

**33rd Annual Report
2017-2018**

SHARP

SHARP INDIA LIMITED

BOARD OF DIRECTORS

MASAHIKO NAKAGAWASAI
[Managing Director]

SEIJI HAYAKAWA
(Non-Executive Director)

PRASHANT ASHER
(Independent Director)

BHUMIKA BATRA
(Independent Director)

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BANKERS

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

SOLICITORS & ADVOCATES

CRAWFORD BAYLEY & CO., MUMBAI.

AUDITORS

PRICE WATERHOUSE
CHARTERED ACCOUNTANTS LLP

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

SHARP INDIA LIMITED

Registered Office :

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

Ph No. 02137-252417 Fax No. 02137 -252453

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of Sharp India Limited will be held at the Registered Office of the Company situated at Gat No. 686/4, Koregaon Bhima, Taluka Shirur, District Pune 412 216 on Friday 28th September 2018 at 12:00 Noon (I.S.T.) 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 2018 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Masahiko Nakagawasai (DIN no. 05274985) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to resolution passed by members in Thirty Second Annual General Meeting held on 27th September 2017, the appointment of, M/s. Price Waterhouse , LLP, Chartered Accountants, (Firm Registration Number - 012754N/N-500016), be and are hereby ratified as the Statutory Auditors of the Company till the conclusion of the Thirty Seventh Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their scope of services and remuneration."

SPECIAL BUSINESS :

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

"RESOLVED THAT Mr. Seiji Hayakawa (DIN: 07962281) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th November 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") 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 Director of the Company liable to retire by rotation."

5. 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 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 entered / to be entered into during the financial year 2018 - 2019 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 aforesaid material related party arrangements or transactions upon the principal terms mentioned in the Explanatory Statement annexed hereto.

- 1) Reimbursement of expenses paid/ received , repayment / rollover of ECB Loan or any other activity relating to ECB loan, payment of Interest on loan and any other transaction totally amounting to Rs.3000.00 lacs with Sharp Corporation, Japan,
- 2) Repayment/ Rollover of Unsecured Loan, any other activity relating to Unsecured loan , payment of Interest and any other transaction totally amounting to Rs.700 lacs with Sharp Software Development India Private Limited.
- 3) Obtaining working Capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan , extension of time for repayment of the loan, totally amounting to Rs.3000.00lacs from Sharp Corporation, Japan and its subsidiaries in India or abroad and reimbursement of expenses paid/received upto Rs 200 Lacs from subsidiaries in India or abroad of Sharp Corporation, Japan.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby 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."

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

"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. 75,000/- (Rs. Seventy Five thousand only) plus out of pocket expenses, if any, for the financial year ending on March 31, 2019 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 ending on 31st March 2019."

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

Date : 8th August 2018
Place : Pune

Chandranil Belvalkar
Company Secretary
Membership No.ACS-24015

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos.4 to 6 above is annexed hereto.
 2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxy Form (Form MGT-11) is attached elsewhere in this report. Kindly fill up appropriate details like your name, address, Folio No./ DPID & Client ID , and the details of the person(s) to be appointed as the proxy - name, address, email ID etc. The proxy form should be signed by the shareholder and the proxy holder and a revenue stamp should be affixed at the place provided for the same. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 3. A statement giving details of the Directors to be newly appointed or re-appointed is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
 4. 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.
 5. Members can avail of nomination facility. Blank Nomination forms will be supplied on request.
 6. 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.
 7. The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday 22nd September 2018 to Friday, 28th September 2018 (both days inclusive).
 8. Members are requested to bring along with them a copy of the Annual Report as the same will not be distributed in the meeting.
 9. Members are requested to forward their queries on accounts atleast 10 days in advance to enable us to reply the same.
 10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.
 11. 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 during the business hours on all the working days up to the date of 33rd annual general meeting.
 12. In view of the 'Green Initiative' introduced by the Ministry of Corporate Affairs all the members who are holding shares of the Company in PHYSICAL Mode are requested to register their Email ID with the Company , so as to enable the Company to send all notices, /reports/ intimations and other correspondence etc. through Emails.i.e. in the electronic mode instead of receiving physical copies of the same. Members holding shares in DEMAT Mode, who have not registered their e-mail ID with the Depository Participant (DP) are also requested to register or update their email ID with the Depository Participant, so that all future shareholder's correspondence can be sent to the email ID registered with your DP.
 13. Members, who still hold shares in physical form are advised to dematerialise their shareholding. As per the SEBI circular no. SEBI/LAD-NRO/GN/2018/24 dated 08/06/2018 & BSE circular no. LIST/COMP/15/2018-19 dated 05/07/2018 transfer of securities (except for transmission or transposition) shall not be processed after 05/12/2018 unless the securities are held in dematerialised form.
 14. In compliance with the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 , the Company is pleased to provide to the Members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means (Remote E- Voting Facility) and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically are as under:-
- The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Tuesday, 25th September 2018 at 09:00 a.m. and ends on Thursday, 27th September 2018 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, 21st September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The**

m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively . Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. Other information in respect of E- Voting / Voting on Resolutions by the members:.

- Facility of voting through Poll paper shall be made available at the 33rd Annual General Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the 33rd Annual General Meeting
 - Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the AGM.
 - Mr. Sridhar G. Mudaliar, Partner 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.
- IV. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and also will be communicated to the BSE Limited (BSE), where the shares of the Company are listed.

15. Route Map of the venue of the 33rd Annual General Meeting is provided to you at the end of this notice to make it convenient to you to attend the 33rd Annual General Meeting.

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

ITEM NO.3:

In the previous 32nd Annual General Meeting the appointment of M/s. Price Waterhouse, LLP, Chartered Accountants, Statutory Auditors was appointed till 37th Annual General meeting. The appointment of statutory auditors is subject to ratification in every Annual General Meeting. As per the provisions of section 40 of Companies (Amendment) Act, 2018, the proviso (1) of section 139 of Companies Act, 2013 regarding ratification of the appointment of Statutory Auditors is omitted. Hence it is proposed to ratify that appointment of statutory Auditors from 33rd Annual General Meeting until 37th Annual General meeting as in terms with the appointment of Statutory Auditors. As the appointment of Statutory Auditor is ratified till 37th Annual General Meeting, the said item shall not be placed until the 37th Annual General Meeting. Further the Board of Directors be and are hereby proposed to authorised to fix their scope of work and remuneration from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommend the resolution for acceptance by the members.

ITEM NO.4

The Board of Directors has appointed Mr. Seiji Hayakawa as an Additional Director of the Company with effect from 11th November 2017. As per the provisions of Section 161(1) of the Companies Act, 2013, (the Act) Mr. Seiji Hayakawa shall hold office as an Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director. Mr. Seiji Hayakawa is Japanese National and is having experience as CEO operations for asia region in Sharp Corporation Japan, had hold various positions in Sharp Group and is also Director in some of the other Sharp Group Companies. He has completed his education from Aoyama Gakuin University. He does not hold any shares in the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Seiji Hayakawa for the office of Director of the Company.

The matter regarding appointment of Mr. Seiji Hayakawa as a Director was placed before the Nomination and Remuneration Committee and it

has recommended his appointment.

Mr. Seiji Hayakawa has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for his appointment.

In compliance with the provisions of Section 161 of the Act, the appointment of Mr. Seiji Hayakawa as a Director is now being placed before the Members for their approval.

Except Mr. Seiji Hayakawa none of the directors, key managerial personnel or their respective relatives are interested in this resolution. He does not have any relationship with any other director of the Company. 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.

ITEM No.5:

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 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 clause (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 availed ECB Loan of Rs.1584.11 lacs from Sharp Corporation Japan and Inter corporate Loan of Rs. 585.00 lakhs from Sharp Software Development India Private Limited (SSDI) for capital expenditure. As per the loan agreement the ECB loan from Sharp Corporation is due for Repayment in the financial year 2018-19. The Inter corporate loan of Rs 300 Lacs from Sharp Software Development India Private Limited is due in year 2018-19

Your Company continues to rely on SC Japan for necessary financial and operational support. Considering the current situation for meeting the day today expenses in the financial year 2018-19, your company will need financial support from Sharp Corporation Japan and its subsidiaries.

The particulars of transaction 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 Lacs)	Period
Sharp Corporation - Japan	Reimbursement of expenses received /paid, repayment and any other activity relating to ECB Loan, payment of interest on ECB Loan and other transactions. Interest on ECB Loan and other transactions.	Rs.3000.00	1.4.2018 to 31.3.2019
Sharp Software Development India Private Limited	Repayment/ Rollover of Unsecured Loan , payment of Interest as per the terms of loan agreement and any other transaction relating to the loan	Rs. 700.00	1.4.2018 to 31.3.2019
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.	Rs.3000.00	1.4.2018 to 31.3.2019
Subsidiaries of Sharp Corporation, Japan in India and abroad	reimbursement of expenses paid/received	Rs.200.00	1.4.2018 to 31.3.2019

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 2017-2018.

Other information:

- 1) Name of the Related Party and relationship : As stated above
- 2) Name of the Directors / Key managerial Personnel who is related, if any- . Currently Mr. Masahiko Nakagawasai - Managing Director and Mr. Seiji Hayakawais nominated by Sharp Corporation, Japan on the Board of Sharp India Limited. Mr. Masahiko Nakagawasai & Mr. Seiji Hayakawa nominated by Sharp Corporation, Japan are related party.
- 3) Duration - as stated in the resolution.
- 4) Monetary value : Estimated Annual values as mentioned in the resolution
- 5) Nature, material terms and particulars of the arrangement : As stated above
- 6) 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 2018-2019.

Except Mr. Masahiko Nakagawasai, 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.5 of this Notice.

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

ITEM NO.6 :

Cost Audit is applicable to your company for the financial year 2018-2019. The Board of Directors on the recommendation of the Audit Committee have appointed M/s. C .S. Adawadkar , Practicing Cost

Accountant as the 'Cost Auditor' of the Company for the financial year ending 31st March 2019 to audit the cost records of the Company. As per section 148 (3) of the Companies Act, 2013 ,read with Rule no.14 of the Companies (Audit & Auditors)Rules 2014 the remuneration payable to the 'Cost Auditor' requires to be ratified by the members of the Company. Accordingly members are requested to ratify the remuneration payable to the 'Cost Auditor' for the financial year ending 31st March 2019 as set out in the resolution for the aforesaid services to be rendered by them .

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommend the resolution for acceptance by the members.

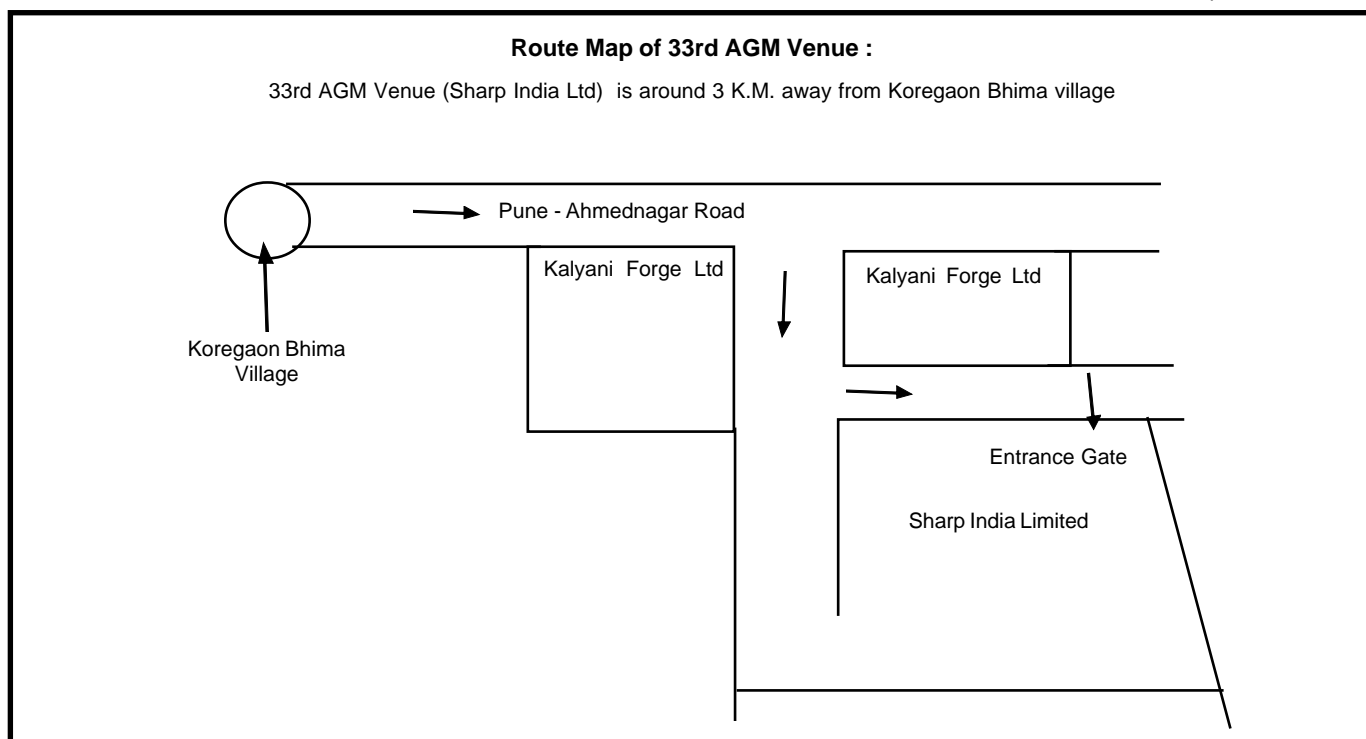
DISCLOSURES AND INFORMATION ABOUT DIRECTORS BEING APPOINTED OR REAPPOINTED AT THE ANNUAL GENERAL MEETING :

