, selling agents, clearing and forwarding agents, stockist, importers, exporters, in India or anywhere else in the world dealing in any manner in products of all kind and every description, all type of goods and equipment including but not limited to food and food related products including food grains, groceries, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products, agricultural/ agro products and similar goods, cereals, spices, premixes, masala, beverages, dairy products, milk products, convenience foods and processed foods, fast moving consumer goods, consumer durable products, electric and electronic goods, stationery and laboratory items, furniture & fixtures, household items & apparel, computers and other consumer and industrial products of all kind and every description.

5. to set up, run, operate, maintain, support, supply, provide facility management, manpower, staffing, security & protection services, electronic security solutions including but not limited to outsourced services like maintenance, operation, surveillance, services of guards, bouncers, escort & cash management services, drone services, canteen, catering, food services, entertainment, advertisement, amusement, travel & transport, mobility solutions, loading, packing, cleaning, housekeeping including mechanized housekeeping, water management, parking services, citizen services facilitation centers, back office/e-governance initiatives waste disposal, effluent treatment, gardening landscaping and other services for government, semi-government, local bodies, private sector, banks, industrial & commercial establishments, residential buildings, infrastructural projects & infrastructural facilities.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and in continuation of the insertion of clauses in the Object Clause of the Memorandum of Association (MOA) of the Company, the consent of the Members be and is hereby accorded to re-number the sub-clauses 2 to 68 as new clauses 6 to 72 in clause B Objects incidental or ancillary to the attainment of the main objects of the MOA, in a sequential and consistent manner, to reflect the newly inserted sub-clauses appropriately.

RESOLVED FURTHER THAT such re-numbering shall be carried out without altering the substance, scope, or content of any object clause and shall only be for the purpose of maintaining proper sequence, formatting, and uniformity in the Memorandum of Association.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS from 69 to 99 and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT the words 'The Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the 'The Companies Act, 1956' in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by **the** Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by any government authorities without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

ITEM NO. 13

ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY INTER ALIA PURSUANT TO THE COMPANIES ACT, 2013.

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

RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association to the exclusion of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in the statutory records of the Company.”

ITEM NO. 14

APPROVAL FOR MORRGAGE/HYPOTHECATION OF ASSETS FOR AVAILING CREDIT FACILITIES BY COMPANY AND/OR HOLDING COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 180(1)(c), Section 185, Section 186(3), Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules thereunder (“Act”), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and subject to Memorandum & Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company as follows:

a) In supersession of all the earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, bodies corporate for the purpose of availing credit facilities by the Company and/or its holding Company Smart Services Private Limited (“Holding Company”), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rupees 500 Crores (Rupees Five Hundred Crores).

b) In supersession of all the earlier resolutions passed by the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to borrow moneys with or without providing the security, from companies, bankers, financial institutions, bodies corporate in excess of the aggregate of the paid up share

capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rupees 500 Crores (Rupees Five Hundred Crores).

c) Pursuant to provisions of section 185 and any other applicable provisions of the Companies Act, 2013, consent of the members is hereby accorded to provide the security, guarantee for loan to be availed by the Holding Company secured or unsecured, a company in which Directors of the Company are interested, provided that the said loan shall be utilized by Smart Services Private Limited solely for its principal business activities.

d) Pursuant to provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013, consent of the members is hereby accorded, to provide the aforesaid security along with its moveable and immovable assets notwithstanding that the value together with existing loan(s)/ investment(s)/ guarantee(s) exceeds sixty percent of paid-up share capital, free reserves and securities premium or one hundred percent of free reserves and securities premium account.

e) Pursuant to regulation 23 of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015, section 188 of the Companies Act, 2013 and read with Rules thereunder and other applicable provisions, if any, approval of the members be and is hereby accorded for the Material Related Party Transaction(s) proposed to be entered into by the Company with Smart Services Private Limited , a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR, as per details set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the any of the Directors, Chief Financial Officer or Company Secretary be and is hereby authorised to finalise terms of mortgage, execute mortgage deed, counter-indemnity and all other documents, and do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 15

APPROVAL FOR SELL OF THE ASSETS OF THE COMPANY.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), approval of government, judicial, quasi-judicial authorities, the provisions of the Memorandum and Articles of Association of the Company, Regulation 37A of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the

Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its land at Gat No 686/1, 686/3/A, 686/4, 686/6/A, 686/8/A, 686/10/A located at Koregaon Bhima Tal Shirur Dist- Pune- 412216 admeasuring 10 Hectors 86.09 Are i.e. 1,08,609 square meter, together with building and constructions therein which tantamount to whole of the undertaking ("Undertaking"), all specified tangible and intangible assets, including plant and machinery and other assets in relation to the Undertaking on 'as is where is' basis or in any other manner and on such terms and conditions as the Board may deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, for execution of agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

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

Sd/-
Chandranil Belvalkar
Company Secretary
(Membership no.: A24015)
Place: Pune
Date: 02/07/2026

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

NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 read with section 110 of the Companies Act, 2013 for resolution number 1 and 15 is annexed hereto and forms part of this postal ballot notice. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only.
2. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members.
3. The Postal Ballot Notice will also be available on website of Company www.sharpindialimited.com and website of BSE Limited www.bseindia.com.
4. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday 3rd July 2026 ("Cut-off Date"), as received from MUFG Intime India Private Limited, Registrar and Transfer Agent (RTA), National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories'). In compliance with the applicable MCA and SEBI Circulars, the Notice is being sent to members only in electronic form to their e-mail addresses registered with RTA (in case of physical shareholding) / Depository Participants (in case of electronic shareholding). Physical copies of the Notice are not being sent to the members.
5. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever are requested to contact the Company at secretarial@sil.sharp-world.com or MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.com.
6. The Members holding shares in physical form are requested to furnish the relevant details in Form ISR-1 (updating KYC details), Form ISR-2 (signature-related confirmation), ISR-3 (opting out of nomination) ISR-4 (request for duplicate share certificate and other service request), along with Form SH-13 (nomination form), and SH-14 (cancellation/variation in nomination) in accordance with Section 72 of the Act, as made available for the respective purpose on the Company's website at www.sharpindialimited.com, and the website of MUFG Intime at <https://web.in.mpms.mufg.com/client-downloads.html> > Resources > Download > KYC,
7. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. Friday 3rd July 2026 (as on close of working hours) will be considered for the purpose of voting. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date. In case of joint holders, any one of such holder(s) may vote.

