



SHARP INDIA LIMITED

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

02/09/2024

To,

**Corporate Relationship Dept,
BSE Limited
25th Floor, P J Towers, Dalal Street,
Mumbai - 400001**

Company Scrip Code: 523449

Subject: Notice of 39th Annual General Meeting.

Dear Madam/Sir,

Enclosed please find the Notice of the 39th Annual General Meeting of our Company to be held on Thursday, 26th September, 2024 at 12:00 Noon (IST) through Video Conferencing('VC') / Other Audio Visual Means ('OVAM')

You are requested to take note of the same.

**Thanking you,
Yours faithfully,
For Sharp India Limited**

**Srirang Mahabhwat
Company Secretary
Membership No.- A28750
Encl: 39th AGM notice**

SHARP INDIA LIMITED

Registered Office :

Gat No.686/4, Koregaon Bhima, Taluka : Shirur, Dist: Pune- 412216

Ph No. (02137) - 670000/01/02 Fax No. 02137 -252453

E-mail : secretarial@sil.sharp-world.com

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of Sharp India Limited will be held on Thursday, 26th September, 2024 at 12:00 Noon (I.S.T.) through Video Conferencing ('VC') / Other Audio Visual Means ('OVAM') facility to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2024 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Masao Terada (DIN 10039923) who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Masao Terada (DIN 10039923), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

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

To Approve the Material Related Party Transactions:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve the material related party arrangements or transactions as detailed below to be entered into during the financial year 2025 – 2026 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the below mentioned material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

- 1) Reimbursement of expenses paid/ received, Financial Support subject to Compliance of other applicable laws if any, payment of guarantee fees for loans from subsidiaries and associate companies located in India or abroad, repayment /rollover of External Commercial Borrowing (ECB) Loan, or any other activity relating to ECB loan, payment of Interest on loan and any other transaction totally amounting to Rs.383.00 million with Sharp Corporation, Japan.
- 2) Reimbursement of expenses paid/ received, Repayment / Rollover of Unsecured Loan, any other activity relating to unsecured loan, payment of Interest and any other transaction totally amounting to Rs.32.00 million with Sharp Software Development India Private Limited.
- 3) Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/ rollover transaction relating to the loan. Purchase of goods including capital goods and Services, Reimbursement of Expenses paid /received and any other transactions totally amounting to Rs. 1309.25 million with Sharp Business Systems (India) Private Limited.
- 4) Obtaining working Capital loans, any other loans, secured or

unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, rollover of the loan, extension of time for repayment of the loan or Financial Support subject to compliance of other applicable laws totally amounting to Rs. 1341.10 million from Sharp Corporation, Japan and its subsidiaries in India or abroad and reimbursement of expenses paid/received upto Rs. 2.00 million from subsidiaries in India or abroad of Sharp Corporation, Japan.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) and Managing Director be and is hereby severally authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to this resolution."

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT 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 375 Crores (Rupees Three Hundred and Seventy Five Crores)."

FURTHER RESOLVED THAT the Managing Director or Executive Director or Vice President (Finance) or General Manager (Finance) or Company Secretary are hereby severally authorized by the Board to negotiate and finalize with the lenders, terms and conditions, on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise and to settle all matters arising out of and incidental thereto, and to sign and execute all such documents, deeds, agreements applications, documents and writings as may be considered necessary, relevant usual, customary and/or expedient for giving effect to the aforesaid resolutions.

FURTHER RESOLVED THAT the Managing Director or Executive Director of the Company are severally authorised to delegate all or any of the above powers to any employee /officer of the Company or any other person to do all the acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT 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 such 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, 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 375 Crores (Rupees Three Hundred and Seventy Five Crores)."

FURTHER RESOLVED THAT the Managing Director or Executive Director or Vice President (Finance) or General Manager (Finance) or Company Secretary are hereby severally authorized by the Board to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required, on behalf of the Company.

FURTHER RESOLVED THAT the Managing Director or Executive Director of the Company are severally authorised to delegate all or any of the above powers to any employee /officer of the Company or any other person to do all the acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

Appointment of Mr. Nachiket Deo (DIN: 02842185) as a Non-Executive, Independent Director of the Company.

