

**NOTICE**

Notice is hereby given that the 28th Annual General Meeting of the members of Sharp India Limited will be held at the Registered Office of the Company at Gat No. 686/4, Koregaon Bhima, Taluka Shirur, District Pune 412 216 on Monday, 16th September 2013 at 11:00 a.m. (I.S.T.) to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on 31st March 2013 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sanjay Asher who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Masahiko Nakagawasai who retires by rotation and being eligible, offers himself for re-appointment.
4. "Resolved That M/s. S.R.Batliloi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors. "

**SPECIAL BUSINESS :**

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

"**RESOLVED THAT** Mr. Noriyuki Watanabe who was appointed as an additional director of the Company by the board of directors and who holds office up to the date of this annual general meeting of the Company under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of a director, be and is hereby appointed as a director of the company liable to retire by rotation."

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

"**RESOLVED THAT** Mr. Tomio Isogai who was appointed as an additional director of the Company by the board of directors and who holds office up to the date of this annual general meeting of the Company under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of a director, be and is hereby appointed as a director of the company liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of section 198, 269, 309, the Articles of Association of the Company read with Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, the appointment of Mr. Tomio Isogai as the Managing Director of the Company for a period from 9th December 2012 upto 8th December 2015 be and is hereby approved on the following remuneration .

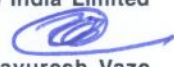
1. Salary of Rs.1,20,000 / - (Rupees . One Lacs Twenty Thousand Only) per month.
2. Rent free furnished residential accommodation together with necessities including gas, electricity, water, etc.
3. Reimbursement of medical expenses incurred in India for self and his family (spouse and children) if they reside in India.
4. Rental for the telephone facility at residence to be used for the business of the Company.
5. The Company will provide car and the company will bear the cost of fuel, maintenance, road tax and insurance. The company will reimburse the expenses incurred on account of salary of the driver.
6. Entitlement to free Air Passage once in a year for the purpose of Annual Leave for self and family (Spouse and dependent children are also eligible) if residing in India.
7. The Company will bear the actual expenses incurred for shifting his household goods from Japan to India and on return from India to Japan on the expiry of his term.
8. Employers' Contribution to the Provident Fund as per the prevailing law.

The above perquisites granted to the Managing Director shall be evaluated on actual basis, Provided that the overall monthly remuneration payable to the Managing Director during his tenure shall not exceed the limits laid down in schedule XIII to the Companies Act, 1956.

**FURTHER\*RESOLVED THAT** subject to the Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, the salary, perquisites, benefits and amenities as set out above be paid or granted to Mr. Tomio Isogai as the minimum remuneration during the term of Mr. Tomio Isogai's tenure as the Managing Director, notwithstanding that in any of the financial years, the company has made no profits or the profits made are inadequate."

By Order of the Board of Directors  
For Sharp India Limited

Pune  
29<sup>th</sup> July 2013

  
Mayuresh Vaze  
Company Secretary





## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Explanatory Statement pursuant section 173(2) in respect of item number 5,6 & 7 is annexed hereto.
3. Members are requested to notify any change of address to their Depository Participants (DPs) in respect of their electronic share accounts and to the Registrars & Transfer Agents, Link Intime India Private Limited 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411 001, in respect of their physical share folios.
4. Members can avail of nomination facility. Blank Nomination forms will be supplied on request.
5. Members who are holding shares in more than one folio under name(s) in the same order are requested to sent the relative share certificates to the Registrar and Transfer Agents for consolidation of the entire holding in one folio. The share certificates after consolidation will be returned by registered post/courier.
6. The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, 7th September 2013 to Monday, 16th September 2013 (both days inclusive).
7. Members are requested to bring along with them a copy of the Annual Report as the same will not be distributed in the meeting.
8. Members are requested to forward their queries on accounts at least 10 days in advance to enable us to reply the same.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM NO. 5 :**

Mr. Noriyuki Watanabe was appointed as an additional director of the Company with effect from 7th November 2012. In terms of section 260 of the Companies Act, 1956 and Article No. 141 of the Articles of Association of the Company, he holds office till the date of ensuing annual general meeting. The Company has received notice in writing from a member pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- proposing his candidature as the Director of the Company at the ensuing Annual General Meeting.

Mr. Noriyuki Watanabe is a Joint General Manager of The Mizuho Corporate Bank Limited, Mumbai and has a wide experience in the banking field.