8. A member cannot exercise his / her vote through proxy on Postal Ballot. However Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are requested to upload scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter/power of attorney etc., together with attested specimen signature(s) of the duly authorised representative(s), on the e-Voting portal or may send it to the Scrutinizer at email cs@svdandassociates.com with a copy marked to secretarial@sil.sharp-world.com."
9. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in newspaper viz. Financial Express (all editions) and Lok Satta (Pune edition). Requisite related filings made with the Stock Exchange(s), are/will be available on the website of the Company and can be accessed by the Members on the website: www.sharpindialimited.com.
10. Resolutions passed by the Members with requisite majority through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
11. In compliance with Section 110 read with Section 108 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Link Intime India Private Limited (Insta Vote). The instructions for e-voting are provided as part of this Postal Ballot Notice.
12. The scrutinizer shall after conclusion of the remote e-voting unblock the vote cast through remote e-voting and shall make scrutinizer's report within the prescribed time. The Scrutinizer will submit his/her report to any Managing Director or Company Secretary as authorised by the Company upon completion of the scrutiny of the votes cast through remote e-voting.
13. The result of the postal ballot shall be declared within two working days from conclusion of remote e-voting process. The date of declaration of the results by any Director or Company Secretary shall be deemed to be the date of approval of Ordinary/ special Resolution and as if General Meeting convened in that behalf. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.sharpindialimited.com and communicated to the BSE Limited www.bseindia.com.
14. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at secretarial@sil.sharp-world.com.
15. Instructions and other information relating to voting by electronic means:

A. Remote e-Voting Instructions for Members:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'

- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- 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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- 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.

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 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.

- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. 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 ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. 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.
- E. 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

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) Click on "Votes Entry" tab under the Menu section.
 - c) 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".
 - d) Enter "16-digit Demat Account No."
 - e) 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'.
 - f) 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.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

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.mufig.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 request at <u>evoting@nsdl.co.in</u> 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 request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

Forgot Password:

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

Individual 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Follo no., registered with the Company

- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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
- Further Click on **“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.

General Instructions - Shareholders

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

EXPLANATORY STATEMENT

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

ITEM NO. 01

APPOINTMENT OF MR. ANANT RAGHUTE (DIN:05151874), ADDITIONAL DIRECTOR, AS EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

Mr. Anant Raghute (DIN: 05151874) was appointed as an Additional Director on the Board of Directors effect from 05th June, 2026 and in terms of the provisions of Section 161 of the Companies Act, 2013, who holds office till the Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr. Anant Raghute candidature for the office of Director of the Company.

Except Mr. Anant Raghute, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 01 of this notice. Further additional disclosures as required pursuant to regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standard 2 are given in the Explanatory Statement to Item No. 02.

Your Directors recommend the resolution set out at Item No. 01 of to be passed as Ordinary Resolution by the members.

ITEM NO. 02

APPOINTMENT OF MR. ANANT RAGHUTE (DIN: 05151874) AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.

The Board of Directors has appointed Mr. Anant Raghute (DIN:05151874) with effect from 05th June 2026 to hold office for a period of three years i.e. till 04th June, 2029, subject to approval of members. The appointment and remuneration payable to Mr. Anant Raghute is subject to the provisions under Section 196, 197, 203 and Schedule- V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the other applicable provisions of the Articles of Association & he shall not liable to retire by rotation.

Mr. Anant Raghute has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Managing Director.

The appointment and remuneration payable to Mr. Anant Raghute as a Managing Director was placed before the Nomination and Remuneration Committee and the Committee has recommended his appointment and remuneration.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for his appointment. In compliance with the provisions of Companies Act, 2013 and such other provisions the appointment and remuneration payable to Mr. Anant Raghute, is placed before the members for approval.

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

Name of Director	Mr. Anant Raghute
DIN	05151874
Date & Age	01 st May 1975 & 51 years
Nationality	Indian
Educational Qualification:	B.E. in Computer Science, Kavi Kulguru Institute of Technology & Science, Ramtek.
Category of Directorship	Managing Director
Expertise in functional area	strategic planning, operational excellence, and large-scale government digitization projects.
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2024-25	NA
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Justification of choosing the appointee as a Director	The Board recommends the appointment of Mr. Anant Raghute considering his educational background, experience and extensive knowledge.
Terms and Conditions of Appointment	Appointed as Additional Director and Managing Director with effect from 05 th June, 2026, shall not be liable to retire by rotation.
Remuneration last drawn from the Company	Not applicable

Details of remuneration to be given	As specified in Item No. 2 draft resolution
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Anant Raghute holds a B.E. in Computer Science from Kavi Kulguru Institute of Technology & Science, Ramtek. He built a strong technical foundation through key roles at leading companies such as HP, EDS, and HCL Technologies. He is an ISTQB-certified software testing professional, a Diverse Board Member, and a certified Independent Director from the Institute of Directors, India. With over 26 years of experience, he has worked across strategic planning, operational excellence, and large-scale government digitization projects. He has also served for more than 14 years as a Director on the boards of companies in the technology, e-governance, e-commerce, and healthcare sectors. He does not hold any shares in the company.

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

I. GENERAL INFORMATION:

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

Financial Parameters	2024-2025	2025-2026
Total Revenue (Net)	3.63	3.81
Net Profit/ (Loss) for the year as per Profit & Loss Account	(1928.71)	(2419.89)
EPS	(7.73)	(9.33)

- (5) **Foreign investments or collaborators, if any, as on 31.03.2026** – The total foreign holdings in the company as on 31.03.2026 was 1,95,74,319 equity shares i.e. 75.45% of the total Paid up Capital. Out of that Sharp Corporation, Japan who is promoter of the company hold 1, 94,58,000 equity shares i.e.75.00% equity shares in the company.

II. INFORMATION ABOUT THE APPOINTEE:

(1) **Background Details** - Mr. Anant Raghute holds a B.E. in Computer Science from Kavi Kulguru Institute of Technology & Science, Ramtek. He built a strong technical foundation through key roles at leading companies such as HP, EDS, and HCL Technologies. He is an ISTQB-certified software testing professional and served on Diverse Board. Hence he is aware of the local regulations and work culture across the corporates.