- ▶ **Mr.Masahiko Nakagawasai** : Mr. Masahiko Nakagawasai is aged 59 years and is 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 was also a Director in Sharp Business Systems (India) Pvt. Ltd.
- ▶ **Mr. Seiji Hayakawa** : Mr.Seiji Hayakawa,Non-executive Director of the Company, is aged about 57 years and is educated from Aoyama Gakuin University, Japan. He has held various positions in Sharp Group of Companies. He is a member of Risk Management Committee and Nomination & Remuneration Committee of Sharp India Limited. He does not hold any shares of the Company. He also serves on the Board of some other sharp corporation, Japan subsidiaries Companies abroad.

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

Date : 8th August 2018
Place : Pune

Chandranil Belvalkar
Company Secretary
Membership No.ACS-24015



DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Thirty Third Report together with the Audited Financial Statement of Accounts for the year ended on March 31, 2018.

1. FINANCIAL RESULTS

	Rs. In Lacs	
	Year ended	Year ended
	<u>March 31, 2018</u>	<u>March 31, 2017</u>
INCOME		
Sales and Services (Gross)	164.06	2,571.45
Less : Excise Duty & Service tax	(0.74)	(5.39)
Sales and Service income (Net)	163.32	2,566.06
Other Income	119.29	36.21
Total Income	282.61	2,602.27
EXPENDITURE		
Manufacturing and other expenses	943.52	3,647.12
Depreciation	163.79	170.95
Financial expense	140.82	153.78
Total Expenses	1248.13	3,971.85
PROFIT BEFORE TAX	(965.52)	(1,369.58)
PROVISION FOR TAX	0.00	0.00
NET PROFIT/(LOSS) FOR THE YEAR	(965.52)	(1,369.58)
PROFIT AND LOSS ACCOUNT,		
beginning of the year	(4,467.89)	(3,098.31)
PROFIT AND LOSS ACCOUNT,		
end of the year,	(5,433.41)	(4,467.89)

2. PERFORMANCE & OPERATIONS :

Gross Revenue from operations during the year under review was Rs. 282.61Lacs. The net loss of the company for the fiscal year 2017- 2018 is Rs. 965.52 Lacs. There was no production of LED TVs since April 2015 (Except in the month of August 2015) and of Air conditioners since June 2015 in the absence of any orders. The company is being receiving financial support from its holding company for its day to day operation.

3. MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE :

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

The Company is committed to achieving and adhering to the highest standards of Corporate governance and it constantly benchmark itself with best practices in this regards.

A report on corporate governance for financial year 2017-18 along with a certificate issued by the Company Secretary in whole time practice confirming compliance with the mandatory requirements as stipulated in chapter IV of the listing regulations, forms part of this report.

4. CERTIFICATES AND MARKS:

Your Company continues to be an ISO 14001 and ISO 9001 certified Company.

5. INDUSTRIAL RELATIONS:

Industrial Relations have been and continue to be harmonious and cordial

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

The Board of Directors based on the recommendations of the Audit Committee in the meeting held on 9th August 2017, has appointed M/s Price Waterhouse, LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of five years from the conclusion of 32nd annual general meeting till the conclusion of 37th annual general meeting of the Company. The provision for ratification of appointment of statutory auditors is omitted under the Companies amendment Act 2017 notified on 7th May 2018. Hence it is proposed to ratify the appointment of M/s Price Waterhouse, LLP, and Chartered Accountants as Statutory Auditors of Company till the conclusion of 37th Annual General Meeting of the Company.

Members are requested to consider and approve the ratification of the appointment of statutory Auditors M/s Price Waterhouse, LLP. Chartered Accountants till the conclusion of 37th Annual General Meeting of the Company and authorise the Board to fix their Scope of Services and remuneration.

ii) Cost Auditors:

The Board of Directors have appointed M/s. Chandrashekhar. S. Adawadkar , Practicing Cost Accountant, as the Cost Auditor for the financial year ended on 31st March, 2018 upon recommendation of the Audit Committee .M/s. Chandrashekhar S Adawadkar, Cost Accountant will submit the cost audit report along with annexure to the Central Government (Ministry of Corporate Affairs) in the prescribed form within specified time and at the same time forward a copy of such report to your company.

The Board of Directors have appointed M/s. Chandrashekhar.S. Adawadkar & Co. Practicing Cost Accountant, to conduct the Cost Audit of the Company for the financial year ending on 31st March, 2019 upon recommendation of the Audit Committee . The Remuneration payable to the Cost Auditors for the financial year 2018-2019 requires ratification by the members of the Company. The same is put before the members of the company for their consideration and approval.

iii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company appointed M/s. SVD & Associates , Practicing Company Secretaries as the 'Secretarial Auditors' of the company for the financial year 2017-2018,

The Secretarial Audit Report given by M/s. SVD & Associates, Practicing Company Secretaries for the financial year 2017-2018 is annexed as Annexure - C.

7. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, as amended, the extract of the Annual Return in Form MGT 9, is provided as an 'Annexure -A' to this report.

Corporate Governance

In terms of regulation 34 of SEBI LODR regulation 2015 the report on Corporate Governance along with the Certificate of Compliance forms part of this report.

8. NUMBER OF MEETINGS OF THE BOARD

During the year under review, Four Board Meetings were convened on 15th May 2017, 9th August 2017, 11th November 2017 and 7th February 2018 and the gap between the said meeting did not exceed 120 days as prescribed under relevant provisions of Companies Act, 2013, the rules made thereunder and Listing regulations relating to Corporate Governance. The details of which are given in the Corporate Governance Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(1) (c) and 134 (5) of the Companies Act, 2013, in respect of Directors' Responsibility Statement, it is hereby confirmed that:

- a) In the preparation of the annual accounts for the financial year ended on 31st March 2018, the applicable accounting standards have been followed and that there are no material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Board had on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The policy is appended as 'Annexure - B' to this Report.

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

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

ii. Positive attributes of Directors:

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

iii. Independence of Independent Directors:

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

12. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE (1) BY THE AUDITOR IN HIS REPORT (2) BY THE COMPANY SECRETARY IN PRACTICE IN HIS SECRETARIAL AUDIT REPORT:

The Statutory Audit Report, Secretarial audit report and the Cost Audit Report for the financial year ended 31st March 2018 do not contain any comments qualifications, reservations, adverse remarks or disclaimer.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The Company has not given any loans, guarantees or has not made any investments during the financial year 2017-2018 under review.

14. RELATED PARTY TRANSACTIONS:

During the Financial year the Company has entered in to contracts or arrangements with the related parties in the ordinary course of business and on arm's length basis. Prior approval of the Audit Committee was obtained for all the related party transactions entered into by the Company for the financial year ended on 31st March 2018. A statement giving details of all related party transactions entered pursuant to the approval so granted is placed before the Audit Committee for their review on quarterly basis. The policy on related party transactions as approved by

the Board of Directors has been displayed on the website of the Company: www.sharpindialimited.com.

During the period under review, no material transactions were entered with the related parties, There were no material individual transactions with related parties accordingly AOC-2 is not applicable to Company.

15. THE STATE OF THE AFFAIRS OF THE COMPANY:

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

16. THE AMOUNT, IF ANY, WHICH, IT PROPOSES TO CARRY TO ANY RESERVES: Nil

17. THE AMOUNT, IF ANY, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND: Nil.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT: NIL

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO etc.:

Conservation of Energy & Technology Absorption etc.:

In line with the company's policy towards conservation of energy initiatives are planned and implemented across the company and all units continue with their efforts aimed at improving energy efficiency through various measures to reduce wastage and optimize consumption. Your company continues with its efforts aimed at improving the energy efficiency by adopting various measures to conserve the energy and places very much importance for the conservation of energy and is conscious about its responsibility to conserve energy, power and other energy sources. The Company is conscious about its responsibility towards environment protection and it lays great emphasis towards a safe and clean environment and continues to adhere to all regulatory requirements and guidelines.

Your company strongly and religiously follows and practices the 3E Policy i.e. -

- a) **Eco-positive Product** - Products having less usage of resources and are safe for use,
- b) **Eco-positive Operation** - Reduce adverse impact on environment during Manufacturing processes
- c) **Eco-positive Relationship.** - Enhance corporate value during involvement of Employees

Even though the nature of company's operations is not energy-intensive, in line with the company's commitment towards conservation of energy, all departments in the company continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction by your company are as given below: Making constant efforts to reduce consumption of energy, light, oil, water & fuel in following ways: (i)Reduction of energy consumption by turning off

lights, personal computers, fans and other electronic equipments when not in use; (ii)Timely maintenance and up-gradation of machinery & equipments;(iii)Plantation of trees in the factory (v).Awareness programs towards optimum utilization of natural resources at managerial as well as employee level; (v) Timely repairs & maintenance of water taps in the factory..

Your company manufactures the products under the Technical collaboration Agreement entered with Sharp Corporation Japan. The technology provided by Sharp Corporation, Japan is being absorbed and the company continues to utilize the same.

Expenditure on Research & Development :

Amount Rs. Lacs

Capital	-
Recurring	34.21
Total	34.21
Total R&D Expenditure as a percentage of total sales turnover	20.85%

Foreign Exchange Earnings and Out go:

Amount Rs. Lacs

Foreign Exchange outgo	25.50
Foreign Exchange earning	96.78

20. RISK MANAGEMENT POLICY:

The Company has in place a Risk Management Policy pursuant to section 134 of the Companies Act, 2013. Your company believes that managing and mitigating the risk maximizes the returns. The company has setup a Risk Management Committee duly approved by the Board of Directors. Risk management comprises of all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks. The Committee identifies all strategic, operational & financial risks by analyzing and assessing the operations of the company. The company has laid down procedures for the risk reporting. The details of risks identified along with measures adopted to control the risks, is placed before the Board & Audit Committee quarterly for their evaluation & suggestions.

21. CORPORATE SOCIAL RESPONSIBILITY POLICY: This policy is not applicable to the Company at present.

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

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

23. THE DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

Directors Appointed and Resigned:

Mr. Kozunori Ajikawa had resigned as Director of Company with effect from 14th July 2017. The Board places on record its sincere appreciation for valuable contribution during his tenure as Director.

Mr. Seiji Hayakawa was appointed as Additional Director of the Company with effect from 11th November 2017 and shall hold the office as Director till ensuing Annual General Meeting. A notice proposing the candidature for appointment as Director of Company under section 160 of the Companies Act, 2013 has been received from a member of Company. Mr Seiji Hayakawa is proposed to be appointed as non - executive Director of Company.

Appointment and Resignation of Key Managerial Person:

During the period, Mr. Mayuresh Vaze has resigned as Company secretary of the Company with effect from 30th September 2017. The Board places on record its appreciation for his service and assistance. Mr. Chandranil Belvalkar was appointed as Company Secretary with effect from 23rd October 2017. He is the member of institute of Company Secretaries of India and has eight years of service experience in Companies.