It is considered desirable that the company should have benefit of his experience and advice.

The Board recommends the resolution for acceptance by the members. None of the directors other than Mr. Noriyuki Watanabe may be treated as concerned or interested in the resolution.

**ITEM NO. 6 & 7:**

Sharp Corporation, Japan recalled Mr. Takashi Mikami and hence he resigned as the Managing Director as well as the Director of the Company with effect from 28th November 2012. In place of Mr. Takashi Mikami, Sharp Corporation, Japan recommended the appointment of Mr. Tomio Isogai as the Managing Director of the Company with effect from 9th December 2012 for a period of three years.

The Board of Directors in its meeting held on 28th November 2012 appointed Mr. Tomio Isogai as an additional director as well as the

Managing Director of the Company to hold the office for a period of three years effective from 9th December 2012 to 8th December 2015. His appointment has been made under Schedule- XIII of the Companies Act, 1956 and is subject to the approval of the members of the Company. The remuneration committee has also approved the remuneration payable to Mr. Tomio Isogai in its meeting held on 28th November 2012 and the same is placed before the shareholders for their approval. In terms of section 260 of the Companies Act, 1956, and article 141 of the Articles of Association of the Company, he holds office till the date of the ensuing annual general meeting. The Company has also received a notice from a member along with a deposit of Rs. 500/- pursuant to section 257 of the Companies Act, 1956 proposing Mr. Tomio Isogai's candidature as a director.

**The information as required to be given under Schedule XIII to the Companies Act, 1956 is as under: -**

**I. GENERAL INFORMATION:**

- (1) **Nature of Industry** - Manufacturing of Consumer Electronic Products
- (2) **Date or expected date of commencement of commercial operation** : - The Company started its commercial operations from July 1986 onwards.
- (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** :

(Rs. In Lakhs)

Financial Parameters	2011-2012	2012-2013
Turnover (Net)	8,344.17	7758.92
Net Profit/ (Loss) for the year as per Profit & Loss Account	(50.47)	(130.44)
EPS	(0.19)	(0.50)

- (5) **Export performance and net foreign exchange collaborations as on 31.03.2013:Exports-** Rs.224.10 Lakhs
- (6) **Foreign investments or collaborators, if any, as on 31.03.2013** - The total Foreign Holdings in the company as on 31.03.2013 is 2,08,88,010 equity shares i.e. 80.51% of the total Paid up Capital. Out of that Sharp Corporation, Japan who are promoters of the company hold 20,755,200 equity shares i.e. 80 % equity shares in the company. The Company has entered in to a technical collaboration with Sharp Corporation, Japan for the manufacture of LCD type Color TV Receivers on 20th January 2011; and for manufacture of Air conditioners on 20th February 2013.

**II. INFORMATION ABOUT THE APPOINTEE:**

- (1) **Background Details** : Mr. Tomio Isogai, a Japanese national, graduated in English from Kyoto University of Foreign Studies in the year 1979. He has an experience of about 32 years and has held various positions in Sharp Group of Companies in various fields which include Managing Director of some regional sales subsidiaries before joining Sharp India Limited. He does not hold any shares in the Company. He is also a Deputy Managing Director in Sharp Business Systems (India) Limited.
- (2) **Past remuneration, Recognition & awards, Job profile & his suitability** : Mr. Tomio Isogai was paid Rs. 11,38,054 as the remuneration in the last financial year by Sharp Business





Systems (India) Limited as the Deputy Managing Director. Mr. Tomio Isogai possesses a wide experience in the field of Sales & Marketing and his association with the company will be of great help to the company. Subject to the superintendence, control and direction of the Board of Directors of the Company, Mr. Tomio Isogai has substantially the whole powers of the management of business and affairs of the Company.

- (3) Remuneration proposed - as set out in the resolution for the Item no.7
- (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, the profile of Mr. Tomio Isogai, 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, if any - Besides, the remuneration proposed, Mr. Tomio Isogai 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:

Company has accumulated losses of the past years. Intense competition, increase in input cost and reduction in selling prices, wide & adverse fluctuations in the currency exchange rates are affecting profitability of the company. As a part of improvement plan the company introduced new production lines for the manufacture of Air Conditioners. Your company has started manufacture of split Air Conditioners which will make your company more competitive and your company is expecting a good demand for the same in the years to come. Your company is also exploring the possibility of manufacturing of other home appliances. Considering the steps taken, the Company expects to increase productivity & profits in coming years. However it will be difficult to predict the same in measurable terms.