(2) **Past employment, Recognition & awards, Job profile & his suitability** – Mr. Anant Raghute has over 26 years of experience, he has worked across strategic planning, operational excellence, and large-scale government digitization projects. He has also served for more than 14 years as a Director on the boards of companies in the technology, e-governance, e-commerce, and healthcare sectors.

(3) **Remuneration proposed** - as set out in the resolution under Item no. 02. The remuneration payable to the Managing Director has been approved and recommended by the Nomination & Remuneration Committee and Board of Directors of the Company.

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

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

III: Other Information:

(1) **Reasons for Loss or inadequate profit, Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:** There was no production of LED TVs from April 2015 (except in August 2015) and of Air conditioners since June 2015, in the absence of any orders. During the financial year 2025-2026, Company has loss of Rs 2,419.89 lacs.

Further Sharp Corporation Japan entered in Share Purchase Agreement with Smart Services Private Limited on 14th April, 2026 between Sharp Corporation, Japan (erstwhile promoter and holding Company) and the shares were transferred on 2nd June 2026. consequent to change in controlling shareholding, the Board of Company has been restructured. SSPL shall utilize the Company for diversification of business activities and generate revenue from the operations of the Company.

Except Mr. Anant Raghute, being the appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 02 of this notice.

Your Directors recommend the resolution set out at Item No. 02 of to be passed as Special Resolution by the members.

ITEM NO. 03

APPOINTMENT OF MR. SANDEEP DESHMUKH (DIN: 06775847) AS NON – EXECUTIVE NON INDEPENDENT DIRECTOR OF COMPANY.

Mr. Sandeep Deshmukh (DIN: 06775847), has been appointed as an Additional Non-Executive-Non-Independent Director of the Company with effect from 05th June, 2026 pursuant to provision of Section 161(1) of the Companies Act, 2013 and pursuant to the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company. Howsoever, SEBI vide amendment dated August 03, 2021 to the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (**SEBI LODR, 2015**) listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received the following statutory disclosures /declarations:

- i. Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- ii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- iii. A notice in writing by a Member proposing his/her candidature under section 160(1) of the Act;
- iv. Form MBP-1 – disclosing his interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Mr. Sandeep Deshmukh (DIN: 06775847) has the experience of 27 years in office work, Accounting and Finance. Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Sandeep Deshmukh would bring significant value and professional expertise to the Company.

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

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

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Sandeep Deshmukh as an Non-Executive Director in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 03 of the Notice, for approval by the Members of the Company.

Information pursuant to regulation 36 (3) of the SEBI (listing Obligation and disclosure requirement) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2):

Name of Director	Mr. Sandeep Deshmukh
DIN	06775847
Date & Age	06 th July 1977 & 48 years
Nationality	Indian
Educational Qualification:	Bachelor of Commerce, Pune University
Category of Directorship	Non- Executive Director
Expertise in functional area	Accounting & Finance, office work and administration.
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2025-26	N.A
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Justification of choosing the appointee as a Director	The Board recommends the appointment of Mr. Sandeep Deshmukh considering his educational background, experience and extensive knowledge.

Terms and Conditions of Appointment	Appointed as Non-Executive Non-Independent Director with effect from 05 th June, 2026, liable to retire by rotation.
Remuneration last drawn from the Company	Not applicable
Details of remuneration to be given	Not applicable
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Sandeep Deshmukh has experience of over 27 years in the field of Finance & Accounts. In his extensive career, he has demonstrated expertise in various sectors such as project finance, corporate accounting, business process optimization, fixed assets management. The diversity and depth of his assignments reflect a strong capability in handling complex financial operations and implementing financial controls tailored to organizational goals. He does not hold any shares in the company.

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

ITEM NO. 04

APPOINTMENT OF MR. SALIL HALVE (DIN: 10715453) AS NON – EXECUTIVE NON INDEPENDENT DIRECTOR OF COMPANY.

Mr. Salil Halve (DIN: 10715453), has been appointed as an Additional Non-Executive-Non-Independent Director of the Company with effect from 05th June, 2026 pursuant to provision of Section 161(1) of the Companies Act, 2013 and pursuant to the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed by the Board shall hold office upto the date of next Annual General Meeting of the Company. Howsoever, SEBI vide amendment dated August 03, 2021 to the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (**SEBI LODR, 2015**) listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received the following statutory disclosures /declarations:

- i. Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- ii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- iii. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;
- iv. Form MBP-1 – disclosing his interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Mr. Salil Halve (DIN: 10715453) has the experience of 13 years in operational management. Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Salil Halve would bring significant value and professional expertise to the Company.

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

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

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Salil Halve as an Non-Executive Director in the interest of the Company and recommends the Ordinary Resolution set out at Item No. 04 of the Notice, for approval by the Members of the Company.

Information pursuant to regulation 36 (3) of the SEBI (listing Obligation and disclosure requirement) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2):

Name of Director	Mr. Salil Halve
DIN	10715453
Date & Age	07 th November 1987 & 38 years
Nationality	Indian
Educational Qualification:	Bachelor of Commerce, Devi Ahilya Vishwavidyalaya Indore Madhya Pradesh.

	MBA, Devi Ahilya Vishwavidhyalay Indore Madhya Pradesh.
Category of Directorship	Non- Executive Director
Expertise in functional area	operational management, Finance, office work and administration.
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2025-26	N.A
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Justification of choosing the appointee as a Director	The Board recommends the appointment of Mr. Salil Halve considering his educational background, experience and extensive knowledge.
Terms and Conditions of Appointment	Appointed as Non-Executive Non-Independent Director with effect from 05 th June, 2026, liable to retire by rotation.
Remuneration last drawn from the Company	Not applicable
Details of remuneration to be given	Not applicable
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Salil Halve has experience of over 13 years in the field of Operations. He uses his experience to forecast demand, negotiate pricing, and maintain standards, making significant contributions to organizational success. His experience indicate deep involvement in such activities, suggesting a robust understanding and capability in all pivotal aspects of operational management. He does not hold any shares in the company.

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

ITEM NO. 05

APPOINTMENT OF MR. YASHAVANT AVATADE (DIN: 1696640) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 05th June, 2026 has appointed Mr. Yashavant Avatade (DIN: 11696640) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 05th June 2026 to 04th June 2031. (Both days inclusive) subject to the approval of the shareholders by a Special Resolution.