"**RESOLVED THAT** in accordance with, the provisions of sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, **Mr. Nachiket Deo (DIN: 02842185)**, who is appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as a Non-Executive, Independent Director with effect from 1st November 2024 and who is eligible for appointment as an Independent Director and who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a period of five years, effective from 1st November 2024 till 31st October, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

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

APPOINTMENT OF MR. MAKOTO IZUMI (DIN: 08184209) 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, 160, 161 and other applicable provisions if any, of the Companies Act, 2013 (**Act**), Companies (Appointment and Qualification of Directors) Rules, 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR, 2015**) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Makoto Izumi (DIN: 08184209)** is appointed as a Non-Executive, Non-Independent

Director, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, and who is liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

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

**Makarand Date
Managing Director
DIN: 08363458**

Date: 13th August, 2024

Place: Pune

NOTES:

- The Ministry of Corporate Affairs ("MCA") has vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "MCA and SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforementioned Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are also encouraged to attend the AGM to be held through VC/OAVM. They are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@svdandassociates.com with copies marked to the Company at secretarial@sil.sharp-world.com
- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos.3,4,5,6,7 above is annexed hereto. The Board of Directors of the Company at its meeting held Tuesday, 13th August, 2024 considered that the Special Business under Item Nos.3,4,5,6,7 above being considered unavoidable, be transacted at the AGM of the Company.
- In case of Joint Holders attending the AGM through VC/OAVM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
- A statement giving details of the Directors to be appointed/ re-appointed is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act 2013 and relevant documents referred to in this Notice of AGM and explanatory statement will be available for inspection by the Members in electronic mode during the AGM.
8. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.sharpindialimited.com and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
9. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Share Transfer Books and the Register of Members of the Company will remain closed from Friday 20th September 2024 to Thursday, 26th September, 2024 (both days inclusive).
11. Members are requested to intimate any change of address if any pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, name of the bank and branch details, ECS Mandate, bank account number, MICR code, IFSC code, etc
- a) For shares held in electronic form: to their Depository Participants (DPs)
- b) For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) Link Intime India Private Limited at address and contact details mentioned in this Annual Report in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Intimation letters for the same have been sent by RTA.
12. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.
13. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 (as amended) and SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service request viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website www.sharpindialimited.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. **Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities:**
As per Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;
- a. to lodge grievance or avail any service request from the RTA.
- b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.
- Update of KYC Details and Mandatory Linkage of PAN with Aadhar - SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandates all the listed Companies to record the PAN, Nomination, KYC details of all the shareholders and Bank Account details of first holder. The KYC letters along with requisite forms were dispatched to all such shareholders holding shares in physical form.
- In view of aforesaid, we request you to submit the requisite Investor Service Request Form(s) along with the required supporting documents as stated therein at the earliest.
- The relevant formats for Nomination and Update of KYC details viz; Forms ISR-1, ISR-2, ISR-3 or SH-13, SH-14 and SEBI circular are available on the RTA website at <https://www.linkintime.co.in> ∅ Resources ∅ Downloads ∅ General ∅ Formats for KYC.
- You may use any ONE of the following modes for submission of the Forms :
- i. In Person Verification (IPV) : by producing the originals to the Authorized Person of the RTA, who will retain copy(ies) of the document(s).
- ii. In Hard Copy : by furnishing self-attested photocopy(ies) of the relevant documents, with date.
- iii. With e-sign :
- a. In case your email is already registered with RTA, you may send the scanned copies of your KYC documents with e-sign at RTAs dedicated email-id : kyc@linkintime.co.in Kindly mention the email subject line as „KYC Update (Company Name) - Folio No : ____.
- b. Investors can also upload KYC documents with e-sign on RTAs website <https://www.linkintime.co.in>. ∅ Investor Services ∅ KYC Compliance. (e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empaneled e-sign service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign)
- Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities**
As per Master circular SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;
- a. to lodge grievance or avail any service request from the RTA.
- b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.
15. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting. The procedure for the same is provided separately in the notes of this notice.
16. Mr. Sridhar G. Mudaliar and failing him Mrs. Meenakshi Deshmukh, Partners of M/s. SVD & Associates, Company Secretaries has been appointed as the Scrutinizer for scrutinizing

the e-voting & poll process in a fair and transparent manner.

17. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed to the Notice.
18. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 (Fifteen) minutes before the time scheduled for the Annual General Meeting and shall be kept open till expiry of 15 (Fifteen) minutes after scheduled time and will be available to the Members on first come first serve basis.
19. Participation in AGM through VC/OAVM is restricted upto 1000 members only and will be available on first come first serve basis upto 1,000 member. This rule will however not apply to participation of shareholding of 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Persons, Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc.
20. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the Company / electronic mode during the business hours on all the working days up to the date of 39th Annual General Meeting. Members seeking the inspection of such documents can send an e-mail on secretarial@sil.sharp-world.com.
21. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Sunday, 22nd September, 2024 through e-mail on secretarial@sil.sharp-world.com. The same will be replied by the Company suitably.
22. The e-voting period begins on Monday 23rd September, 2024 at 09:00 a.m. and ends on Wednesday, 25th September, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Thursday 19th September, 2024 may cast their vote electronically.
23. The results shall be declared within two working days from conclusion of AGM and Chairman of the meeting or in his absence any other Director or Company Secretary shall receive the scrutiniser's report. The results declared along with the Scrutiniser's Report will be placed on the website of the Company www.sharpindialimited.com and will simultaneously be forwarded to BSE Limited where equity shares of the Company are listed.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. The Company has appointed Link Intime India Private Limited to provide VC/OAVM facility. Instructions for e-voting and joining VC/OAVM Annual General Meeting are as follows:

A. Remote e-Voting Instructions for Members:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

- (1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- l) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- a) **User ID:** Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- c) **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- d) **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- e) Shareholders/ members holding shares in **physical form** but have not recorded "c" and 'd', shall provide their Folio number in 'd' above.
- f) Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- g) Click "confirm" (Your password is now generated).
- (2) Click on 'Login' under '**SHARE HOLDER**' tab
- (3) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- (4) After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- (5) E-voting page will appear.
- (6) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- (7) After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service

provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period

Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) & login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the

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

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

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

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

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

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

➤ Click "confirm" (Your password is now generated).

- Click on 'Login' under 'SHARE HOLDER' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

1.1 Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company

1.2 Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Note:

- Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case members have any queries or issues regarding login/ e-voting, you can send an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

(C) Instructions for Members to register themselves as Speakers during Annual General Meeting:

- (1) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sil.sharp-world.com upto Sunday, 22nd September, 2024.
- (2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- (3) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- (4) Other shareholder may ask questions to the panellist, via active chat-board during the meeting
- (5) Please remember speaking serial number shall start your conversation with panellist by switching on video mode and audio of your device. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves and depending on the availability of time at the AGM.

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

(d) Instructions for Members to Vote during the Annual General Meeting:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

For detailed procedure kindly refer the link provided in the e-mail for Insta Meeting Video conference instructions

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

ITEM NO. 3

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

Sharp Corporation (SC) Japan and its subsidiary companies are

related parties, with reference to the Company within the meaning of sub-section (76) of section 2 of the Companies Act, 2013 and Regulation 2 (1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Your company has rollover ECB Loan of Rs.158.411 million from Sharp Corporation Japan (SC) and Inter corporate Loan of Rs. 28.50 million from Sharp Software Development India Private Limited (SSDI) during financial year 2023-2024. The Company availed 178.00 million Loan and rollover Rs 643.50 million from Sharp Business Systems (India) Private Limited (SBI) during the year 2023-2024. As per the loan agreement the ECB loan of Rs 158.411 million from Sharp Corporation, Inter Corporate Loan from SSDI of Rs 28.50 million and SBI of Rs 821.50 million will be due for Repayment in the financial year 2024-2025.

Your Company continues to rely on Sharp Corporation, Japan for necessary financial and operational support. Considering the current situation for meeting the day today expenses and/ or possible repayment of loans in the financial year 2025-2026, your company will need financial support from Sharp Corporation Japan and its subsidiaries.

The particulars of transactions proposed to be entered between your company and Sharp Corporation and its subsidiary companies are as follows.