### IV: DISCLOSURES:

The disclosures as required under this clause have been made separately in notice of the annual general meeting & also Corporate Governance section.

Except Mr. Tomio Isogai none of the directors are interested in the resolutions. It is considered desirable that the company should have benefit of his experience and advice. The Board recommends the resolution for acceptance by the members.

### DISCLOSURES AND INFORMATION ABOUT DIRECTORS BEING APPOINTED OR REAPPOINTED AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT:

- ▶ Mr. Sanjay Asher is a Chartered Accountant and Solicitor and partner of M/s. Crawfordbayley & Co., Solicitors, Advocates and Notaries, Mumbai. Mr. Sanjay Asher has been practising for a number of years on various matters including corporate laws. He also serves on the Board of following public limited companies: Ashok Leyland Limited, Bajaj Allianz General Insurance Company Limited, Bajaj Allianz Life Insurance Company Limited, Balkrishna Industries Limited, Sanghvi Movers Limited, Finolex Cables Limited, Finolex Industries Limited, Kryfs Power Components Limited, Mandhana Industries Limited, Repro India Limited, Shree Renuka Sugars Limited, Sudarshan Chemicals Industries Limited, Tribhovandas Bhimji Zaveri Limited, J.B. Chemicals and Pharmaceuticals Limited, Innoventive Industries Limited. He holds 100 shares of the Company. He is also member of audit committee and remuneration committee and chairman of investor grievance and transfer committee of the company.
- ▶ Mr. Masahiko Nakagawasai is an Executive Director of the Company. Mr. Masahiko Nakagawasai is a Bachelor of Economics from University of Fukushima, Japan. He has a wide experience in the field of Accounts and has held various positions in Sharp Group of Companies before joining Sharp India Limited. He does not hold any shares of the Company. He is a member of investor grievance and transfer committee of the company.
- ▶ Mr. Noriyuki Watanabe is a Joint General Manager of Mizuho Corporate Bank, Limited Mumbai. He has a very wide experience in the banking field. He is a member of the audit committee and chairman of the remuneration committee of the company. He does not hold any shares in the company. He is also a director in Kokuyo Camlin Limited.
- ▶ Mr. Tomio Isogai was appointed as an additional director as well as the Managing Director of the Company for a period of three years effective from 9th December 2012. Mr. Tomio Isogai has graduated in English from Kyoto University of Foreign Studies in the year 1979. He has an experience of about 32 years and has held various positions in Sharp Group of Companies in various fields which include Managing Director of some regional sales subsidiaries before joining Sharp India Limited. He does not hold any shares in the Company. He is also a Deputy Managing Director in Sharp Business Systems (India) Limited. He is also a member of investor grievance and transfer committee of the company.
- ▶ Mr. Sanjay Asher and Mr. Masahiko Nakagawasai, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

By Order of the Board of Directors  
For Sharp India Limited

  
Mayuresh Vaze  
Company Secretary

Pune  
29<sup>th</sup> July 2013



# SHARP

ISO:9001 & ISO:14001  
Certified Company

## SHARP INDIA LIMITED

Registered Office & Factory  
Gat no. 686/4, Koregaon Bhima, Tal. Shirur,  
Dist.: Pune : Pin 412 216  
Phones:(02137) 252417 (4 LINES)  
(02137) 666520 (9 LINES)  
Fax:(02137) 252453  
Website:www.sharpindialimited.com

SEC/ BSE/ 2013- 2014 / 128

13.08.2013

**Corporate Relationship Dept  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P J Towers, Dalal Street,  
Mumbai 400001**

**Company Script Code No. : 523449**

Dear Sir,

**Sub: Six Copies of our Annual Report 2012- 2013 (Clause 31(a) of the Listing Agreement)**

Enclosed please find 6 copies of the Annual Report of our Company for the financial year ended on 31<sup>st</sup> March 2013 and a soft copy of the same in a CD.

Also find enclosed herewith Form A - duly signed for **the unqualified audit report** on the audited annual accounts of the company for the financial year ended on 31<sup>st</sup> March 2013.

Kindly acknowledge the receipt of the same.