The Company has received following statutory disclosures/declarations:

- i. Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- ii. Declaration under section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- iii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- iv. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- v. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;
- vi. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- vii. Form MBP-1 – disclosing his interests in other company(ies) in terms of section 184(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) in its meeting held on 05th June 2026, evaluated the profile, knowledge, diverse sectors experience and expertise of Mr. Yashavant Avatade and the skill sets required, based on the same NRC recommended the candidature of Mr. Yashavant Avatade to

the Board of Directors for appointment as an Independent Director of the Company for a period of 5 years w.e.f. 05th June 2026 to 04th June 2031. (Both days inclusive).

In the opinion of the Board, Mr. Yashavant Avatade fulfils the conditions for independence specified in the Act and Rules made thereunder, Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Yashavant Avatade skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Yashavant Avatade is eligible for appointment as an Independent Director of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Yashavant Avatade as an Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 05 of the Notice, for approval by the Members of the Company.

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

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

Additional information on director recommended for appointment /continuation as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards issued by the Institute of Company Secretaries of India

Name of Director	Mr. Yashavant Avatade
Director Identification number and IDDB number	DIN 11696640 & IDDB Registration IDDB-DI-202605-093841
Date & Age	03/06/1968 : Age : 58 years
Nationality	Indian
Educational Qualification:	Mr. Yashavant Avatade is Fellow member of Institute of Company Chartered Accountants of India and Master of commerce.
Category of Directorship	Non- Executive, Independent Director
Expertise in functional area	He has 26 years of comprehensive experience in finance, accounts, taxation, audit, MIS, commercial operations, and funds management across diverse sectors including real-estate development, logistics, travel, and manufacturing

Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which she holds Directorship	N.A
Listed entities from which the person has resigned in the past three years	NA
Other Committee Membership	NIL
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Yashavant Avatade is Chartered Accountant with over 26 years of comprehensive experience in finance, accounts, taxation, audit, MIS, commercial operations, and funds management across diverse sectors including real estate development, logistics, travel, and manufacturing. Strong track record as Chief Financial Officer in listed and privately held companies. He has deep expertise in financial strategy, budgeting, ERP implementation, and investor focused reporting. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Appointed for a period of five years, effective from 05 th June 2026 to 04 th June 2031. (Both days inclusive), and whose office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Mr. Yashavant Avatade will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings.
Remuneration last drawn from the Company	Not Applicable
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2025-26	N.A
Justification for choosing the appointees	The Board recommends the appointment of Mr. Yashavant Avatade considering his educational background, experience and extensive knowledge.

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The experience of more than 26 years in the field of field of finance, Accounts, Taxation & Audit.
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ITEM NO. 06

APPOINTMENT OF MR. SANJEEV MAHAJAN (DIN: 02683592) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 05th June, 2026 has appointed Mr. Sanjeev Mahajan (DIN: 02683592) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 05th June 2026 to 04th June 2031. (Both days inclusive) subject to the approval of the shareholders by a Special Resolution.

The Company has received following statutory disclosures/declarations:

- i. Form DIR-8 - Intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- ii. Declaration under section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- iii. Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- iv. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- v. A notice in writing by a Member proposing his candidature under section 160(1) of the Act;
- vi. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- vii. Form MBP-1 – disclosing her interests in other company(ies) in terms of section 184(1) of the Act.

The Nomination and Remuneration Committee (“NRC”) in its meeting held on 05th June 2026, evaluated the profile, knowledge, diverse sectors experience and expertise of Mr. Sanjeev Mahajan and the skill sets required, based on the same

NRC recommended the candidature of Mr. Sanjeev Mahajan to the Board of Directors for appointment as an Independent Director of the Company for a period of 5 years w.e.f. 05th June 2026 to 04th June 2031. (Both days inclusive)

In the opinion of the Board, Mr. Sanjeev Mahajan fulfils the conditions for independence specified in the Act and Rules made thereunder, Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Sanjeev Mahajan skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Sanjeev Mahajan is eligible for appointment as an Independent Director of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Sanjeev Mahajan as an Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 06 of the Notice, for approval by the Members of the Company.

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

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

Additional information on director recommended for appointment/ continuation as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards issued by the Institute of Company Secretaries of India

Name of Director	Sanjeev Mahajan
Director Identification number and IDDB number	DIN No. 02683592 & IDDB Registration IDDB-DI-202012-033218
Date & Age	Date 03/11/1960 , Age : 66 years
Nationality	Indian
Educational Qualification:	Mr. Sanjeev Mahajan is Fellow Member of Institute of Company Secretaries of India. Graduation in Science (B.Sc. (Physics), Kolhapur University, Graduation in Law (L.L. B.), University of Pune and Certified Associate of Indian Institute of Bankers (C.A.I.I.B.).
Category of Directorship	Non- Executive, Independent Director

Expertise in functional area	He has 35 years of comprehensive experience secretarial, Finance, Listed Corporates, FEMA and corporate law Compliances.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which she holds Directorship	N.A
Listed entities from which the person has resigned in the past three years	NA
Other Committee Membership	NIL
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Sanjeev Mahajan is Fellow Member of Institute of Company Secretaries of India. Further he is Graduation in Science (B.Sc. (Physics), Kolhapur University (1981), Graduation in Law (L.L. B.), University of Pune and Certified Associate of Indian Institute of Bankers (C.A.I.I.B.), Mumbai. Mr. Mahajan has experience of over 35 years in the fields of secretarial, Finance, Listed Corporates, FEMA and corporate law Compliances. He is Member of Mahratta Chamber of Commerce, Industries and Agriculture, Pune He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Appointed for a period of five years, effective from 5 th June 2026 to 4 th June 2031. (Both days inclusive), and whose office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Mr. Sanjeev Mahajan will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings.
Remuneration last drawn from the Company	Not Applicable
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2025-26	N.A

Justification for choosing the appointees	The Board recommends the appointment of Mr. Sanjeev Mahajan considering his educational background, experience and extensive knowledge.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The experience of more than 35 years in the fields of secretarial, Finance, Listed Corporates, FEMA and corporate law Compliances

ITEM NO. 07

APPOINTMENT OF MS. BHAKTI HOSALKAR (DIN: 07445839) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 05th June, 2026 has appointed Ms. Bhakti Hosalkar (DIN: 07445839) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) consecutive years with effect from 05th June 2026 to 04th June 2031. (Both days inclusive) subject to the approval of the shareholders by a Special Resolution.

