

**38th Annual Report  
2022-2023**

**SHARP**

**SHARP INDIA LIMITED**



**BOARD OF DIRECTORS**

MASAHICO NAKAGAWASAI  
[Managing Director]

MASAO TERADA  
(Non-executive Director).

YOSHIHIRO HASHIMOTO  
(Non-executive Director)

NAOKI HATAYAMA  
(Non-executive Director)

PRASHANT ASHER  
(Independent Director)

BHUMIKA BATRA  
(Independent Director)

ABHIJEET BHAGWAT  
(Independent Director)

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**BANKERS**

BANK OF INDIA  
MUFG BANK  
THE MIZUHO CORPORATE BANK LTD.  
CITIBANK N.A.

**SOLICITORS & ADVOCATES**

CRAWFORD BAYLEY & CO., MUMBAI.

**AUDITORS**

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

**REGISTERED OFFICE & FACTORY**

Gat No.686/4, Koregaon Bhima,  
Tal. Shirur, Dist. Pune 412 216  
Phone No. (02137) - 670000/01/02

**REGISTRARS & TRANSFER AGENTS**

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

Phone No. (020) - 26161629



**SHARP INDIA LIMITED**

Registered Office :

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

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

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759**NOTICE**

Notice is hereby given that the 38th Annual General Meeting of the members of Sharp India Limited will be held on Friday, 29th December, 2023 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 2023 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Naoki Hatayama (DIN 08390564) who retires by rotation and being eligible, offers himself for re-appointment.

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. Naoki Hatayama (DIN: 08390564), 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 2024 – 2025 with authority to the Audit Committee and the Board of Directors of the Company to authorize the Management of the Company to enter into the below mentioned material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

- 1) Reimbursement of expenses paid/ received, Financial Support subject to Compliance of other applicable laws if any, payment of guarantee fees for loans from subsidiaries and associate companies located in India or abroad, repayment /rollover of External Commercial Borrowing (ECB) Loan, or any other activity relating to ECB loan, payment of Interest on loan and any other transaction totally amounting to Rs.386.00 million with Sharp Corporation, Japan.
- 2) Reimbursement of expenses paid/ received, Repayment / Rollover of Unsecured Loan, any other activity relating to unsecured loan, payment of Interest and any other transaction totally amounting to Rs.33.00 million with Sharp Software Development India Private Limited.
- 3) Repayment/ Rollover of Unsecured Loan, payment of Interest as per the terms of loan agreement/ rollover transaction relating to the loan. Purchase of goods including capital goods and Services, Reimbursement of Expenses paid /received and any other transactions totally amounting to Rs. 1095.85 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.1124.20 million from Sharp Corporation, Japan and its subsidiaries in India or abroad and reimbursement of expenses paid/received upto Rs. 3.00 million from subsidiaries in India or abroad of Sharp Corporation, Japan.

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

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

**RE-APPOINTMENT OF MR. MASAHIKO NAKAGAWASAI AS MANAGING DIRECTOR OF COMPANY AND FIX HIS REMUNERATION.**

**"RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required read with articles 173, 175 and 176 of the Articles of Association of the Company, the consent of the members of the Company is hereby accorded for the re- appointment of Mr. Masahiko Nakagawasai (DIN 05274985) as the Managing Director of the Company for a period of 3 months from 16th November 2023 up to 15th February 2024 on the same terms of remuneration as following.

- 1) Salary of Rs.1, 20,000 /- (Rupees One Lakhs 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) 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 expiry of his term.
- 7) 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 during his tenure shall not exceed the limits laid down in Schedule- V of the Companies act, 2013.

**FURTHER RESOLVED THAT** subject to Schedule – V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the salary, perquisites, benefits and amenities as set out above be paid or granted to Mr. Masahiko Nakagawasai as the minimum remuneration during the term of Mr. Masahiko Nakagawasai 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."

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

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

**To ratify the payment of remuneration to the Cost Auditors for the financial year 2023-24:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of Rs. 40,000/- (Rupees Forty thousand only) plus out of pocket expenses, if any, for the financial year ending on March 31, 2024 to M/s. C.S.Adawadkar & Co, Practicing Cost Accountants, (Firm Registration No.100401) who are appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2024."

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

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

**Date:** 27/11/2023

**Place:** Pune

**Masahiko Nakagawasai  
Managing Director  
DIN: 05274985**

#### 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](mailto:cs@svdandassociates.com) with copies marked to the Company at [nakagawasai.masahiko@sharp.co.jp](mailto:nakagawasai.masahiko@sharp.co.jp).
- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos.3, 4 and 5 above is annexed hereto. The Board of Directors of the Company at its meeting held Monday, 27th November, 2023 considered that the Special Business under Item Nos 3, 4 and 5 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 re-appointed is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
- 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.
- The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 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 2022-23 will also be available on the Company's website [www.sharppindialimited.com](http://www.sharppindialimited.com) and websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 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.
- The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday 23rd December 2023 to Friday, 29th December 2023 (both days inclusive).
- 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.
  - For shares held in electronic form: to their Depository Participants (DPs)
  - 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.
- 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](http://www.sharpindialimited.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. Updation of KYC Details and Mandatory Linkage of PAN with Aadhar - SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI circular no. SEBI/HO/MIRSD/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. The folios which are not in compliant with above SEBI circulars, will be frozen by RTA on or after 1st October, 2023.

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

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3 or SH-13, SH-14 and SEBI circular are available on the RTA website at <https://www.linkintime.co.in>  
 Ø Resources Ø Downloads Ø General Ø 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](mailto:kyc@linkintime.co.in) Kindly mention the email subject line as „KYC Updation (Company Name) - Folio No : \_\_\_\_.
  - b. Investors can also upload KYC documents with e-sign on RTAs website <https://www.linkintime.co.in>. Ø Investor Services Ø KYC Compliance.

(e-sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empaneled e-sign service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign)
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 38th Annual General Meeting. Members seeking the inspection of such documents can send an e-mail on [nakagawasai.masahiko@sharp.co.jp](mailto:nakagawasai.masahiko@sharp.co.jp).
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 Monday, 25th December 2023 through e-mail on [nakagawasai.masahiko@sharp.co.jp](mailto:nakagawasai.masahiko@sharp.co.jp). The same will be replied by the Company suitably.
22. The e-voting period begins on Tuesday, 26th December 2023 at 09:00 a.m. and ends on Thursday, 28th December 2023 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., Friday 22nd December 2023 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](http://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.nsdl.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.nsdl.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on

the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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

1. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. 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.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. 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](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DematAccount. 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

1. 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:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>



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

**A. 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.

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

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

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

*\*Shareholders holding shares in **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).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. 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).

4. 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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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 [nakagawasai.masahiko@sharp.co.jp](mailto:nakagawasai.masahiko@sharp.co.jp) upto 25th December 2023.
- (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