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

**Mayuresh Vaze  
Company Secretary  
Encl : a/a.**






**FORM A**  
(Pursuant to clause 31 of the listing agreement)

1.	Name of the Company	Sharp India Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of Observation	Not Applicable

For Sharp India Limited

  
Mr. Tomio Isogai  
Managing Director & CEO

For S.R.Batliboi & Co. LLP, Statutory Auditors  
Firm Registration No. 301003E  
Chartered Accountants

  
Mr. Arvind Sethi- Partner



For Sharp India Limited

  
Mr. M. Nakagawasai  
Executive Director & CFO

For Sharp India Limited

  
Mr. Sanjay Vaidya  
Chairman of Audit Committee

Rubber Stamp/ Seal of the Company



***28th Annual Report  
2012-2013***

**SHARP**

**SHARP INDIA LIMITED**

**BOARD OF DIRECTORS**

SUNILKUMAR SINHA  
[Chairman & Executive Director]

TOMIO ISOGAI  
[Managing Director]

MASAHICO NAKAGAWASAI  
[Executive Director]

SANJAY VAIDYA

SANJAY ASHER

NORIYUKI WATANABE

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**BANKERS**

BANK OF INDIA  
THE BANK OF TOKYO-MITSUBISHI UFJ LTD.  
THE MIZUHO CORPORATE BANK LTD.  
CITI BANK N.A.

**SOLICITORS & ADVOCATES**

CRAWFORD BAYLEY & CO., MUMBAI

**AUDITORS**

S. R. BATLIBOI & CO. LLP  
Chartered Accountants

**REGISTERED OFFICE & FACTORY**

Gat No.686/4, Koregaon Bhima,  
Tal. Shirur, Dist. Pune 412 216

Phone No. (02137) - 252417

**REGISTRARS & TRANSFER AGENTS**

Link Intime India Private Limited  
Flat No. 202, 2nd Floor,  
Akshay Complex,  
Off. Dhole Patil Road,  
Near Ganesh Mandir,  
Pune 411 001.  
Phone No. (020) - 26161629

**NOTICE**

Notice is hereby given that the 28th Annual General Meeting of the members of Sharp India Limited will be held at the Registered Office of the Company at Gat No. 686/4, Koregaon Bhima, Taluka Shirur, District Pune 412 216 on Monday, 16th September 2013 at 11:00 a.m. (I.S.T.) to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on 31st March 2013 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sanjay Asher who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Masahiko Nakagawasai who retires by rotation and being eligible, offers himself for re-appointment.
4. "Resolved That M/s. S.R.Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors. "

**SPECIAL BUSINESS :**

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

**"RESOLVED THAT** Mr. Noriyuki Watanabe who was appointed as an additional director of the Company by the board of directors and who holds office up to the date of this annual general meeting of the Company under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of a director, be and is hereby appointed as a director of the company liable to retire by rotation."

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

**"RESOLVED THAT** Mr. Tomio Isogai who was appointed as an additional director of the Company by the board of directors and who holds office up to the date of this annual general meeting of the Company under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of a director, be and is hereby appointed as a director of the company liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of section 198, 269, 309, the Articles of Association of the Company read with Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, the appointment of Mr. Tomio Isogai as the Managing Director of the Company for a period from 9th December 2012 upto 8th December 2015 be and is hereby approved on the following remuneration .

1. Salary of Rs.1,20,000 / - (Rupees . One Lacs Twenty Thousand Only) per month.
2. Rent free furnished residential accommodation together with necessities including gas, electricity, water, etc.
3. Reimbursement of medical expenses incurred in India for self and his family (spouse and children) if they reside in India.
4. Rental for the telephone facility at residence to be used for the business of the Company.
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7. The Company will bear the actual expenses incurred for shifting his household goods from Japan to India and on return from India to Japan on the expiry of his term.
8. Employers' Contribution to the Provident Fund as per the prevailing law.

The above perquisites granted to the Managing Director shall be evaluated on actual basis, Provided that the overall monthly remuneration payable to the Managing Director during his tenure shall not exceed the limits laid down in schedule XIII to the Companies Act, 1956.

**FURTHER RESOLVED THAT** subject to the Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, the salary, perquisites, benefits and amenities as set out above be paid or granted to Mr. Tomio Isogai as the minimum remuneration during the term of Mr. Tomio Isogai's tenure as the Managing Director, notwithstanding that in any of the financial years, the company has made no profits or the profits made are inadequate."