The Company has received following statutory disclosures/declarations:

- i. Form DIR-8 - intimating the Company that she stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- ii. Declaration under section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- iii. Declaration that she is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company;
- iv. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- v. A notice in writing by a Member proposing her candidature under section 160(1) of the Act;
- vi. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;

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

The Nomination and Remuneration Committee (“NRC”) in its meeting held on 05th June 2026, evaluated the profile, knowledge, diverse sectors experience and expertise of Ms. Bhakti Hosalkar and the skill sets required, based on the same NRC recommended the candidature of Ms. Bhakti Hosalkar to the Board of Directors for appointment as an Independent Director of the Company for a period of 5 years w.e.f. 05th June 2026 to 04th June 2031. (Both days inclusive)

In the opinion of the Board, Ms. Bhakti Hosalkar fulfils the conditions for independence specified in the Act and Rules made thereunder, Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms. Bhakti Hosalkar skills, background and experience are aligned to the role and capabilities identified by the NRC and that Ms. Bhakti Hosalkar is eligible for appointment as an Independent Director of the Company.

The Board based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Bhakti Hosalkar as an Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 07 of the Notice, for approval by the Members of the Company.

There is no inter-se relationship between Ms. Bhakti Hosalkar and any Directors and Key Managerial Personnel of the Company.

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

Additional information on director recommended for appointment/ continuation as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards issued by the Institute of Company Secretaries of India

Name of Director	Ms. Bhakti Hosalkar
Director Identification number and IDDB number	DIN No. 07445839 & IDDB Registration IDDB-DI-202604-092991
Date & Age	06/12/1984 : Age : 41 years
Nationality	Indian
Educational Qualification:	Ms. Bhakti Hosalkar is Associate the Institute of Company Secretaries of India and Master of commerce.
Category of Directorship	Non- Executive, Independent Director

Expertise in functional area	She has 14 years of experience in Corporate governance, secretarial practice, compliance, FEMA, and statutory matters.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which she holds Directorship	N.A
Listed entities from which the person has resigned in the past three years	NA
Other Committee Membership	NIL
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Ms. Bhakti Hosalkar has 14 years of experience in Corporate governance, secretarial practice, compliance, FEMA, and statutory matters. She is a member of Institute of Company Secretaries of India (ICSI) and have completed Master of Commerce from Pune University. She does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Appointed for a period of five years, effective from 5 th June 2026 to 4 th June 2031. (Both days inclusive), and whose office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Ms. Bhakti Hosalkar will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings.
Remuneration last drawn from the Company	Not Applicable
Date of first appointment on the Board	05 th June 2026
Number of Meetings of the Board attended during FY 2025-26	N.A
Justification for choosing the appointees	The Board recommends the appointment of Ms. Bhakti Hosalkar considering her educational background, experience and extensive knowledge.

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	14 years of experience in Corporate governance, secretarial practice, compliance, FEMA, and statutory matters.
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ITEM NO. 08

APPROVE THE REMUNERATION TO MRS. PADMINI URANE AS CHIEF FINANCIAL OFFICER OF COMPANY.

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 05th June, 2026 has appointed Mrs. Padmini Urane (Institute of Cost Accountant India Membership number. A 38927) as Chief Financial Officer of the Company w.e.f 16th June 2026. Mrs. Padmini Urane is a member of Institute of Cost and Management Accountants of India and has over 20 years of experience in the field of accounting, finance, auditing, taxation and compliance Management.

The Item No. 08 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 No. 08 above. None of the Director/ Key Managerial person except Mrs. Padmini Urane are interested in the resolution.

Directors recommend the resolution at Item No. 08 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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	: Mrs. Padmini Urane is a member of Institute of Cost Accountants holding membership number 38927. The terms of appointment, name of person, qualification and relevant experience as explained above and terms of remuneration proposed resolution.

(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2024-2025 that is represented by the value of the proposed transaction.	There was no production of LED TVs from April, 2015 (except in August 2015) and of Air Conditioners since June, 2015 in the absence of any orders. The Company was receiving financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company. Further pursuant to Share Purchase agreement between Smart Services Private Limited and Sharp Corporation, Japan, on 2nd June 2026 the 1,94,58,000 (75%) equity shares held by Sharp Corporation of sharp India Limited are transferred to Smart Services Private Limited. Hence it's impertinent to provide percentage of turnover as against value of proposed transactions. Further the value of proposed transactions party wise is provided hereinabove under explanatory statement.
(c)	Justification for why the proposed transaction is in the interest of the listed entity	: 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. Mrs. Padmini Urane is from financial background and her vast 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 <u>listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.</u>	:	Not Applicable.
(f)	Any other information that may be relevant		All important information forms part of the explanatory statement under Item No. 8 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

ITEM NO. 09

APPROVE AND RECOMMEND SITTING FEES TO THE INDEPENDENT DIRECTORS OF COMPANY.

As per Regulation 23 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) all *material related party transactions* shall require approval of members of the Company.

As per section 2 sub-section (76) of the Companies Act, 2013, Directors are within the preview of related party and Considering NIL income from operations during previous year/s (turnover) the remuneration/ sitting fess to Directors is considered as material related party transaction.

The sitting fees for attendance per meeting are as follows: (a) Board Meeting is Rs. 20,000/- (b) Audit Committee Meeting is Rs 20,000/- (c) Nomination and remuneration Committee meeting is Rs, 10,000/- and (d) Stakeholder's Relationship and share transfer Committee meeting is Rs 7500/-..

The Nomination and Remuneration committee and Audit Committee recommended the sitting fees for Independent Directors in its meeting held on 05th June 2026. Further the Board of Directors have approved the said sitting fees, subject to approval of members in its Board Meeting held on 05th June, 2026

Except the Additional Non-Executive Independent Directors, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Board of Directors recommend the resolution at Item No. 09 for the acceptance by the Members of the Company as Ordinary Resolution.

ITEM NO. 10

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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.

Smart Services Private Limited (SSPL) holds 75 % of the paid up share capital of the Company. Hence in the meaning of sub-section (76) of section 2 of the Companies Act, 2013 and Regulation 2 (1) (zb) of the Listing Regulations, it is a related party. Further considering the common control, Jayostute Capital Private Limited (JCPL) is identified as related party.