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

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company Mr. Masahiko Nakagawasai retire by rotation as Director of the Company and being eligible he has offered himself for re-appointment.

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

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

25. DEPOSITS:

Your Company has not accepted any Fixed Deposits during the year under review.

26. SECRETARIAL STANDARDS

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

27. SIGNIFICANT AND MATERIAL ORDERS :

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

28. INTERNAL FINANCIAL CONTROLS :

The Company has appropriate and adequate internal financial control systems in place considering the nature and size of the business, These are regularly tested by Internal and statutory Auditors of the company. The Internal Audit observations & the corrective/ follow-up actions are reported to the Audit Committee.

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

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

30. COMPOSITION OF THE AUDIT COMMITTEE ETC.:

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

31. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

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

32. FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS:

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

33. POLICY UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Company has zero tolerance for sexual harassment at the workplace and in terms of the provisions of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a policy to prevent sexual harassment of women at the workplace. The policy aims to provide protection to the women employees at the workplace and prevent and redress the complaints of sexual harassment at the workplace. During the year under review your company has not received any complaints of sexual harassment of women at the workplace and there were no cases filed pursuant to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. ACKNOWLEDGEMENTS :

Your Directors express their gratitude for the valued and timely support and guidance received from Sharp Corporation, Japan and also wish to place on record their appreciation for the co-operation extended by the Bankers, Financial Institutions and its valued investors. The Board also acknowledges the untiring efforts and contribution made by the company's employees.

For and on behalf of the Board of Directors

Date: 8th, August, 2018	Masahiko Nakagawasai	Bhumika Batra
Place : Pune	Managing Director	Director
	DIN : 05274985	DIN : 03502004

Annexure- A

FORM NO. MGT- 9

EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L 36759MH1985PLC036759
2.	Registration Date	5th July 1985
3.	Name of the Company	Sharp India Limited
4.	Category/Sub-category of the Company	Public Company Limited by Shares
5.	Address of the Registered office & contact details	Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412 216, Tel No. 91-02137-252417 Fax No. 91-02137-252453
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited, 202, 2nd Floor, Akshay Complex, Off. Dhole Patil Road, Near Ganesh Mandir, Pune - 411 001 Phone No.91-020 -26161629 Fax No.91-020 - 26163503

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Air Conditioner Parts	2819	98.61%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SR.No.	Name & Address of the Company	CIN/GLN	Holding /Subsidiary Associate Company	Percentage of Shares Held	Applicable section
1.	Sharp Corporation, 1, Takumi -Cho, Sakai-ku, Sakai- City, Osaka, 590-8522, Japan.	NA	Holding Company	75.00%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0.00	0	0	0	0	0.00
a) Individual/ HUF	0	0	0	0.00	0	0	0	0	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
f) Any other	0	0	0	0.00	0	0	0	0	0.00
Sub-total (A1)	0	0	0	0.00	0	0	0	0	0.00
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Others- Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corporate	19458000	2800	19460800	75.01	19458000	0	19458000	75.00	(0.01)
d) Banks/Financial Institutions	0	0	0	0.00	0	0	0	0	0.00
e) Any others	0	0	0	0.00	0	0	0	0	0.00
Sub-Total (A2)	19458000	2800	19460800	75.01	19458000	0	19458000	75.00	(0.01)
Total Shareholding of Promoters A= (A1) + (A2)	19458000	2800	19460800	75.01	19458000	0	19458000	75.00	(0.01)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	1700	1700	0.00	0	1700	1700	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) FIs	0	0	0	0.00	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i) Others (specify) Foreign Portfolio Investors	0	1200	1200	0.00	0	1200	1200	0	0.00
Sub-total (B)(1):-	0	2900	2900	0.01	0	2900	2900	0.01	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	211252	11480	222732	00.85	190376	11480	201856	0.78	(0.08)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2826384	844689	3671073	14.15	2654877	823188	3478065	13.41	(0.74)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2010064	33100	2043164	7.87	2311022	0	2311022	8.91	1.03
c) Others (specify)									
Non Resident Indians (Repat)	84258	1100	85358	00.32	79426	1100	80526	0.31	(0.01)
Non Resident Indians (Non- Repat)	7903	0	7903	00.03	39733	0	39733	0.15	0.12
Clearing Members	125965	0	125965	00.48	39978	0	39978	0.15	00.88
Hindu Undivided family	323605	500	324105	01.25	331420	500	331920	1.28	(0.33)
Sub-total (B) (2):-	5589431	890869	6480300	24.98	5646832	836268	6483100	24.99	0.01
Total Public Shareholding (B) = (B) (1) + (B) (2)	5589431	893769	6483200	24.99	5646832	839168	6486000	25.00	0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	00.00	00.00
Grand Total (A+B+C)	25047431	896569	25944000	100.00	25014832	839168	2594000	100	00.00

ii) Shareholding of Promoter -

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sharp Corporation, Japan	19,460,800	75.01	0.00	19,458,000	75.00	0.00	(0.01)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the Year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	19,460,800	75.01	19,460,800	75.01
1	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): Purchased in the mandatory open offer made to public shareholders in November 2016 / December 2016 Shares were credited to Sharp Corporation on 22.09.2017.	10,320	0.01	10,320	0.01
2	Sell of shares on 12th January 2018 to meet the minimum public shareholding requirement in terms of Rule 19A of Securities Contracts (Regulation) Rules, 1957 and approval of SEBI received on 22nd December 2017.	(13,120)	(0.05)	(13,120)	(0.05)
	At the end of the year	19,458,000	75.00	19,458,000	75.00

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01-04-2017)		Increase/ (Decrease) in the shareholding during the year		Shareholding at the end of the year (31-03-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Manu Gopaldas Chhabria	211422	0.81	68903	0.26	280325	1.08
2	M. Shikar	266009	1.02	10601	0.04	276610	1.07
3	Hitesh Ramji Javeri	60101	0.23	122469	0.47	182570	0.70
4	S.S. Seema	119229	0.46	0	0	119229	0.45
5	Mayur Shah	113500	0.44	0	0	113500	0.43
6	M Rekha	103143	0.40	0	0	103143	0.40
7	Harsha Hitesh Javeri	0	0	76427	0.29	76427	0.29
8	Radhabai Ramji Javeri	0	0	55917	0.21	55917	0.21
9	Jigna S Chheda	54000	0.21	0	0	54000	0.20
10	Mitesh Chandulal Gandhi	19100	0.07	25,100	0.10	44200	0.17
11	Sampat Reddy Baddam	50406	0.19	(6401)	(0.02)	44005	0.17
12	R Sriramanan	64120	0.25	(24120)	(0.09)	40000	0.15
13	Global worth Securities Ltd	42060	0.16	(42060)	(0.16)	0	0

Note: Shares have increased or decreased due to transfer of shares

v) Shareholding of Directors and Key Managerial Personnel:

SN	Names of Directors & Key managerial Personnel	Shareholding at the beginning of the year (01.04.2017)		Increase/ (Decrease) in the shareholding during the year		Shareholding at the end of the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr.Masahiko Nakagawasai- Managing Director	0	00.00	0	0.00	0	00.00
2	Mr. Seiji Hayakawa - Director	0	00.00	0	0.00	0	00.00
3	Mr. Kazunori Ajikawa - Director	0	00.00	0	00.00	0	00.00
4	Mr. Prashant Asher- Independent Director	0	00.00	0	00.00	0	00.00
5	Ms.Bhumika Batra - Independent Director	0	00.00	0	0.00	0	00.00
6	# Mr.Sunil K.Sane- Chief Financial Officer	10	00.00	0	0.00	10	00.00
7	Mr. Mayuresh Vaze-Company Secretary	0	00.00	0	0.00	0	00.00
8	Mr. Chandranil Belvalkar-Company Secretary	0	00.00	0	0.00	0	00.00

- Mr.Kazunori Ajikawa has resigned as Director of Company w.e.f 14th July 2017 and Mr. Seiji Hayakawa was appointed as additional Director w.e.f 11th November 2017.
- Mr. Mayuresh Vaze has resigned as Company Secretary w.e.f 30th September 2017 and Mr. Chandranil Belvalkar was appointed as Company Secretary w.e.f 23rd October 2017. # - Mr.Sunil K.Sane has been appointed as the Chief Financial Officer w.e.f .8th February 2017.

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits (Rs.In Lacs)	Unsecured Loans (Rs. In Lacs)	Deposits (Rs. In Lacs)	Total Indebtedness (Rs. In Lacs)
Indebtedness at the beginning of the financial year (01-04-2018)				
i) Principal Amount	0	1,884.11	0	1,884.11
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	1,884.11	0	1,884.11
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (31-03-2018)				
i) Principal Amount	0	1,884.11	0	1,884.11
ii) Interest due but not paid	0	55.26	0	55.26
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	1939.37	0	1939.37

VI. Remuneration of Directors & Key Managerial Personnel :

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Total Amount in Rupees	
		*Mr.M.Nakagawasai (Managing Director)	Total amount in Rupees
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,20,000	13,20,000
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	39,600	39,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit		
	- others, specify...		
5	Others, please specify, Employer's Contribution to Provident Fund	0	0
	Total (A)	13,59,600	13,59,600
	** Ceiling as per the Companies Act. 2013	**	**

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount In Rupees
		Mr. Prashant Asher	Ms. Bhumika Batra	
1	Independent Directors			
	@ Sitting Fee for attending board & committee meetings	3,67,500	3,75,000	7,42,500
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (1)	3,67,500	3,75,000	7,42,500
2	Other Non-Executive Directors	Mr.Kazonori Ajikawa (for the period from 1.04.2017 to 14.07.2017)	Mr.Seiji Hayakawa (For the period from 11.11.2017 to 31.03.2018)	0
	@ Sitting Fee for attending board & committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (2)	0	0	0
	Total (B)= (1+2)	3,67,500	3,75,000	7,42,500
	Total Managerial Remuneration (A+B)	-	-	21,02,100
	@Overall Ceiling as per the Act	-	-	-

** - Remuneration paid to the Managing Director is within the limits of the Companies Act 2013,

@ Sitting fees paid to the Directors are within the limits of the Companies Act 2013.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

No	Particulars of Remuneration	Total Rupees			Total Rupees
		Mr. Sunil K.Sane (Chief Financial officer)	Mr.Mayuresh Vaze (Company Secretary) for the period from 01.04.2017 to 29.09.2017.	Mr. Chandranil Belvalkar (Company Secretary) for the period from 23.10.2017 to 31.03.2018	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	15,35,106 1,88,839 0	4,50,761 9,721 0	3,85,458 9,167 0	23,71,324 2,07,727 0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit others, specify...	0 0 0	0 0 0	0 0 0	0 0 0
5	Others, please specify Employers' Contribution to Provident Fund Employer's Contribution to Superannuation Fund	61,488 76,860	12,315 0	13,966 0	164,629 0
	Total	18,62,293	4,72,797	4,08,591	27,43,680

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
B. DIRECTORS					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
C. OTHER OFFICERS IN DEFAULT					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

Annexure- B
NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

- 1.1 Sharp India Limited (the 'Company') recognizes the importance of attracting, retaining and motivating personnel of high caliber and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals besides securing the confidence of the shareholders in the sound management of the Company. For the purpose of attaining these ends, the Company has constituted a Nomination and Remuneration Committee which is entrusted with the task of devising a transparent reasonable and fair policy of remuneration for its directors,
- 1.2 key managerial personnel and other employees.
- 1.3 The Companies Act, 2013 vide sub-section (3) of section 178, the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (listing Obligations & Disclosure Requirements) Regulations 2015 as amended by the Securities and Exchange Board of India vide Master Circular dated April 17, 2014 makes it mandatory for the Board of Directors of every listed company to constitute a Nomination and Remuneration Committee.
- 1.4 The objective of the Nomination and Remuneration Committee is to assist the Board of Directors of the Company and its controlled entities in fulfilling its responsibilities to shareholders by :
- 1.4.1. ensuring that the Board of Directors is comprised of individuals who are best able to discharge the responsibilities of directors in consonance with the Companies Act, 2013 and the norms of corporate governance and
- 1.4.2. ensuring that the nomination processes and remuneration policies are equitable and transparent.
- 1.5 The responsibilities of the Nomination and Remuneration Committee include :
- 1.5.1 formulating a criteria for determining qualifications, positive attributes and independence of a director;
- 1.5.2 recommending to the Board of Directors a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel.
- 1.5.3 formulating a criteria for evaluation of performance of Independent Directors and the Board of Directors and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director;
- 1.5.4 devising a policy on Board diversity; and
- 1.5.5 identifying persons who are qualified to become directors and who may be appointed as part of the 'senior management' or core management team of the Company in accordance with the criteria laid down, and recommending to the Board of Directors the appointment and removal of such personnel.
- 1.6 This Nomination and Remuneration Policy has been formulated with a view to :
- 1.6.1 devise a transparent system of determining the appropriate level of remuneration for the directors ,

key managerial personnel and senior management personnel .