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

Pune  
29<sup>th</sup> July 2013

**Mayuresh Vaze**  
**Company Secretary**



## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Explanatory Statement pursuant section 173(2) in respect of item number 5,6 & 7 is annexed hereto.
3. Members are requested to notify any change of address to their Depository Participants (DPs) in respect of their electronic share accounts and to the Registrars & Transfer Agents, Link Intime India Private Limited 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411 001, in respect of their physical share folios.
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5. Members who are holding shares in more than one folio under name(s) in the same order are requested to sent the relative share certificates to the Registrar and Transfer Agents for consolidation of the entire holding in one folio. The share certificates after consolidation will be returned by registered post/courier.
6. The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, 7th September 2013 to Monday, 16th September 2013 (both days inclusive).
7. Members are requested to bring along with them a copy of the Annual Report as the same will not be distributed in the meeting.
8. Members are requested to forward their queries on accounts at least 10 days in advance to enable us to reply the same.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

##### ITEM NO. 5 :

Mr. Noriyuki Watanabe was appointed as an additional director of the Company with effect from 7th November 2012. In terms of section 260 of the Companies Act, 1956 and Article No. 141 of the Articles of Association of the Company, he holds office till the date of ensuing annual general meeting. The Company has received notice in writing from a member pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- proposing his candidature as the Director of the Company at the ensuing Annual General Meeting.

Mr. Noriyuki Watanabe is a Joint General Manager of The Mizuho Corporate Bank Limited, Mumbai and has a wide experience in the banking field.

It is considered desirable that the company should have benefit of his experience and advice.

The Board recommends the resolution for acceptance by the members. None of the directors other than Mr. Noriyuki Watanabe may be treated as concerned or interested in the resolution.

##### ITEM NO. 6 & 7:

Sharp Corporation, Japan recalled Mr. Takashi Mikami and hence he resigned as the Managing Director as well as the Director of the Company with effect from 28th November 2012. In place of Mr. Takashi Mikami, Sharp Corporation, Japan recommended the appointment of Mr. Tomio Isogai as the Managing Director of the Company with effect from 9th December 2012 for a period of three years.

The Board of Directors in its meeting held on 28th November 2012 appointed Mr. Tomio Isogai as an additional director as well as the

Managing Director of the Company to hold the office for a period of three years effective from 9th December 2012 to 8th December 2015. His appointment has been made under Schedule- XIII of the Companies Act, 1956 and is subject to the approval of the members of the Company. The remuneration committee has also approved the remuneration payable to Mr. Tomio Isogai in its meeting held on 28th November 2012 and the same is placed before the shareholders for their approval. In terms of section 260 of the Companies Act, 1956, and article 141 of the Articles of Association of the Company, he holds office till the date of the ensuing annual general meeting. The Company has also received a notice from a member along with a deposit of Rs. 500/- pursuant to section 257 of the Companies Act, 1956 proposing Mr. Tomio Isogai's candidature as a director.

#### The information as required to be given under Schedule XIII to the Companies Act, 1956 is as under: -

##### I. GENERAL INFORMATION:

- (1) **Nature of Industry** - Manufacturing of Consumer Electronic Products
- (2) **Date or expected date of commencement of commercial operation** : - The Company started its commercial operations from July 1986 onwards.
- (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** :

(Rs. In Lakhs)

Financial Parameters	2011-2012	2012-2013
Turnover (Net)	8,344.17	7758.92
Net Profit/ (Loss) for the year as per Profit & Loss Account	(50.47)	(130.44)
EPS	(0.19)	(0.50)

- (5) **Export performance and net foreign exchange collaborations as on 31.03.2013:** Exports- Rs.224.10 Lakhs
- (6) **Foreign investments or collaborators, if any, as on 31.03.2013** - The total Foreign Holdings in the company as on 31.03.2013 is 2,08,88,010 equity shares i.e. 80.51% of the total Paid up Capital. Out of that Sharp Corporation, Japan who are promoters of the company hold 20,755,200 equity shares i.e. 80 % equity shares in the company. The Company has entered in to a technical collaboration with Sharp Corporation, Japan for the manufacture of LCD type Color TV Receivers on 20th January 2011; and for manufacture of Air conditioners on 20th February 2013.