In reference to share purchase agreement dated 14th April, 2026, executed between Sharp Corporation (erstwhile holding Company) with Smart Services Private Limited (SSPL), on 02nd June 2026 shares were transferred from Sharp Corporation to SSPL.

In furtherance, to support the current operations of the Company and smooth transition of Company, it is proposed to enter into following with holding Company SSPL and other company JCPL.

Name of the Related Party	Nature of Transactions	Estimated Value (Rs. In lakhs)	Period	Nature of Relationship
Smart Services Private Limited	Availing loans, secured or unsecured, short term or long term, and other loan related transactions	5000	30-08-2026 to 31-07-2027	Holding Company
	Reimbursement of Expenses Received	2000		
	Reimbursement of Expenses paid	2000		
Smart Services Private Limited	Lease of part or whole of the land building located at Koregaon Bhima, Tal Shirur, District Pune.	On arm's length Basis	As mutually agreed by parties	Holding Company
Jayostute Capital Private Limited	Availing loans, secured or unsecured, short term or long term, and other loan related transactions	5000	30-08-2026 to 31-07-2027	Common Control

The Audit Committee has reviewed the certificate provided Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards and proposed the said resolution for approval by the shareholders.

Details of the proposed RPTs between the Company, SSPL and JCPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr . N o	Particulars of information	Information provided by Management	Information provided by Management
	Part A: Minimum information of the proposed RPT		
	A(1) Basic details of the related party		
1	Name of the related party	<i>Smart Services Private Limited (SSPL)</i>	<i>Jayostute Capital Private Limited (JCPL)</i>
2	Country of incorporation of the related Party	India	India
3	Nature of business of the related party	SSPL is primarily engaged in IT & IT enabled services, Manpower Services, Facility Management services healthcare & wellness services, Managed food. services	JCPL is a Non- banking Finance Company.
	A(2) Relationship and ownership of the related party		
1	Relationship between the subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:	SSPL is a holding Company	Common Control

2	Shareholding of the subsidiary, whether direct or indirect, in the related party	The SIL does not hold shares in SSPL	The SIL does not hold shares in JCPL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable	Not applicable
4	Shareholding of the related party, whether direct or indirect, in the Subsidiary	Not Applicable	Not Applicable
A(3) Details of previous transactions with the related party			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There are no transactions with SSPL during last year	There are no transactions with JCPL during last year
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	There are no transactions with SSPL upto previous quarter	There are no transactions with JCPL upto previous quarter
3	Any default, if any, made by a related party concerning any obligation	Not applicable	Not applicable

	undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		
	A(4) Amount of the proposed transactions (All types of transactions taken together)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs 5400.00 Lakhs	Rs 5000.00 Lakhs
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	In absence of any turnover, computation of percentage is not possible.	In absence of any turnover, computation of percentage is not possible.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone	Not applicable	Not applicable

	turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)																		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.04%	391.63%																
6	Financial performance of the related party for the immediately preceding financial year.	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs sin Lacs)</th></tr><tr><td>Turnover</td><td>1,20,851.03</td></tr><tr><td>Profit after tax</td><td>4,919.44</td></tr><tr><td>Net worth</td><td>11,012.04</td></tr></table>	Particulars	FY 2024-25 (Rs sin Lacs)	Turnover	1,20,851.03	Profit after tax	4,919.44	Net worth	11,012.04	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs sin Lacs)</th></tr><tr><td>Turnover</td><td>127.73</td></tr><tr><td>Profit after tax</td><td>71.14</td></tr><tr><td>Net worth</td><td>581.17</td></tr></table>	Particulars	FY 2024-25 (Rs sin Lacs)	Turnover	127.73	Profit after tax	71.14	Net worth	581.17
Particulars	FY 2024-25 (Rs sin Lacs)																		
Turnover	1,20,851.03																		
Profit after tax	4,919.44																		
Net worth	11,012.04																		
Particulars	FY 2024-25 (Rs sin Lacs)																		
Turnover	127.73																		
Profit after tax	71.14																		
Net worth	581.17																		
A(5) Basis details of proposed transactions																			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	Borrowings/ reimbursement of expensed paid/received, Lease.	Borrowings																

2	Details of the proposed transaction	The SSPL will lend money to SIL for working capital during the transitions period. Further SSPL may take on lease whole or part of the SIL's Assets on lease.	The JCPL will lend money to SIL for working capital during the transitions period
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	30/08/2026 to 01/07/2027, For lease transactions as may be mutually agreed.	30/08/2026 to 01/07/2027
4	Whether omnibus approval is being sought?	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The borrowing will be based on the requirement of one year. For lease as may be mutually agreed by the parties.	The borrowing will be based on the requirement of one year.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transactions for the period of one year is indispensable as operational and financial support will be required from holding Company at commercially viable terms.	The proposed related party transactions for the period of one year is indispensable as operational and financial support will be required from related party at commercially viable terms
7	Details of the promoter(s)/ director(s) / key managerial personnel of the		

	listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Sandeep Deshmukh and Mr. Salil Salve are Directors in SSPL NIL	NA NA
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable to the proposed transaction.	Not Applicable to the proposed transaction
9	Other information relevant for decision making.	All important information forms part of the explanatory statement under Item No. 10 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice	All important information forms part of the explanatory statement under Item No. 10 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.			
1	Material covenants of the proposed transaction	The borrowings by SIL from SSPL (holding Company) will be on commercial terms	The borrowings by SIL from JCPL (holding Company) will be on commercial terms
2	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	As may be mutually discussed and agreed	As may be mutually discussed and agreed
3	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Interest cost as may be mutually agreed	Interest cost as may be mutually agreed

4	Maturity / due date	As may be mutually agreed by the parties	As may be mutually agreed by the parties
5	Repayment schedule & terms	As may be mutually agreed by the parties	As may be mutually agreed by the parties
6	Whether secured or unsecured	Un secured	Un secured
7	If secured, the nature of security & security coverage ratio	Not applicable	Not applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working capital	Working capital
(C4) Disclosure <i>only</i> in case of transactions relating to borrowings by the listed entity or its subsidiary			
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	as of 31st March 2025	as of 31st March 2025
	a. Before transaction	-1.00%	-1.00%
	b. After transaction	-1.00%	-1.00%
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	as of 31st March 2025	as of 31st March 2025
	a. Before transaction	-0.72%	-0.72%
	b. After transaction	-0.72%	-0.72%
B(6) Disclosure <i>only</i> in case of transactions relating lease to SSPL.			
1	Bidding or other process, if any, applied for choosing a party for lease.	Not Applicable	
2	Basis of determination of price.	As per the prevailing market rate	

3	Reasons for lease by listed entity	To generate revenue and utilise the facilities.
4	Financial track record of the subsidiary / undertaking that is being sold	Not applicable
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	Not applicable

Member's approval is sought for the aforesaid material related party transactions to be entered in the period from 30-08-2026 to 01-07-2027.