1.6.2 encourage directors , key managerial personnel and senior management personnel to perform to their highest level;

1.6.3 provide consistency in remuneration for the directors , key managerial personnel and senior management.

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

2. DEFINITIONS

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

2.1 'Board' means the Board of Directors of Sharp India Limited or the Company.

2.2 'Committee' means the Nomination and Remuneration Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Companies Act, 2013.

2.3 'Director' means a director appointed on the Board of the Company including executive; non-executive; and independent directors.

2.4 Key managerial personnel' includes managing director, or Chief Executive Officer or manager and in their absence, a whole-time director; company secretary; and Chief Financial Officer.

2.5 'Member' means a director of the Company appointed as member of the Committee.

2.6 'Nomination and Remuneration Policy' shall mean the policy of remuneration of directors, key managerial personnel an senior management personnel of the Company determined by the Nomination and Remuneration Committee.

2.7 'Senior management' means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

3. NOMINATION AND REMUNERATION COMMITTEE

3.1 The Committee shall be formed by the Board of the Company. It shall consist of three or more non-executive directors out of which not less than one-half shall be independent directors. The Board of the Company shall nominate directors as Members of the Committee from time to time.

3.2 The Chairman of the Committee shall be an independent director but shall not be the Chairperson of the Company. He shall be present at the Annual General Meeting, to answer the shareholders' queries and may determine as to who should answer the queries. If the Chairperson is unable to attend the annual general meeting, any other member of the committee authorized by him in this behalf shall attend the annual general meeting

4. LETTER OF ENGAGEMENT OR CONTRACT OF EMPLOYMENT

4.1 Non-executive independent directors shall enter into a letter of engagement with the Company, the terms and conditions of which shall be approved by the Board. The letter of engagement shall set forth the terms and conditions of the

engagement, the performance expectations for the position, the remuneration package and added incentives for the director, if any, the availability of the latter being contingent upon fulfillment of certain expectations of the Company measured by benchmarks of performance defined by the Company.

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

5. REMUNERATION STRUCTURE

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

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

5.1.1 Fixed Remuneration

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

5.1.2 Performance Based Remuneration or Incentive-Based Payments

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

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

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

benefits such as salaries, social security contributions, and post-employment benefits such as gratuity, pension retirement benefits etc.

5.2 REMUNERATION TO NON-EXECUTIVE DIRECTORS

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

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

6. DISCLOSURES:

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

7. REVIEW AND IMPLEMENTATION

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

8. AMENDMENT

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

**Annexure- C
Form No. MR-3**

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sharp India Limited
Pune

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sharp India Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and The Companies Amendment Act, 2017 and the rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (in so far as they are applicable to the Company)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (not applicable to the Company during the Audit period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued; (not applicable to the Company during the Audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period)
- (vi) No law is specifically applicable to the Company.

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

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

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried

out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc except that:

1. The promoter has divested 13120 equity shares of the Company for compliance with the minimum public shareholding requirement.
2. The Company's name was shortlisted by BSE Limited under Graded Surveillance Measures (GSM) - Stage II

3. The Company observed Block closure for all its Bargainable Employees for the period 08th May, 2017 to 24th May, 2017 and 06th January, 2018 to 03rd February, 2018.
4. A special resolution was passed in the Annual General Meeting held on 27th September, 2017, for appointment of Mr. Masahiko Nakagawasai as the Managing Director of the Company for a period of three years w.e.f. 29th September 2016.

For SVD & Associates
Company Secretaries

Sridhar G. Mudaliar
Partner

Date : 08.08.2018
Place : Pune

FCS No: 6156
C P No: 2664

Note : This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE- A TO SECRETARIAL AUDIT REPORT

To
The Members
Sharp India Limited
Gat No.686/4, Koregaon Bhima
Tal: Shirur. Dist : Pune - 412 216
Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates
Company Secretaries

Sridhar G. Mudaliar
Partner

Date: 08.08.2018
Place : Pune

FCS No: 6156
C P No: 2664

Annexure- D

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

- (a) The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-2018;

Name of the Director	Ratio to Median Remuneration
Mr.Masahiko Nakagawasai- Managing Director*	4.18
Mr. Seiji Hayakawa Non executive Director	0
Mr. Kazunori Ajikawa Non Executive Director	0
Mr. Prashant Asher Independent Director	1.13
Ms. Bhumika Batra Independent Director	1.15

- (b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;-2017-2018

Name of the Director	Percentage increase/ (decrease) in Remuneration
Mr.Masahiko Nakagawasai Managing Director	(5.52)
Mr. Prashant Asher- Independent Director	(18.25)
Ms. Bhumika Batra Independent Director	(19.61)
*Mr. Sunil K Sane, Chief Financial Officer	4.11
**Mr. Mayuresh Vaze Company Secretary	17.60

- Percentage in the bracket indicate negative percentage

Note for (a) and (b) :

*In note (b) the previous year remuneration of Mr. Sunil Sane, CFO is annualized for the purpose of above calculation.

**In (b) as Mr. Mayuresh vase was holding his post for part of the year, his remuneration is annualized for the purpose of above calculation.

- (c) The Percentage increase (decrease) in the median remuneration of employees in the financial year : 1.47%

- (d) **The number of permanent employees on the roll of the Company as on 31.03.2018: 129**

- (e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

(1) The average percentage increase in salaries of the employees other than managerial personnel in the financial year 2017-2018 was Nil

(2) The average percentage increase in the managerial remuneration for the financial year 2017- 2018 was Nil

Company does not pay any variable component of remuneration to any of its directors.

- (f) **affirmation that the remuneration is as per the remuneration policy of the Company**

The Company affirms that the remuneration paid is as per the remuneration policy of the Company.

- (g) **Information required under Section 197 (12) of the Companies Act, 2013 read with rule 5 (2) (i) to (iii) of the Companies (Appointment and remuneration of managerial personnel) Rules 2014 is not given since there is no employee who received remuneration in excess of the limits prescribed therein.**

MANAGEMENT DISCUSSION & ANALYSIS

In the current scenario whereby the Company's financials are stressed, the Company is making all possible efforts to keep the expenses and debtor's level at the minimum possible.

Industry Structure & Development:

The Indian Consumer electronics Industry has undergone big changes, in the last two decades. Due to constant technological advancements and cut throat competition, new products with latest technologies are introduced in the market at very short intervals. Your Company is principally engaged in the manufacturing of liquid crystal display televisions (LED TVs) and Air Conditioners (AC).

The demand for Flat panel televisions has increased considerably due to verity and stiff competition Changing technology and consumer expectations have led to the continuous gradation in this product. This has led to the growth of the flat panel market to smart televisions. The Demand for Air conditioners is increasing due to constant increase in temperature easy finance availability has increased the purchasing power of customers.

The online portals offering nail biting prices has influenced the buyer to go the buy button and interest free EMI schemes offered by various credit card companies have been catalytic to this growth. Such online distribution channel has been emerging gradually in the recent years owing to the busier lifestyles of the population and the benefit of comfort provided by these online sales portals. This in tune has drastically increased the demand for consumer goods.

Financial and Operational Performance:

The financial highlights for the fiscal 2017-2018 are dealt with in the Directors' Report. During the current year under review, your company has made a loss of Rs.965.52 Lacs. This was mainly due absence of any orders for the products resulting in to substantial drop in the sale in the year 2017-2018.

We believe our strengths give us the competitive advantage to position ourselves as a leading innovative electronics products company. Our strategic objective is to build

a sustainable organization that remains relevant to the requirements of consumer while generating profitable growth for our investors.

Risk Management:

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

Internal Control Systems and Their Adequacy:

Your company has in place proper and adequate internal audit and internal control system which is commensurate to the size and nature of the business of the company.

The internal audit is based on an internal audit plan, which is reviewed each year in consultation the audit committee. The audit committee reviews audit reports submitted by the internal auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action.

Human Resources

Your company continues to maintain a cordial and healthy atmosphere with the employees at all levels. The Company continues to believe that the culture of sharing knowledge within the employees and involving them to be part of the solution, enables the Company curtail costs and excel. In the current economic scenario, the focus was on aligning HR to support cost control and conserve cash, while ensuring organizational confidence and employee motivation, to enable the Company sail through the current challenges and prepare itself for the future opportunities.

Industrial relations were cordial during the year under review. The total number of employees as on March 31, 2018 is 129.

CAUTIONERY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be treated as 'Forward Looking Statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a down trend in consumer durable industry, significant changes in government policies, laws and political environment in India or abroad and also exchange rate fluctuations, interest and other costs.

CORPORATE GOVERNANCE

Corporate Governance contains a set of principles, process and systems to be followed by Directors, Management and all Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, the Company is committed to integrity, accountability, transparency and compliance with laws in all dealings with the Government, customers, suppliers, employees and other stakeholders. The necessary information as stipulated by SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 is incorporated in the present annual report at appropriate places to ensure adequate disclosures. Towards this end, the information given under this section, the 'Management Discussion and Analysis' and the 'Shareholder Information' together constitute the report on Corporate Governance for the financial year 2017 -2018.

COMPOSITION OF THE BOARD, ATTENDANCE, NO. OF BOARD MEETINGS & OTHER COMMITTEE MEETINGS HELD ETC. :

The Board of Directors of the Company represents an optimum

combination of Executive Directors, Non - Executive directors and Independent Directors with atleast one woman Director as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The total strength of the directors is four. There are Two Directors relating to the promoters and out of which one is Managing Director and the other is Non- Executive Director. There are two Non-Executive Independent Directors. The details of number of meetings held and attended by the directors and other related information is given in Table 1.

The Board Meetings are generally held in Pune. During the financial year under review, 4 (Four) Board Meetings were held on 15th May 2017, 9th August 2017, 11th November 2017 and 7th February 2018 respectively and the time gap between two consecutive meetings did not exceed One hundred and Twenty days. Table 1 gives the composition of the Board, the category of the Directors, their attendance record and the number of other directorships held by them. Further the necessary Quorum was present at all the Board Meetings.

Table 1: Details about Board of Directors and their Board Meeting etc. , attendance & committee membership /Chairmanship details during the year 2017- 2018:

Name of Director	Category	Number of Board Meetings held	Number of Board Meetings Attended	Whether attended last AGM	No. of directorships of other public limited companies	Number of Committees in which Chairman / Member (Other than Sharp India Limited)	
						Chairman	Member
b) Mr.M.Nakagawasai	Executive Managing Director	4	4	Yes	0	0	0
c) +Mr.K.Ajikawa	Non -Executive Director	4	1	-	0	0	0
a) ++ Mr. Seiji Hayakawa	Non -Executive Director	4	1	-	0	0	0
d) Mr. Prashant Asher	Non Executive Independent	4	4	No	5	0	2
e) Ms. Bhumika Batra	Non Executive Independent	4	4	Yes	8	1	4

Notes :

- (1) + Mr. Kazunori Ajikawa resigned as a non-executive Director of the Company w.e.f. 14th July 2017.
- (2) ++Mr.Seiji Hayakawa has been appointed as an additional director of the Company w.e.f. 11th November 2017.

None of the directors is a Member of more than 10 Board level committees of the public Companies in which they are directors or is a Chairman of more than 5 such committees as included for the purposes of Corporate Governance laid down by SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies.

*For this purpose Audit Committee & Stakeholder's Relationship & Share Transfer Committee only have been considered as stipulated in aforesaid regulations.

Information placed before the Board:

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

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

Relationship between the Directors inter- se: There is no relationship between the directors inter-se.