##### II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background Details** : Mr. Tomio Isogai, a Japanese national, graduated in English from Kyoto University of Foreign Studies in the year 1979. He has an experience of about 32 years and has held various positions in Sharp Group of Companies in various fields which include Managing Director of some regional sales subsidiaries before joining Sharp India Limited. He does not hold any shares in the Company. He is also a Deputy Managing Director in Sharp Business Systems (India) Limited.
- (2) **Past remuneration, Recognition & awards, Job profile & his suitability** : Mr. Tomio Isogai was paid Rs. 11,38,054 as the remuneration in the last financial year by Sharp Business

Systems (India) Limited as the Deputy Managing Director. Mr. Tomio Isogai possesses a wide experience in the field of Sales & Marketing and his association with the company will be of great help to the company. Subject to the superintendence, control and direction of the Board of Directors of the Company, Mr. Tomio Isogai has substantially the whole powers of the management of business and affairs of the Company.

- (3) Remuneration proposed - as set out in the resolution for the Item no.7
- (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, the profile of Mr. Tomio Isogai, 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, if any - Besides, the remuneration proposed, Mr. Tomio Isogai 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:  
Company has accumulated losses of the past years. Intense competition, increase in input cost and reduction in selling prices, wide & adverse fluctuations in the currency exchange rates are affecting profitability of the company. As a part of improvement plan the company introduced new production lines for the manufacture of Air Conditioners. Your company has started manufacture of split Air Conditioners which will make your company more competitive and your company is expecting a good demand for the same in the years to come. Your company is also exploring the possibility of manufacturing of other home appliances. Considering the steps taken, the Company expects to increase productivity & profits in coming years. However it will be difficult to predict the same in measurable terms.

### IV: DISCLOSURES :

The disclosures as required under this clause have been made separately in notice of the annual general meeting & also Corporate Governance section.

Except Mr. Tomio Isogai none of the directors are interested in the resolutions. It is considered desirable that the company should have benefit of his experience and advice. The Board recommends the resolution for acceptance by the members.

### DISCLOSURES AND INFORMATION ABOUT DIRECTORS BEING APPOINTED OR REAPPOINTED AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT:

- ▶ Mr. Sanjay Asher is a Chartered Accountant and Solicitor and partner of M/s. Crawfordbayley & Co., Solicitors, Advocates and Notaries, Mumbai. Mr. Sanjay Asher has been practising for a number of years on various matters including corporate laws. He also serves on the Board of following public limited companies: Ashok Leyland Limited, Bajaj Allianz General Insurance Company Limited, Bajaj Allianz Life Insurance Company Limited, Balkrishna Industries Limited, Sanghvi Movers Limited, Finolex Cables Limited, Finolex Industries Limited, Kryfs Power Components Limited, Mandhana Industries Limited, Repro India Limited, Shree Renuka Sugars Limited, Sudarshan Chemicals Industries Limited, Tribhovandas Bhimji Zaveri Limited, J.B. Chemicals and Pharmaceuticals Limited, Innoventive Industries Limited. He holds 100 shares of the Company. He is also member of audit committee and remuneration committee and chairman of investor grievance and transfer committee of the company.
- ▶ Mr. Masahiko Nakagawasai is an Executive Director of the Company. Mr. Masahiko Nakagawasai is a Bachelor of Economics from University of Fukushima, Japan. He has a wide experience in the field of Accounts and has held various positions in Sharp Group of Companies before joining Sharp India Limited. He does not hold any shares of the Company. He is a member of investor grievance and transfer committee of the company.
- ▶ Mr. Noriyuki Watanabe is a Joint General Manager of Mizuho Corporate Bank, Limited Mumbai. He has a very wide experience in the banking field. He is a member of the audit committee and chairman of the remuneration committee of the company. He does not hold any shares in the company. He is also a director in Kokuyo Camlin Limited.
- ▶ Mr. Tomio Isogai was appointed as an additional director as well as the Managing Director of the Company for a period of three years effective from 9th December 2012. Mr. Tomio Isogai has graduated in English from Kyoto University of Foreign Studies in the year 1979. He has an experience of about 32 years and has held various positions in Sharp Group of Companies in various fields which include Managing Director of some regional sales subsidiaries before joining Sharp India Limited. He does not hold any shares in the Company. He is also a Deputy Managing Director in Sharp Business Systems (India) Limited. He is also a member of investor grievance and transfer committee of the company.
- ▶ Mr. Sanjay Asher and Mr. Masahiko Nakagawasai, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

By Order of the Board of Directors  
For Sharp India Limited

Pune  
29<sup>th</sup> July 2013

Mayuresh Vaze  
Company Secretary