Except Mr. Sandeep Deshmukh and Mr. Salil Salve, Additional 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.10 of this Notice.

Directors recommend the resolution at Item No. 10 for the acceptance by the Members of the Company as *Ordinary Resolution*.

ITEM NO. 11

TO APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

As per the share purchase agreement executed between Sharp Corporation Japan and Smart Services Private Limited dated 14th April 2026. The name of the Company is to be changed within 3 months from closing date i.e. 02nd September, 2026. Considering the same, it is proposed to change the name of Company from "Sharp India Limited" to "Smaart Tech Services Limited".

The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act. Accordingly, your Board in its meeting held on 02nd July 2026 has approved the change in name of the Company from "Sharp India Limited" to "Smaart Tech Services Limited" and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as Annexure A and the Board has confirmed that: (1) the Company has not changed its name since last one year; (2) The Company has not changed its main business activity in the preceding one year; (3) The Company has not changed its main business activity thereby it has not invested in any new business activity/project.

As per the provisions of Section 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association & Articles of Association, by way of passing a Special Resolution.

Your Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting for the resolution as set out under Item No. 11 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in resolution no. 11 as set out in this Notice except to the extent of their shareholding, if any.

ITEM NO.12

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Sharp India Limited (SIL) has been incorporated since July 1985 and has been carrying on business in electronics sector. The Smart Services Private Limited ("Holding Company") has acquired the shares of Sharp India Limited on 02nd June 2026 in pursuance of share purchase agreement dated 14th April 2026. Consequent to change in management and to expand the revenue generation streams, alteration of object clause and inclusion of activities as specified in draft of the resolution thereunder its main object is proposed in order to diversify its activities for generation of revenue.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on 02nd July 2026, has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. Considering the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MOA of the Company as follows:

- (a) Addition of clause 2, 3, 4 & 5 in Clause III (A) of the MOA.
- (b) The sub-clauses 2 to 68 in clause B 'Objects incidental or ancillary to the attainment of the main objects' of the MOA be re-numbered in a sequential and consistent manner as 6 to 72, to reflect the newly inserted sub-clauses appropriately.
- (c) The existing MOA of the Company carries Clause C from 69 to 99 Other Object to be deleted. To comply with the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, it is proposed to delete Clause C – OTHER OBJECTS and accordingly Memorandum of Association will no longer carry other objects

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The existing Object Clause of the MOA is available for inspection by the Members on the Company's website at <https://www.sharpindialimited.com/media/original/SIL-MOA--AOA.pdf>

Directors recommend the resolution at Item No. 12 for the acceptance by the Members of the Company as *Special Resolution*.

ITEM NO. 13

ALTER AND ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY INTER ALIA PURSUANT TO THE COMPANIES ACT, 2013:

The existing Articles of Association "AOA" are in line with Companies Act, 1956. Hence, AOA in order to be in conformity with Companies Act, 2013, it is expedient to adopt new set of AOA (primarily based on Table F set out under the Companies Act, 2013) in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 02nd July 2026 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. Considering the above facts, the approval of the Members is sought through remote e-voting via postal ballot for adoption new set of AOA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The existing AOA is available for inspection by the Members on the Company's website at <https://www.sharpindialimited.com/media/original/SIL-MOA--AOA.pdf>

Directors recommend the resolution at Item No. 13 for the acceptance by the Members of the Company as *Special Resolution*.

ITEM NO. 14

APPROVAL FOR MORTGAGE/HYPOTICATION OF ASSETS FOR AVAILING CREDIT FACILITIES BY COMPANY AND/OR HOLDING COMPANY.

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

Under the provisions of Section 180 (1) (c) of the Companies Act, 2013, the power to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors to avail credit facilities/ borrow money by either of the Company and/or Smart Services Private Limited ("Holding Company"), apart from temporary loans obtained from the Company's Bankers etc. in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. Further considering the provisions of section 185 of the Companies Act, 2013, the credit facilities availed by holding company will be utilised for its principle business activities.

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

Smart Services Private Limited, holds 75% of equity shares in the Company, hence it is related party, 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.

Your Company proposes to provide its movable and immovable assets as guarantee/ mortgage/ hypothecation to secure the repayment of moneys borrowed from Banks, Financial Institutions, Bodies corporate by the Company the Holding Company.

The holding Company shall pay the guarantee fees of 1% (one percent) based on the credit facility availed on as mutually agreed terms between the parties. The certificate from practicing Chartered Accountant shall be obtained for the same as and when the security/ charge on the assets of Company is created for availing credit facilities by holding Company.

The Company shall receive guarantee fees for providing its assets as security for availing credit facilities by holding Company. As the transaction shall be carried out in ordinary course of business and on arm's length, it is considered to be in the interest of Company.