No of Shares & Convertible instruments held by the Non-Executive Directors : Nil

Meeting of Independent Directors: The meeting of Independent Directors' was held on Monday, 19th March 2018 to discuss, (a) performance of Non-Independent Directors and the Board as a whole; (b) the performance of the Chairman of the Company, (c) the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

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

DIRECTORS' ATTENDANCE RECORD FOR AUDIT COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2017-2018:

Name of Director	Audit Committee Meetings			Nomination & Remuneration Committee Meetings		
	Number of Meetings Held	Number of Meetings Attended	Position Held	Number of Meetings Held	Number of Meetings Attended	Position Held
a) Mr.M. Nakagawasai	4	4	Member	-	-	-
b) Mr. Prashant Asher	4	4	Member	2	2	Member
c) Ms. Bhumika Batra	4	4	Chairman	2	2	Chairman
d) *Mr.K.Ajikawa	-	-	-	2	1	Member
e)* Mr. Seiji Hayakawa	-	-	-	2	-	Member

* Mr. Kazunori Ajikawa resigned as a non-executive Director of the Company w.e.f. 14th July 2017 and also ceased to be member of nomination & Remuneration committee. Mr. Seiji Hayakawa has been appointed as member of Nomination & Remuneration Committee w.e.f. 11th November 2017.

AUDIT COMMITTEE :

Terms of References of the Audit Committee :

The terms of references of the Audit Committee inter -alia includes:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) Monitoring the end use of funds raised through public offers and related matters.
- (ix) Such other matters as are required to be mandatorily reviewed by the Audit Committee, and also the matters which are within the powers, role & scope of the Audit Committee and as defined in the Companies Act 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Composition of the Committee etc.:

The Audit Committee consist of two non- executive independent directors and one executive director (Managing Director) of the Company since the beginning of the year. It consists of Ms. Bhumika Batra (Chairman), Mr. Prashant Asher and Mr. Masahiko Nakagawasai - Managing Director

All the members are financially literate and at least one member has accounting or related financial management expertise.

The representatives of Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings.

No & Date of the Meetings Held : The Audit Committee met 4 (four) times in the year on 15th May 2017, 9th August 2017, 11th November 2017 and 7th February 2018. The Audit Committee Chairperson, Ms. Bhumika Batra attended the last annual general meeting held on 27th September 2017. The Company Secretary of the Company also acts as the Secretary to this Committee. The attendance of the committee members is given in the separate table attached. The Audit Committee inter alia reviews on quarterly basis the reports submitted by Internal

Auditors, Unaudited and Audited Financial Results and also reviews the matters falling within the scope of the committee as defined by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE :

Terms of References of Nomination & Remuneration Committee :

The terms of reference of the Nomination and Remuneration Committee include the matters specified under SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as well as those in Section 178 of the Companies Act, 2013 and inter-alia includes the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
- v. Formulation of policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management involving a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Composition of the Committee etc.:

The Committee consists of three Non-Executive Directors, and two of these directors are Independent Directors. This committee at the beginning of the year consisted of Ms. Bhumika Batra (Chairman) and Mr. Prashant Asher and Mr. Kazunori Ajikawa as the members. Mr. Kazunori Ajikawa resigned as Director of Company w.e.f 14th July 2017 and hence ceased to be the member of Committee. consequently on 11th November 2017 committee was re-constituted by inducing Mr. Seiji Hayakawa as member of Committee. Two meetings of this Committee were held during the financial year under review on 15th May 2017 and 11th May 2017. The attendance of the committee members is given in the separate table attached and the remuneration paid to the Directors is provided elsewhere in this report.

Remuneration Policy: Remuneration policy adopted by the Committee has been given separately as an Annexure- B to the Directors Report.

Performance Evaluation criteria for all Directors:**i. Qualifications of Director:**

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

ii. Positive attributes of Directors:

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

iii. Independence of Independent Directors:

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

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

There have been no transactions or pecuniary relationships between the company and its Non-Executive and/or Independent directors during the financial year 2017 -2018.No payment other than the sitting fees was made to any of the Non- Executive Independent Directors, No director holds any shares in the company.

REMUNERATION TO DIRECTORS & CRITERIA FOR MAKING PAYMENTS TO EXECUTIVE & NON - EXECUTIVE DIRECTORS :

The details of the remuneration package for the financial year 2017-2018 of directors and relationship, if any are given in the following table:

Table 2

Name of the Director	Relationship With other Directors	Sitting Fees (Rs.)	Salaries & Perquisites (Rs.)	Total (Rs.)
Mr. M. Nakagawasai	None	NIL	1,359,600	1,359,600
*Mr. K.Ajikawa	None	Nil	Nil	Nil
*Mr. Seiji Hayakawa	None	Nil	Nil	Nil
Mr. Prashant Asher	None	3,67,500	0	3,67,500
Ms. Bhumika Batra	None	3,75,000	0	3,75,000

*Mr. Kazunori Ajikawa resigned as non-executive Director of the Company w.e.f. 14th July 2017 and Mr. Seiji Hayakawa has been appointed as an additional director of the Company w.e.f. 11th November 2017.

The payments made to the Managing Director are in the nature of salary and perquisites as approved by the Nomination & Remuneration Committee, the shareholders and if required by the Central Government as required by the Companies Act, 2013 and other applicable regulations. No other benefits/ stock options/bonuses, pensions are given to any of the Directors. There is no fixed component and performance linked incentive. The company has entered into the service agreement with the Managing Director for a period of three years from 29.09.2016 to 28.09.2019 and the notice period for termination of agreement is three months or as decided mutually. There are no severance fees payable to the Managing Director. The Company has not issued any stock options or any other convertible instruments to any of its Directors. The Company does not pay any remuneration to the non-executive independent directors except sitting fees. Rs.20,000/-are paid as sitting fees for attending every board meeting & audit committee meeting, Rs.10,000/-are paid for attending every nomination & remuneration committee meeting and Rs.7,500/-are paid for attending every stakeholder's

relationship and share transfer committee meeting.

STAKEHOLDER'S RELATIONSHIP AND SHARE TRANSFER COMMITTEE:

The Committee handles redressal of shareholders' and investors' complaints and oversees transfer of shares as well. The Committee consists of Mr.Prashant Asher (Chairman), Ms. Bhumika Batra and Mr. Masahiko Nakagawasai as the members of the committee. The Committee met 26 times during the year 2017-2018. All the members of the Committee were present for the committee meetings held during the financial year 2017-2018 except for one committee meeting Mr. Prashant Asher was absent in the committee meetings held on 26th May 2017. All queries pertaining to non-receipt of annual reports, transfer of shares, duplicate share certificates, change of address, dematerialization, rematerialization of shares, etc, were resolved to the satisfaction of the shareholders/investors. and there were no complaints received during of the financial year.

Mr. Chandranil Belvalkar, Company Secretary is the Compliance Officer. The Board has authorized Mr. Chandranil Belvalkar to expedite process of share transfer and investors' grievances redressal.

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

Risk Management Committee:Your Company has formed a Risk Management Committee though this is not a mandatory requirement. Risk Management Committee constantly access the various risks involved and suggests measures to minimize or nullify the risks, It submits its report to the board of directors and the audit committee.

MANAGEMENT DISCUSSION AND ANALYSIS :

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

DETAILS OF GENERAL BODY MEETINGS FOR LAST THREE YEARS:

Financial Year	Date	Time	Venue
March 31, 2015	September 30, 2015	11:00 a.m.	Registered Office
March 31, 2016	September 28, 2016	11:00 a.m.	Registered Office
March 31, 2017	September 27, 2017	12:00 noon	Registered Office

Special Resolutions during last three years:

- (1) A Special Resolution was passed in the 32nd Annual General Meeting held on 27th September 2017 for appointment of Mr. Masahiko. Nakagawasai as Managing Director of Company for the period of three years with effect from 29th September 2016 to 28th September 2019.
- (2) A Special Resolution was passed in the 31st Annual General Meeting held on 28th September 2016 for re- appointment of Mr. Tomio Isogai as the Managing Director of the Company for the period- 9th December 2015 up to 8thDecember 2018.
- (3) A Special resolution was passed in the 30th Annual General Meeting held on 30th September 2015 for re-appointment of Mr. Masahiko Nakagawasai as an Executive Director of the Company for the period- 28th May 2015 upto 14th August 2015.

Resolutions passed by way of Postal Ballot held during the Financial Year 2017-18

No resolution was passed by way of Postal Ballot during the Financial Year 2017-18.

MEANS OF COMMUNICATION TO SHAREHOLDERS ETC.:

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

Company on the email address dedicated for investor communication - chandranil.belvalkar@sil.sharp-world.com

ADDITIONAL INFORMATION TO SHAREHOLDERS

1. ANNUAL GENERAL MEETING :

Day & Date	: Friday, 28th September 2018
Time	: 12:00 noon
Venue	: Registered Office of the Company at Gat No.686/4, Koregaon Bhima, Tal. Shirur, Dist. Pune 412 216

2. FINANCIAL YEAR : April 1 to March 31 (Every Year)

3. BOOK CLOSURE : The Books will be closed from Saturday, 22nd September 2018 to Friday, 28th September 2018 (both days inclusive) as Annual Closure for the Annual General Meeting.

4. FINANCIAL CALENDAR -

(Tentative and subject to change)

:	Results for quarter ending June 30, 2018-Last week of July 2018
:	Results for quarter and half-year ending September 30, 2018- Last week of October 2018
:	Results for quarter and nine months ending December 2018 - Last week of January 2019
:	Results for the year ending March 31, 2019 _ Last Week of May 2019.

5. LISTING ON STOCK EXCHANGES :

The shares of the Company are listed on BSE Limited (Bombay Stock Exchange).

The Company has paid the Listing fees for the year 2017-2018 to BSE in the prescribed time .

6. STOCK CODE AND ISIN

Stock codes	: BSE Limited : 523449
ISIN	: INE207B01011 with NSDL and CDSL for equity shares

7. MARKET PRICE DATA :

The monthly High and Low prices of the Equity Shares of the Company quoted on the Bombay Stock Exchange Limited along with the monthly Sensex for the year 2017-18 is given below.

Table 3

MONTH	HIGH (Rs.)	LOW (Rs.)	BSE Sensex	
			High	Low
April 2017	109.9	86	30184.22	29241.48
May 2017	91.00	67.25	31255.28	29804.12
June 2017	78.8	66.15	31522.87	30680.66
July 2017	82.40	68.00	32672.66	31017.11
August 2017	80.50	72.70	32686.48	31128.02
September 2017	69.10	69.10	32524.11	31081.83
October 2017	65.65	42.25	33340.17	31440.48
November 2017	59.85	47.40	33865.95	32683.59
December 2017	57.60	48.75	34137.97	32565.16
January 2018	55.65	47.90	36443.98	33703.37
February 2018	50.00	44.65	36256.83	33482.81
March 2018	42.45	36.45	34278.63	32483.84

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

Link Intime India Private Limited, are the Registrar and Share Transfer Agents of the Company (R&T Agents). They deal with all matters pertaining to transfers, transmissions, sub divisions and consolidation of Company's securities and also

correspondence for holdings in Physical or Dematerialized form of shares and replying to investor queries. It may be noted that the requests for demat of shares should be made by the investors to their respective depository participants. There are no legal proceedings against the Company on any share transfer matter.

9. SHAREHOLDING PATTERN (as on March 31, 2018):

Category	No of Shares Held	Percentage to Total (%)
Promoters	19458000	75
Mutual Funds	1700	0.0066
Foreign Portfolio Investors	1200	0.0046
Individual shareholders upto Rs.2 Lacs	3887585	14.9845
Individual Shareholders above Rs. 2 Lacs	1901502	7.3293
Hindu Undivided Family	331920	1.2794
Non - Residents (Non -Repat)	39733	0.1531
Non- Residents (Repat)	80526	0.3104
Clearing Members	39978	0.1541
Bodies Corporate	201856	0.7780
TOTAL	25944000	100

10. Distribution of Shareholding as on March 31, 2018:

Shareholding of Nominal Value of		Share		Share Amount	
Rs.	Rs.	Number of Shareholders	% to Total	In Rs.	% to Total
(1)	(2)	(3)	(4)	(5)	(6)
1 - 5,000		11612	90.4573	15552080.00	5.9945
5,001 - 10,000		564	4.3935	4788220.00	1.8456
10,001 - 20,000		275	2.1422	4287600.00	1.6526
20,001 - 30,000		108	0.8413	2864600.00	1.1041
30,001 - 40,000		47	0.3661	1682580.00	0.6485
40,001 - 50,000		62	0.4830	2994960.00	1.1544
50,001 - 100,000		88	0.6855	6700230.00	2.5826
100,001 and above		81	0.6310	220569730.00	85.0176
TOTAL		12837	100	259440000	100.0000

11. Dematerialisation :

The Company's Equity Shares are under compulsory dematerialized (demat) mode of trading as on March 31, 2018, shares in dematerialized form accounted for 96.77% of total equity shares.