Name of the Related party	Nature of Transactions	Estimated Value (Rs. In million)	Period	Nature of Relationship
Sharp Corporation – Japan	Reimbursement of expenses received /paid, Financial Support subject to compliance of other applicable laws, if any, payment of guarantee fees for loans from subsidiaries and associate companies located in India or abroad, repayment/rollover and any other activity relating to ECB Loan, payment of interest on ECB Loan and any other transactions.	383.00	1-4-2025 to 31-3-2026	Promoter Company
Sharp Software Development India Private Limited	Reimbursement of expenses paid/ received, Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/ rollover of loans and any other transaction relating to the loan.	32.00	1-4-2025 to 31-3-2026	Fellow Subsidiary
Sharp Business Systems (India) Private Limited	Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/rollover of loans and any other transaction relating to the loan. Purchase of goods including capital goods and services, Reimbursement of Expenses paid / received.	1309.25	1-4-2025 to 31-3-2026	Fellow subsidiary
Sharp Corporation, Japan and its subsidiary companies located in India or abroad.	Availing loans, secured or unsecured, short term or long term, and other related transactions or Financial Support subject to compliance of other applicable laws.	1341.10	1-4-2025 to 31-3-2026	Promoter Company its subsidiaries and fellow subsidiaries
Subsidiaries of Sharp Corporation, Japan in India and abroad	Reimbursement of expenses paid/received.	2.00	1-4-2025 to 31-3-2026	Promoter Company its subsidiaries and fellow subsidiaries

As per the estimates, the above transactions would qualify as material related party transactions as they are likely to exceed 10% of the annual turnover of the Company for the financial year 2025-2026.

Other information:

- Name of the Related Party and relationship : As stated above
- Name of the Directors / Key managerial Personnel who is related, if any- Currently Mr. Naoki Hatayama - Non Executive Director, Mr. Masao Terada - Non Executive Director, and Mr. Izumi Makota, proposed - Non Executive Director are nominated by Sharp Corporation, Japan on the Board of Sharp India Limited. The Directors nominated by Sharp Corporation, Japan are related party.
- Duration– as stated in the resolution.
- Monetary value: Estimated values as mentioned in the resolution.
- Nature, material terms and particulars of the arrangement: As stated above.

- Any other information relevant or important for the Members to make a decision on the proposed transaction: None.

Member's approval is sought for the aforesaid material related party transactions entered/ to be entered in the financial year 2025-2026.

Except Mr. Naoki Hatayama, Mr. Masao Terada, and Mr. Izumi Makota, proposed - Non Executive Director 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.3 of this Notice.

Directors recommend the resolution at Item No. 3 for the acceptance by the Members of the Company as Ordinary Resolution.

The relevant details of the transaction as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 are produced below:

Sr. No	Points	Remarks
(a)	A summary of the information provided by the management of the listed entity to the audit committee as specified in the Circular	Type, material terms and particulars of proposed transactions, Name of related party and its relationship nature of concern or interest, tenure and value of proposed transaction/ arrangement is related party wise stated in explanatory statement for item no 3.
(b)	The percentage of the listed entity's consolidated annual turnover, for the immediately Preceding financial year, i.e. 2022-2023 that is represented by the value of the proposed transaction.	The turnover of Company was Rs. 2.63 Lakhs during the financial year ended 31st March 2023. There was no production of LED TVs from April, 2015 (except in August 2015) and of Air Conditioners since June, 2015 in the absence of any orders. The Company continues to receive financial and operational support from Sharp Corporation, Japan, the majority shareholder and holding company. Hence its 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	The proposed related party transactions for the financial year 2025-2026 are indispensable as operational and financial support will be required from Promoter/ holding Company and fellow subsidiaries at commercially viable terms.
(d)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the above mentioned Circular.	Not Applicable to the proposed transaction.
(e)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable to the proposed transaction.
(f)	Any other information that may be relevant	All important information forms part of the explanatory statement under item no 3 setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms part of this Notice.

Item No. 4:

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 of the Company to borrow moneys, 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. Hence the aforesaid resolution is put up before the members for their approval.

The Board recommends the Resolution for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Item No. 5:

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, bodies Corporate 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 the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Hence the aforesaid resolution is put up before the members for their approval.

The Board recommends the Resolution for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution.

Item No. 6:

Appointment of Mr. Nachiket Deo (DIN: 02842185) as a Non-Executive, Independent Director of the Company. Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act') Articles of Association of the Company, the Board of Directors at their meeting held on Tuesday 13th August, 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Mr. Nachiket Deo (DIN: 02842185) as Non-executive Independent Director of the Company, for a term of five years commencing from 1st November, 2024 till 31st October, 2029 (both days inclusive) not liable to retire by rotation.