Details of the proposed RPTs between the Company and SSPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of information	Information provided by Management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1	Name of the related party	Smart Services Private Limited (SSPL)
2	Country of incorporation of the related Party	India
3	Nature of business of the related party	SSPL is primarily engaged in IT & IT enabled services ,Manpower Services, Facility Management services healthcare & wellness services, Managed food services

A(2) Relationship and ownership of the related party		
1	Relationship between the subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SSPL is a holding Company
2	Shareholding of the subsidiary, whether direct or indirect, in the related party.	The SIL does not hold shares in SSPL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
4	Shareholding of the related party, whether direct or indirect, in the Subsidiary.	Not Applicable
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	There are no transactions with SSPL during last year
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	There are no transactions with SSPL upto previous quarter
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable
A(4) Amount of the proposed transactions (<i>All types of transactions taken together</i>)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The amount of transaction is based on the credit facilities to be availed
2	Whether the proposed transactions taken together with the transactions undertaken with	Yes

	the related party during the current financial year would render the proposed transaction a material RPT?									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	In absence of any turnover, computation of percentage is not possible.								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value cannot be ascertained as it depends on the terms and amount of the credit facilities to be availed.								
6	Financial performance of the related party for the immediately preceding financial year.	<table><tr><td>Particulars</td><td>FY 2024-25 (Rs in Lacs)</td></tr><tr><td>Turnover</td><td>1,20,851.03</td></tr><tr><td>Profit after tax</td><td>4,919.44</td></tr><tr><td>Net worth</td><td>11,012.04</td></tr></table>	Particulars	FY 2024-25 (Rs in Lacs)	Turnover	1,20,851.03	Profit after tax	4,919.44	Net worth	11,012.04
Particulars	FY 2024-25 (Rs in Lacs)									
Turnover	1,20,851.03									
Profit after tax	4,919.44									
Net worth	11,012.04									
A(5) Basis details of proposed transactions										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.	Providing security and guarantee by company for availing of credit facilities by holding Company.								
2	Details of the proposed transaction	The SSPL shall mortgage/ hypothecate / create charge on the assets of Company movable or immovable for availing credit facilities by SSPL for its principle business activities.								

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Based on the credit facilities to be availed by SSPL.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of proposed transactions cannot be ascertained as it is based on credit facilities to be availed by holding Company.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company shall receive guarantee fees for providing its assets security for availing credit facilities by holding Company
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	 Mr. Sandeep Deshmukh and Mr. Salil Halve are Directors in SSPL NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable to the proposed transaction.
9	Other information relevant for decision making.	All important information forms part of the explanatory statement under Item No. 14 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.
B(4) Disclosure <i>only</i> in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The provision of security to holding company will be utilised for its principle business activities. It will support Company to generate revenue.

	(b) Whether it will create a legally binding obligation on listed entity?	The legal obligations will be on the Company as required under sanction of the loan by bank, financial Institutions etc to the holding Company.
2	Material covenants of the proposed transaction including: a) commission, if any to be received by the listed entity or its subsidiary; b) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	1 % (one percent) In case of invocation, the Company by virtue of law, sets in as the creditor and has legal right to recover the amount guaranteed.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Interest on Loan
(C3) Disclosure <i>only</i> in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.	BBB+

2	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2022 -23	Profit after tax Rs. 631.95
	FY 2023 -24	Profit after tax Rs. 2,005.39
	FY 2024 -25	Profit after tax Rs. 4,919.44
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The values of security to be provided is based on the credit facilities to be availed. Hence it cannot be quantified currently. Further based on the accounting requirements the provisions in case required may be considered.
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement	NO NO NO

	of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	NO
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Except Mr. Sandeep Deshmukh and Mr. Salil Halve being Directors of Holding Company, 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.14 of this Notice.

Directors recommend the resolution at Item No. 14 for the acceptance by the Members of the Company as *Special Resolution*.

ITEM NO. 15

APPROVAL FOR SELL OF THE ASSETS OF THE COMPANY.

The Board of Directors of the Company at its meeting held on 02nd July 2026, has resolved, subject to approval by the Members of the Company and other requisite approvals from government, judicial or such other authorities and such other authorities any may be required, the Company shall sell / transfer / dispose off its land at Gat No 686/1, 686/3/A, 686/4, 686/6/A, 686/8/A, 686/10/A located at Koregaon Bhima Tal Shirur Dist- Pune-412216 admeasuring 10 Hectors 86.09 Are i.e. 1,08,609 square meter together with building and constructions therein which tantamount to whole of the undertaking (Undertaking) all specified tangible and intangible assets, including plant and machinery and other assets as is where is' basis or in any other manner and on such terms and conditions as the Board may deem fit in the interest of the Company. The above resolution is being placed before the shareholders with the rationale that the sale proceeds from such sale shall be utilized for furthering business activities of the Company.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Directors recommend the resolution at Item No. 15 for the acceptance by the Members of the Company as *Special Resolution*.

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

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

Place: Pune
Date: 02/07/2026

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



R. R. Khatod and Associates

CHARTERED ACCOUNTANTS

CA Rupesh R Khatod

MRN

ERN

To,
Board of Directors
Sharp India Limited,
Gat No. 686/4,
Koregaon Bhima,
Shirur, Pune

Practicing Chartered Accountant Certificate Pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

1. The certificate is issued in accordance with the terms of our engagement with the Company.
2. We have been requested by the management of Sharp India Limited ("The Company") to issue a certificate certifying compliance with the conditions prescribed under sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the regulations") in connection with the proposed change of name of the Company from "Sharp India Limited" to "Smaart Tech Services Limited".

Management Responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the company complies with the requirements of the Regulation.

Practitioner's responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the relevant records, documents and on the basis of information and explanations provided to us by the management of "Sharp India Limited"

We hereby confirm that the Company's is in compliance with Regulation 45(1) as follows:

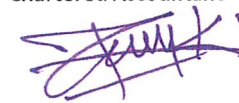
Regulations	Particulars	Our Opinion
45(1)(a)	Time period of at least one year has elapsed from the last name changed	The Company has not changed its name during the last one year.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not generated any revenue from operations during the preceding one-year period. Accordingly, this requirement is not applicable.
45(1)(c)	The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity.	Based on the proposal and information provided by the management, the proposed investment in the new activity/project would be atleast fifty percent of the total assets of the Company.

9. Restriction on use:

This certificate is addressed to and provided solely for the use of the management of the Company. It may be included in the explanatory statement to the Notice of the General Meeting/ Postal Ballot and/ or submitted to the Stock Exchange(s) as required. It should not be used by or distributed to any other person without our prior written consent. We do not accept any responsibility/ liability to any third party.

For,

R. R. Khatod and Associates
Chartered Accountant



Name :- C.A. Rupesh Khatod
Proprietor
Membership Number:- 604752
UDIN :- 26604752JQTRRD9653
Place:- Latur
Date:- 02/07/2026



Disclaimer: This certificate is issued based on the information and explanation provided by the client. The content are subject to verification and validation. For authentication and further details, please refer to the Unique Document Identification Number (UDIN)

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Latur- 413512. M. 9284480088

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khatodrupesh@gmail.com