12. Outstanding GDRs / ADRs / Warrants or any convertible instruments , conversion date and their likely impact on Equity:

There are no outstanding GDRs / ADRs /Warrants or other instruments.

13. Commodity Price Risk or foreign Exchange Risk and hedging activities :

Company has internal policy for management of foreign exchange risks and open foreign currency is hedged based on policy laid down and the directives of the Managing Director and Chief Financial Officer. The details of the foreign currency exposure are disclosed in the financial statements.

14. Plant Location :

Gat No.686/4., Koregaon Bhima, Taluka: Shirur, District: Pune - 412 216.

15. Address for Investor Correspondence :

- 1) Secretarial Department,
Sharp India Limited,
Gat No.686/4, Koregaon Bhima,
Tal. Shirur, Dist. Pune 412 216
Phone No. (02137) 252417
Fax No. (02137) 252453
Email : chandranil.belvalkar@sil.sharp-world.com
- 2) Link Intime India Private Limited
202, 2nd Floor Akshay Complex,
Off. Dhole Patil Road, Near Ganesh Mandir,
Pune- 411 001
Tel: (020) 26161629
Fax: No.(020)- 2616 3503
Email: 'pune@linkintime.co.in'

OTHER DISCLOSURES:

- (1) There are no significant related party transactions made by the Company of material nature, with its directors or their relatives, the management or any relative of the Senior Management personnel that may have potential conflict with the interests of the Company.
- (2) There has been no instances of non-compliance by the Company. There are no penalties, strictures imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital market, during the last three year.
- (3) Company has adopted and implemented the Whistle Blower Policy. The same has been posted on the website of the Company- www.sharpindialimited.com . No personnel has been denied access to the Audit Committee.
- (4) The Policy on Related Party Transactions has been posted on the website of the Company- www.sharpindialimited.com
- (5) Commodity Price Risk & Commodity Hedging Activities: Company has internal policy for management of foreign exchange risks and open foreign currency is hedged based on policy laid down and the directives of the Managing Director and Chief Financial Officer. The details of the foreign currency exposure are disclosed in the financial statements.
- (6) The Company has complied with all mandatory requirements of Corporate Governance and it has adopted the following discretionary requirement of as specified in Part- E of Schedule-II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. : (i) There are no qualifications on the financial statements of the company for the year ended 31st March 2018 made by the statutory auditors in their audit report. (ii) Internal auditor directly reports to the Audit Committee.
- (7) The Company has complied with the Corporate Governance requirements and Regulation 46(2) of the SEBI (Listing Obligations

& Disclosure Requirements) Regulations 2015 relating to the dissemination of the information on the website of the Company.

AFFIRMATION OF COMPLIANCE OF CODE OF CONDUCT

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

For Sharp India Limited

Sd/-

Managing Director

DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT :

NIL.

PRACTICING COMPANY SECRETARY'S CERTIFICATE

To,

The Members of Sharp India Limited

We have examined the compliance of conditions of Corporate Governance by Sharp India Limited (hereinafter referred "the Company"), for the year ended on 31st March, 2018 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SVD & Associates
Company Secretaries

Sridhar Mudaliar
Partner

Date: 08.08.2018

Place : Pune

Membership No.: FCS -6156
C P No : 2664

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SHARP INDIA LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying financial statements of Sharp India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made there under including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by the predecessor or auditors who expressed an unmodified opinion vide reports dated May 15, 2017 and May 28, 2016 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow

Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i The Company has disclosed the impact, if any, of pending litigations as at March 31, 2018 on its

Pune
May 11, 2018

financial position in its Ind AS financial statements – Refer Note 32 and Note 13;

- ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2018.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.
- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For Price Waterhouse
Chartered Accountants LLP
Firm Registration
Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership Number 109846

Annexure A to Independent Auditors' Report

Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Sharp India Limited on the financial statements for the year ended March 31, 2018

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Sharp India Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse
Chartered Accountants LLP
Firm Registration
Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership Number 109846

Pune
May 11, 2018

Annexure B to Independent Auditors' Report

Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Sharp India Limited on the financial statements as of and for the year ended March 31, 2018

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The title deeds of immovable properties, as disclosed in Note 4 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax with effect from July 1, 2017 and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, sales tax, duty of excise, value added tax and goods and services tax which have not been deposited on account of any dispute. The particulars of dues of service tax and duty of customs as at March 31, 2018 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Service Tax (Finance Act 1994)	Service tax credit availed on repair & maintenance services provided by companies	8,296,609	August 2003 to September 2011 Appellate Tribunal	Customs/Central Excise and Service Tax
Service Tax (Finance Act 1994)	Non-reversal of CENVAT credit availed on input services availed for the procurements and sale of traded goods	4,739,171	April 2007 to March 2011	Additional Commissioner of central Excise, Pune III Commissionerate
Service Tax (Finance Act 1994)	Non-reversal of CENVAT credit availed on input services availed, when inputs are removed as such	427,010	April 2014 to March 2016	The Supdt. Of Central Excise, Sanaswadi Range-1, Div. Koregaon Bhima, Pune
Customs Act, 1962	Demand notice for import of refrigerators	3,625,949*	April 2008 to September 2008	Customs/Central Excise and Service Tax Appellate Tribunal
Customs Act, 1962	Provisional assessment for import of refrigerators	1,778,289*	October 2008 to December 2008	Customs/Central Excise and Service Tax Appellate Tribunal
Central Sales Tax Act, 1956	CST Payable on completion of assessment	11,195,295	April 2013 to March 2014	Joint Commissioner of Sales tax (Appeals)

*Amount paid under protest.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with therequisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

Amit Borkar
Partner
Membership Number 109846

Pune
May 11, 2018

BALANCE SHEET AS AT MARCH 31, 2018
(All amounts in Lakhs of Rupees, unless otherwise stated)

Particulars	Note No	As at	As at	As at
		March 31, 2018 (Rs. Lakhs)	March 31, 2017 (Rs. Lakhs)	March 31, 2016 (Rs. Lakhs)
ASSETS				
I. Non-current assets				
Property, plant and equipment	4	888.65	1,050.84	1,217.50
Intangible assets	4	4.24	5.84	8.51
Financial assets				
(i) Loans	5	6.33	6.33	6.33
Other non-current assets	6	10.16	10.16	10.24
Income-tax assets (net)	7	6.06	2.67	0.25
Deferred tax assets	8	-	-	-
Total non-current assets		915.44	1,075.84	1,242.83
II. Current assets				
Inventories	9	-	-	1,573.32
Financial assets				
(i) Trade receivables	10 (a)	-	8.61	730.06
(ii) Cash and cash equivalents	10 (b)	213.89	1,014.11	457.78
(iii) Loans	5	1.40	1.40	7.55
(iv) Other financial assets	10 (c)	0.45	8.47	2,016.84
Other current assets	6	146.83	164.02	104.66
Total current assets		362.57	1,196.61	4,890.21
Total assets		1,278.01	2,272.45	6,133.04
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	11 (a)	2,594.40	2,594.40	2,594.40
Other equity	11 (b)	(3,627.41)	(2,661.89)	(1,292.31)
Total equity		(1,033.01)	(67.49)	1,302.09
LIABILITIES				
I. Non-current liabilities				
Financial liabilities				
(i) Borrowings	12	-	-	1,284.11
Provisions	13	129.03	129.03	126.61
Total non-current liabilities		129.03	129.03	1,410.72
II. Current liabilities				
Financial liabilities				
(i) Trade payables	14			
Total outstanding dues of micro enterprises and small enterprises; and	-	-	-	-
Total outstanding dues of creditors other than micro enterprise and small enterprises		129.71	181.90	2,618.97
(ii) Other financial liabilities	15	1,982.51	1,932.78	650.07
Provisions	13	49.55	69.04	112.72
Other current liabilities	16	20.22	27.19	38.47
Total current liabilities		2,181.99	2,210.91	3,420.23
Total liabilities		2,311.02	2,339.94	4,830.95
Total equity and liabilities		1,278.01	2,272.45	6,133.04

The accompanying notes are an integral part of the financial statements.
This is the balance sheet referred to in our report of even date.

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

Amit Borkar

Partner
Membership No. 109846
Place : Pune
Date : May 11, 2018

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

M.Nakagawasai Bhumika Batra Sunil Sane Chandranil Belvalkar
Managing Director Director Chief Financial officer Company Secretary

Place : Pune Place : Pune Place : Pune Place : Pune
Date : Date : Date : Date :
May 11, 2018 May 11, 2018 May 11, 2018 May 11, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in Lakhs of Rupees, unless otherwise stated)

Particulars	Note No	For the year ended	For the year ended
		March 31, 2018	March 31, 2017
		(Rs. Lakhs)	(Rs. Lakhs)
Income			
Revenue from operations	17	164.06	2,571.45
Other income	18	119.29	36.21
Total income		283.35	2,607.66
Expenses			
Cost of raw material and components consumed	19	-	2,254.42
Change in inventories of finished goods and work-in-progress	20	-	166.45
Excise duty		0.74	5.39
Employee benefits expense	21	600.87	668.10
Depreciation and amortisation expense	22	163.79	170.95
Other expenses	23	342.65	558.15
Finance costs	24	140.82	153.78
Total expenses		1,248.87	3,977.24
Loss before tax		(965.52)	(1,369.58)
Income tax expense	25		
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the year		(965.52)	(1,369.58)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(965.52)	(1,369.58)
Earnings/(Loss) per share			
Basic and Diluted	33	(3.72)	(5.28)

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

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

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

Amit Borkar
Partner
Membership No. 109846

Place : Pune
Date : May 11, 2018

M.Nakagawasai Managing Director	Bhumika Batra Director	Sunil Sane Chief Financial officer	Chandranil Belvalkar Company Secretary
Place : Pune	Place : Pune	Place : Pune	Place : Pune
Date : May 11, 2018	Date : May 11, 2018	Date : May 11, 2018	Date : May 11, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(All amounts in Lakhs of Rupees, unless otherwise stated)

Particulars	31 March 2018 (Rs. Lakhs)	31 March 2017 (Rs. Lakhs)
Cash flows from operating activities		
Loss before income tax	(965.52)	(1,369.58)
Adjustments for :		
Depreciation and amortisation expense	163.79	170.95
Liabilities no longer required written back	(61.59)	(1.01)
Interest income classified as investing cash flows	(24.19)	(33.73)
Gain on disposal of property, plant and equipment	(17.48)	(0.22)
Finance costs	140.82	153.78
Changes in operating assets and liabilities		
(Increase)/Decrease in trade receivables	8.61	721.45
(Increase)/Decrease in inventories	-	1,573.32
(Increase)/Decrease in other current financial assets	(0.29)	2,016.68
(Increase)/Decrease in other current and non-current assets	17.19	(59.28)
Increase/(Decrease) in trade payables	9.40	(2,436.06)
Increase/(Decrease) in other current financial liabilities	-	(1.40)
Increase/(Decrease) in other current liabilities	(6.97)	(11.28)
Increase/(Decrease) in provisions	(19.49)	(41.26)
Cash generated from/(used in) operations	(755.72)	682.36
Income tax paid	(3.39)	(2.42)
Net cash inflow/(outflow) from operating activities (A)	(759.11)	679.94
Cash flow from investing activities		
Acquisition of property, plant and equipment	-	(1.62)
Sale of property, plant and equipment	17.48	0.22
Repayment of deposits	-	6.15
Interest received	32.50	25.42
Net cash inflow from investing activities (B)	49.98	30.17
Cash flow from financing activities		
Interest paid	(91.09)	(153.78)
Net cash outflow from financing activities (C)	(91.09)	(153.78)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(800.22)	556.33
Cash and cash equivalents at the beginning of the financial year	1,014.11	457.78
Cash and cash equivalents at the end of the year	213.89	1,014.11

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

For Price Waterhouse Chartered Accountants LLP
Firm Registration No. 012754N/N500016
Chartered Accountants

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

Amit Borkar
Partner
Membership No. 109846

Place : Pune
Date : May 11, 2018

M.Nakagawasai **Bhumika Batra** **Sunil Sane** **Chandranil Belvalkar**
Managing Director Director Chief Financial officer Company Secretary

Place : Pune Place : Pune Place : Pune Place : Pune
Date : Date : Date : Date :
May 11, 2018 May 11, 2018 May 11, 2018 May 11, 2018

(All amounts in INR lakhs, unless otherwise stated)

Statement of changes in equity

A. Equity share capital

	Notes	
As at 1 April 2016		2,594.40
Changes in equity share capital	9	-
As at 31 March 2017		2,594.40
Change in equity share capital	9	-
As at 31 March 2018		2,594.40

B. Other Equity

	Securities premium reserve	Retained earnings	Total
As at 1 April 2016	1,786.00	(3,078.31)	(1,292.31)
Loss for the year	-	(1,369.58)	(1,369.58)
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	(1,369.58)	(1,369.58)
Balance as at 31 March 2017	1,786.00	(4,447.89)	(2,661.89)

	Securities premium reserve	Retained earnings	Total
As at 1 April 2017	1,786.00	(4,447.89)	(2,661.89)
Loss for the year	-	(965.52)	(965.52)
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	(965.52)	(965.52)
Balance as at 31 March 2018	1,786.00	(5,413.41)	(3,627.41)

The above statement of changes in equity should be read in conjunction with the accompanying notes.