The Company has received the following statutory disclosures / declarations:

- Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- 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 Board noted that Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad. He is Senior Partner at P G Bhagwat LLP and specialises in Corporate and Banking Assurance. He audits several Listed Entities, Banks and NBFCs. With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.

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

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

Except Mr. Nachiket Deo 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.

The Board of Directors recommends the resolution as set out in Item No.6 in the Notice for approval of the Members as a Special Resolution.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

Item No. 7:

Appointment of Mr. Makoto Izumi (DIN: 08184209) as a Non-Executive-Non-Independent Director of the Company. Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act')

Articles of Association of the Company, the Board of Directors at their meeting held on Tuesday 13th August, 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Mr. Makoto Izumi (DIN: 08184209) as Non-executive Non-Independent Director of the Company, liable to retire by rotation.

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. Makoto Izumi (DIN: 08184209) Graduated from Osaka City University and completed Bachelor of Economics. He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Taiwan. In 2009 he became Director of Sharp Vietnam. In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation. Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018.

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

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

Except Mr. Makoto Izumi 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.

The Board of Directors recommends the resolution as set out in Item No. 7 in the Notice for approval of the Members as an Ordinary resolution.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT DIRECTORS RETIRING BY ROTATION/ APPOINTMENT AT THE ANNUAL GENERAL MEETING :

Name of Director	Masao Terada
DIN	10039923
Date & Age	24th September 1964 & 59 years
Nationality	Japanese
Educational Qualification:	Seta Technical High School
Category of Directorship	Non- Executive, Non-Independent Director
Expertise in functional area	Accounts, Business administration , strategic planning.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Masao Terada is Japanese National, aged about 58 years, is Graduate from Seta Technical High School, Japan. He has a wide experience in the field of finance and accounts and has held position as Manager in Management Strategy Planning Unit and Overseas Factory Administration Unit in Sharp Corporation. He has 40 years work experience with Sharp Corporation. In Sharp Corporation, Japan he has been working as Deputy Division Manager of Overseas Subsidiaries Administration Department of Business Administration Division, Finance and Administration Office, Sharp Corporation. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Liable to retire by Rotation
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	3rd March, 2023
Number of Meetings of the Board attended during the year	6

Name of Director	Mr. Nachiket Deo
DIN	02842185
Date & Age	22nd December 1978 & 45 years
Nationality	Indian
Educational Qualification:	Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad
Category of Directorship	Non- Executive, Independent Director
Expertise in functional area	Specialises in Corporate and Banking Assurance.
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	NIL
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Nachiket Deo is Fellow Chartered Accountant and Alumni of IIM Ahmedabad. He is Senior Partner at P G Bhagwat LLP and specialises in Corporate and Banking Assurance. He audits several Listed Entities, Banks and NBFCs. With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services. 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 1st November 2024 till 31st October, 2029, and whose office shall not be liable to retire by rotation.
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable
Justification for choosing the appointees	With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With more than 20 years of experience in the field, he is known for his deep understanding of the subject, expertise in IND AS assurance services.

Name of Director	Mr. Makoto Izumi
DIN	08184209
Date & Age	17th August 1966 & 57 years
Nationality	Japanese
Educational Qualification:	Graduated from Osaka City University, Bachelor of Economics
Category of Directorship	Non- Executive, Non-Independent Director
Expertise in functional area	He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Taiwan. In 2009 he became Director of Sharp Vietnam. In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018.
Disclosure of relationships between directors inter-se	N.A
List of other Listed Entities in which he holds Directorship	NIL
Listed entities from which the person has resigned in the past three years	NIL
Other Committee Membership	NA
Shareholding in Sharp India Limited (including shareholding as a beneficial owner)	NIL
Brief Resume and Nature of Expertise in Specific Functional Area	He joined Sharp Corporation in 1990. In 2005 he became Director of Sharp Electronics Components (Taiwan). In 2009 he became Director of Sharp Electronics (Vietnam). In 2015 he became Manager, Overseas Subsidiaries Administration Department, Sharp Corporation Currently he is General Manager, Overseas Subsidiaries Administration Department, Sharp Corporation starting in 2018. He does not hold any shares in the company.
Terms and Conditions for appointment and re-appointment of director	Liable to retire by Rotation
Details of Remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable

By Order of the Board of Directors
For Sharp India Limited

Makarand Date
Managing Director
DIN: 08363458

Date: 13th August, 2024
Place: Pune