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

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

Amit Borkar
Partner
Membership No. 109846

M.Nakagawasai **Bhumika Batra** **Sunil Sane** **Chandranil Belvalkar**
Managing Director Director Chief Financial officer Company Secretary

Place : Pune
Date :
May 11, 2018

Place : Pune
Date :
May 11, 2018

Place : Pune
Date :
May 11, 2018

Place : Pune
Date :
May 11, 2018

Place : Pune
Date : May 11, 2018

Sharp India Limited
(All amounts in INR lakhs, unless otherwise stated)**Note 1: General Information**

Sharp India Limited ('the Company') was incorporated on July 5, 1985. The Company is principally engaged in the manufacture and sale of light emitting diode televisions ('LED TVs') and Air-conditioners ('ACs').

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

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

The financial statements comply in all material aspects with Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. Refer note 35 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The Board of Directors have authorised these financial statements for issue on May 11, 2018.

(ii) Historical cost convention

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

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

(iii) Amended standards adopted by the Company

The amendments to Ind AS 7 require disclosure of changes in liabilities arising from financing activities, see note 12.

(iv) Current/non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

(b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company are identified as the Chief operating decision maker. Refer note 30 for segment information presented.

(c) Foreign currency translation*(i) Functional and presentation currency*

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

(ii) Transactions and balances

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

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

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

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and Goods and Service Tax (GST) and amounts collected on behalf of third parties. The Company recognizes revenue when the amount can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for the activities as described below:

Sale of goods

Revenue is recognised when all the significant risks and rewards of ownership of the goods have passed to the buyer, on the basis of terms of sale.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Interest income is included under the head "other income" in the statement of profit and loss.

(e) Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(f) Income tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

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

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

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

(g) Leases

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a

straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) Impairment of assets

The management periodically assesses using external or internal source, whether there is an indication that an asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(i) Cash and cash equivalents

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

(j) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(k) Inventories

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

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

(l) Financial assets

(i) Classification

The Company classifies its financial assets at amortised cost.

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

(ii) Measurement

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

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

(iv) Derecognition of financial assets

A financial asset is derecognised only when:

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

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

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

(m) Offsetting financial instruments

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

(n) Property, plant and equipment

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

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

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

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

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

The management has estimated, supported by independent assessment by professionals, the useful lives of certain Plant and machinery, Factory buildings, Moulds, jigs and fixtures, Vehicles and Office equipments as per table above, which are lower than those indicated in Schedule II. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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

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

(o) Intangible assets*(i) Computer software*

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

(ii) Amortisation methods and periods

The Company amortises computer software over a period of 6 years

(iii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

(q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(r) Borrowings

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

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

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

(s) Borrowing costs

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

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

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

(t) Provisions

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

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

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

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

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

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

Gratuity obligations

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

Defined contribution plans

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

(v) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(w) Earnings per share*(i) Basic earnings per share*

Basic earnings per share is calculated by dividing:

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

(ii) Diluted earnings per share

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

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

(x) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Note 3 : Critical estimates and judgements

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

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

Judgements

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

1. Segment Reporting

Ind AS 108 Operating Segments requires Management to determine reportable segments for the purpose of disclosure in the financial statements based on internal reporting reviewed by the Chief Operating Decision Maker (CODM) to assess performance and allocate resources. The standard also requires Management to make judgements with respect to aggregation of certain operating segments into one or more reportable segment.

Operating segments used to present segment information are identified based on the internal reports used and reviewed by the Board of Directors to assess performance and allocate resources. The management has aggregated its operating segment into one reportable segment.

2. Legal Contingencies

The Company has received various orders and notices from tax authorities in respect of direct taxes and indirect taxes. The outcome of these matters may have a material effect on the financial position, results of operation or cash flows. Management regularly analyses current information about these matters and provides provisions for probable losses including the estimate of legal expense to resolve such matters. In making the decision regarding the need for loss provisions, management considers the degree of probability of an unfavorable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The filing of a suit or formal assertion of a claim against the Company or disclosure of any such suit or assertion, does not automatically indicate that a provision of a loss may be appropriate.

3. Going concern

Refer Note 34

Estimates and assumptions

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

1. Useful lives of property, plant and equipment and intangible assets

The Company determines based on independent technical assessment, the estimated useful lives of its property, plant and equipment and intangible assets for calculating depreciation and amortization. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation and amortization charge would be adjusted where the management believes the useful lives differ from previous estimates.

2. Fair valuation measurement of unquoted financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 27 for further disclosures.

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

Note 4 : Property, plant and equipment and Intangible assets

	Land - freehold	Factory buildings	Plant and machinery	Furniture fittings and equipment	Computers	Vehicles	Total	Intangible assets -SAP Software
Year ended 31 March 2017								
Gross carrying amount	19.31	306.09	857.88	17.62	10.21	6.39	1,217.50	8.51
Deemed cost as at 1 April 2016	-	-	-	1.62	-	-	1.62	-
Additions	-	-	-	-	-	-	-	-
Closing gross carrying amount	19.31	306.09	857.88	19.24	10.21	6.39	1,219.12	8.51
Accumulated depreciation/amortisation								
Depreciation/amortisation charge during the year	-	27.18	129.38	5.30	4.25	2.17	168.28	2.67
Closing accumulated depreciation	-	27.18	129.38	5.30	4.25	2.17	168.28	2.67
Net carrying amount	19.31	278.91	728.50	13.94	5.96	4.22	1,050.84	5.84
Year ended 31 March 2018								
Gross carrying amount	19.31	306.09	857.88	19.24	10.21	6.39	1,219.12	8.51
Opening gross carrying amount	19.31	306.09	857.88	19.24	10.21	6.39	1,219.12	8.51
Closing gross carrying amount	19.31	306.09	857.88	19.24	10.21	6.39	1,219.12	8.51
Accumulated depreciation/amortisation								
Opening accumulated depreciation/amortisation	-	27.18	129.38	5.30	4.25	2.17	168.28	2.67
Depreciation/amortisation charge during the year	-	26.73	126.15	3.96	3.18	2.17	162.19	1.60
Closing accumulated depreciation	-	53.91	255.53	9.26	7.43	4.34	330.47	4.27
Net carrying amount	19.31	252.18	602.35	9.98	2.78	2.05	888.65	4.24

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

5 Non-current loans

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Unsecured, considered good Security deposits	6.33	6.33	6.33
Total non-current loans	6.33	6.33	6.33

Current loans

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Security Deposits	1.40	1.40	7.55
Total current loans	1.40	1.40	7.55

6 Other non-current assets

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Customs duty deposits	10.16	10.16	10.24
Total other non-current assets	10.16	10.16	10.24

Other current assets

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Prepayments	35.80	38.35	23.75
Balances with statutory/government authorities	111.03	125.67	80.91
Total other current assets	146.83	164.02	104.66

7 Income-tax assets (net)

	As at 31 March 2018	As at 31 March 2017
Opening balance	2.67	0.25
Add: Taxes paid	3.39	2.42
Less: Current tax payable for the year	-	-
Total assets for current tax (net)	6.06	2.67

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

8 Deferred tax asset

The balance of deferred tax comprises temporary differences attributable to :

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Deferred tax asset			
Expenditure allowed on payment basis	12.42	34.99	71.74
	12.42	34.99	71.74
Deferred tax liability			
Provision for depreciation and amortisation	12.42	34.99	71.74
	12.42	34.99	71.74
Total deferred tax assets (net)	-	-	-

Changes in Deferred tax assets/ (liabilities) in Statement of Profit and Loss [(charged)/ credited during the year]

Particulars	Year Ended	
	31 March 2018	31 March 2017
Expenditure allowed on payment basis	(22.57)	(36.75)
Provision for depreciation and amortisation	22.57	36.75
Total	-	-

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom

	31 March 2018		31 March 2017		1 April 2016	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	239.81	74.10	186.25	57.55	108.09	33.40
Tax losses	4,539.66	1,402.76	3,544.94	1,095.39	2,035.92	629.10
	4,779.47	1,476.86	3,731.19	1,152.94	2,144.01	662.50

The tax losses expire by 2024-25. The deductible temporary differences do not expire under current tax legislation.

Tax losses carried forward

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

	31 March 2018	31 March 2017	1 April 2016
Expire	2,566.58	1,791.19	571.83
Never expire	1,973.08	1,753.75	1,464.09
Total	4,539.66	3,544.94	2,035.92

The expiry dates are as follows:

	31 March 2018	31 March 2017	1 April 2016
2017-18	-	63.26	63.26
2022-23	508.57	508.57	508.57
2023-24	1,219.36	1,219.36	-
2024-25	838.65	-	-
Total	2,566.58	1,791.19	571.83

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

9 Inventories

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Raw materials and components	-	-	1,381.62
Stores and packing materials	-	-	25.25
Work-in-progress	-	-	28.50
Finished goods	-	-	137.95
Total Inventories	-	-	1,573.32

Write down of inventories of raw materials & components and work-in-progress to net realisable value amounted to Rs. Nil (31 March 2017: Rs. 1,002.36 lakhs) and Rs. Nil (31 March 2017: Rs. 23.45 lakhs). These were recognised as an expense during the previous year and included in 'cost of materials consumed' and change in inventories of finished goods and work-in-progress' in statement of profit and loss respectively.

10 (a) Trade receivables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Trade receivables (Unsecured, considered good)	-	8.61	730.06
Total trade receivables	-	8.61	730.06
Current portion	-	8.61	730.06

10 (b) Cash and cash equivalents

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Balances with banks			
- On current accounts	2.97	4.30	3.12
- On cash credit account accounts	210.86	109.39	454.19
Deposits with maturity of less than three months	-	900.00	-
Cash on hand	0.06	0.42	0.47
Total cash and cash equivalents	213.89	1,014.11	457.78

Disclosure pertaining to Specified Bank Notes ('SBN')

The details of Specified Bank Notes held and transacted during the period from 8 November 2016 to 30 December 2016 are as follows:

	SBNs (Rs.)	Other denomination notes (Rs.)	Total (Rs.)
Closing cash on hand as on 8 November 2016	0.06	0.05	0.11
(+) Permitted receipts	-	1.01	1.01
(-) Permitted payments	0.06	0.59	0.65
(-) Amounts deposits in banks	-	-	-
Closing cash on hand as on 30 December 2016	-	0.47	0.47

10 (c) Other financial assets - current

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Receivable from related parties (Refer note 31)	-	-	1,992.25
Interest accrued on fixed deposits with banks	-	8.31	-
Other receivables	0.45	0.16	24.59
Total other financial assets	0.45	8.47	2,016.84

Other receivables pertains to insurance claim receivable.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note 11 : Equity share capital and other equity

11 (a) Equity share capital

Authorised equity share capital

	Number of shares	Amount
As at 1 April 2016	40,000,000	4,000.00
Increase during the year	-	-
As at 31 March 2017	40,000,000	4,000.00
Increase during the year	-	-
As at 31 March 2018	40,000,000	4,000.00

(i) Movements in equity share capital - Issued, subscribed and fully paid-up

	Number of shares	Equity share capital (par value)
As at 1 April 2016	25,944,000	2,594.40
Increase during the year -	-	-
As at 31 March 2017	25,944,000	2,594.40
Increase during the year	-	-
As at 31 March 2018	25,944,000	2,594.40

Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Shares of the company held by holding/ultimate holding company

Name of the shareholder	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	(No.)	(No.)	(No.)
Sharp Corporation Japan, the holding company	19,458,000	19,460,800	19,458,000

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

Name of the shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Sharp Corporation Japan, the holding company	19,458,000	75.00%	19,460,800	75.01%	19,458,000	75.00%

The Company has not issued any bonus shares and has not allotted any shares without payment being received in cash in 5 years immediately preceding year ended March 31, 2018.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

11 (b) Reserves and surplus

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Securities premium reserve - balance at the beginning and end of the year	1,786.00	1,786.00	1,786.00
Retained earnings (i)	(5,413.41)	(4,447.89)	(3,078.31)
Total reserves and surplus	(3,627.41)	(2,661.89)	(1,292.31)

(i) Retained earnings

	As at 31 March 2018	As at 31 March 2017
Opening balance	(4,447.89)	(3,078.31)
Net profit for the year	(965.52)	(1,369.58)
	(5,413.41)	(4,447.89)
Closing Balance	(5,413.41)	(4,447.89)

Nature and purpose of other reserves

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

12 Non-current borrowings

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Unsecured			
Loan from related parties (Refer note 31)			
- External commercial borrowings [Refer note (a)]	1,633.84	1,584.11	1,584.11
- Term loan [Refer note (b)]	300.00	300.00	300.00
Total non-current borrowings	1,933.84	1,884.11	1,884.11
Less : Current maturities of long-term debt (Included in note 15)	1,884.11	1,884.11	600.00
Less : Interest accrued and due on borrowings (Included in note 15)	49.73	-	-
Non-current borrowings (as per balance sheet)	-	-	1,284.11

Note (a) :

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

Date of Withdrawals	Amount (Rs. 'Lakhs)
6-Feb-13	600.00
15-Apr-13	650.00
19-Jul-13	334.11
Total Withdrawals	1,584.11

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

During the current year, repayment date for External Commercial Borrowings taken from Sharp Corporation, Japan, has been extended to 30 September 2018.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Note (b) :

Loan taken from Sharp Software Development India Private Limited is repayable anytime after 3 years (i.e. December 17, 2015) but before expiry of loan term of 5 years. The loan carries an interest of 10% per annum. During the current year, the maturity date for the repayment of the loan has been extended upto 30 September 2018.

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	As at 31 March 2018	As at 31 March 2017
Cash and cash equivalents	213.89	1,014.11
Borrowings		
- Current borrowings	-	-
- Non-current borrowings	-	-
- Current maturities of long-term debt	(1,933.84)	(1,884.11)
Net debt	(1,719.95)	(870.00)

	Other assets	Liabilities from financing activities	Total
	Cash and cash equivalents	Borrowings	
Net debt as at 1 April 2017	1,014.11	(1,884.11)	(870.00)
Cash flows	(800.22)	-	(800.22)
Interest expense	-	(140.82)	(140.82)
Interest paid	-	91.09	91.09
Net debt as at 31 March 2018	213.89	(1,933.84)	(1,719.95)

13 Non-current provisions

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Provision for employee benefits			
- Provision for compensated absences	60.83	60.83	58.41
Provisions for dues under dispute [Refer note below]	68.20	68.20	68.20
Total non-current provisions	129.03	129.03	126.61

Note :

- (a) The Company had imported refrigerators during the financial year ended 31 March 2009 by paying nil duty on such imports under the free trade agreement with Thailand. The custom authorities have challenged the classification under which the refrigerators were imported under concessional rate of duty. The dispute is pending with the CESTAT authorities. The Company has deposited Rs. 54.04 Lakhs under protest against this demand with the customs authorities which has been fully provided for. The outstanding provision amount of Rs. 20.80 Lakhs as on 31 March 2018 represents interest on the demand upto the date of payment.
- (b) The Company was inter alia engaged in trading of "Sharp" brand consumer electronic goods during the period from 2007-08 to 2010-11. The Company has availed CENVAT credit of various common input services with respect to manufacturing activity and trading activity, such as Security, House-keeping, Auditing, etc. The Addl. Commissioner of Central Excise, Pune III commissionerate has issued a Show Cause Notice for non-reversal of CENVAT credit on such input services for the period 2007-08 to 2010-11. A personal hearing has been conducted by Addl. Commissioner on 20.03.2014 and the Order-in-Original is awaited. The Company has made full provision of the amount involved Rs. 47.40 lakhs.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

Current provisions

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Provision for employee benefits			
- Provision for compensated absences	2.21	1.33	9.73
- Provision for gratuity (Refer note 26)	47.34	67.71	102.99
Total current provisions	49.55	69.04	112.72

14 Trade payables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises			
- Related parties (Refer note 31)	4.22	6.11	2,065.32
- Others	125.49	175.79	553.65
Total trade payables	129.71	181.90	2,618.97

There are no dues to micro, small and medium enterprises as at 31 March 2018 (31 March 2017: Nil, 1 April 2016: Nil), as no supplier has intimated the Company about its status as Micro or Small enterprise or its registration with the appropriate authorities under the Micro Small and Medium Enterprises Development Act, 2006.

15 Other financial liabilities - current

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Current maturities of long-term debt	1,884.11	1,884.11	600.00
Interest accrued and due on borrowings	49.73	-	-
Employee benefits payable	48.03	48.67	50.07
Other payables to related parties (Refer note 31)	0.64	-	-
Total other current financial liabilities	1,982.51	1,932.78	650.07

16 Other current liabilities

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Statutory dues payable	20.01	26.10	36.67
Advances from customers	0.21	1.09	1.80
Total other current liabilities	20.22	27.19	38.47

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

17 Revenue from operations

	Year ended 31 March 2018	Year ended 31 March 2017
Sale of products	126.09	2,526.70
Other Operating Revenue Scrap sales	1.13	16.96
Duty drawback	36.84	27.79
Total revenue from operations	164.06	2,571.45

Sale of goods includes excise duty collected from customers of Rs. 0.74 lakh (31 March 2017 Rs. 5.39 lakhs).

Goods and Service Tax (GST) has been effective from 1 July 2017. Consequently, excise duty, value added tax (VAT), service tax etc. have been replaced with GST. Until 30 June 2017, "Sale of products" included the amount of excise duty recovered on sales. With effect from 1 July 2017, "Sale of products" excludes the amount of GST recovered.

18 Other income

	Year ended 31 March 2018	Year ended 31 March 2017
Interest on deposits with banks (being financial assets carried at amortised cost)	24.19	33.73
Liabilities no longer required written back	61.59	1.01
Net gain on disposal of property, plant & equipment	17.48	0.22
Miscellaneous income	16.03	1.25
Total other income	119.29	36.21

19 Cost of materials consumed

	Year ended 31 March 2018	Year ended 31 March 2017
Inventory as at the beginning of the year	-	1,381.62
Add : Purchases during the year	-	872.80
Less : Inventory as at the end of the year	-	-
Total cost of materials consumed	-	2,254.42

20 Change in inventories of finished goods and work-in-progress

	Year ended 31 March 2018	Year ended 31 March 2017
Opening inventory		
- Finished goods	-	137.95
- Work in progress	-	28.50
	-	166.45
Less : Closing inventory		
- Finished goods	-	-
- Work in progress	-	-
Net increase/(decrease) in inventory	-	(166.45)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

21 Employee benefits expense

	Year ended 31 March 2018	Year ended 31 March 2017
Salaries, wages and bonus	534.33	548.37
Contribution to provident and other funds	17.93	33.84
Staff welfare expenses	48.61	85.89
Total employee benefit expense	600.87	668.10

22 Depreciation and amortization expense

	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation on property, plant and equipment	162.19	168.28
Amortisation of intangible assets	1.60	2.67
Total depreciation and amortisation expense	163.79	170.95

23 Other expenses

	Year ended 31 March 2018	Year ended 31 March 2017
Consumption of stores and spares	0.45	0.60
Consumption of packing material	0.01	0.38
Freight, Octroi, Transit Insurance	3.83	128.78
Bank charges	1.83	21.35
Power, fuel, water charges	31.03	33.06
Rates and taxes	15.51	18.64
Repairs & maintenance		
- Plant & Machinery	0.61	4.50
- Buildings	9.20	-
- Others	31.94	32.35
Insurance	22.65	19.27
Travelling Expenses	0.97	3.50
Communication expenses	21.71	32.23
Directors sitting fees	7.70	9.16
Legal and professional fees	92.23	86.78
Auditors' remuneration [Refer note 23(a)]	13.41	24.72
Printing and stationery	4.40	6.10
Service tax	-	1.00
Net foreign exchange losses	0.44	54.09
Security charges	46.70	48.88
Miscellaneous expenses	38.03	32.76
Total other expenses	342.65	558.15

(a) Auditors' remuneration

	Year ended 31 March 2018	Year ended 31 March 2017
Payment to auditors		
As auditor :		
Audit fee	8.75	16.45
Tax audit fee	1.40	1.73
Limited review	2.68	4.72
In other capacities :		
Re-imburement of expenses	0.58	1.82
	13.41	24.72

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

24 Finance costs

	Year ended 31 March 2018	Year ended 31 March 2017
Interest on term loans	140.82	140.82
Interest on others	-	12.96
Total finance costs	140.82	153.78

25 Income tax

The major components of income tax expense for the year ended 31 March 2018 and 31 March 2017 are:

Statement of profit and loss

Profit and Loss section	Year ended 31 March 2018	Year ended 31 March 2017
Current income tax charge		
Current income tax	-	-
Deferred tax	-	-
Income tax expense reported in the statement of profit or loss	-	-

Other comprehensive income section	Year ended 31 March 2018	Year ended 31 March 2017
Deferred tax related to items recognised in OCI during the year	-	-
Income tax charged to OCI	-	-

Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate for 31 March 2018 and 31 March 2017.

	Year ended 31 March 2018	Year ended 31 March 2017
Accounting profit/ (loss) before tax	(965.52)	(1,369.58)
"At Statutory income tax rate of 30.90% "(31 March 2017: 30.90%)"	(298.35)	(423.20)
Tax losses for which no deferred income tax was recognised	298.35	423.20
Income tax expense reported in the statement of profit or loss	-	-

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

26 Provision for employee benefits

Particulars	31 March 2018	31 March 2017	1 April 2016
Gratuity (Refer Note B)	47.34	67.71	102.99
Current	47.34	67.71	102.99
Non-current	-	-	-

A Defined Contribution Plan

The Company also has certain defined contribution plans i.e., contribution to provident and pension fund, contribution to superannuation fund and employee deposit linked insurance scheme. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is as follows:

Particulars	31 March 2018	31 March 2017
Defined contribution plans		
- Provident fund	14.74	17.21
- Pension fund	18.67	20.39
- Superannuation fund	1.98	2.57
- Employees' deposit linked insurance scheme	2.91	3.45

B Gratuity

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

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

27 Fair value measurements

Financial instruments measured at amortised cost by category

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Financial assets			
Security deposits	7.73	7.73	13.88
Trade receivables	-	8.61	730.06
Cash and cash equivalents	213.89	1,014.11	457.78
Other financial assets	0.45	8.47	2,016.84
Total financial assets	222.07	1,038.92	3,218.56
Financial liabilities			
Borrowings	1,933.84	1,884.11	1,884.11
Trade payables	129.71	181.90	2,618.97
Other financial liabilities	48.67	48.67	50.07
Total financial liabilities	2,112.22	2,114.68	4,553.15

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

<i>Assets and liabilities which are measured at amortised cost for which fair values are disclosed</i>	Notes	Level 1	Level 2	Level 3	Total
At 31 March 2018					
Financial liabilities					
Borrowings	12			1,879.42	1,879.42
Total financial liabilities				1,879.42	1,879.42

<i>Assets and liabilities which are measured at amortised cost for which fair values are disclosed</i>	Notes	Level 1	Level 2	Level 3	Total
At 31 March 2017					
Financial liabilities					
Borrowings	12			1,868.96	1,868.96
Total financial liabilities				1,868.96	1,868.96

<i>Assets and liabilities which are measured at amortised cost for which fair values are disclosed</i>	Notes	Level 1	Level 2	Level 3	Total
At 1 April 2016					
Financial liabilities					
Borrowings	12			1,864.55	1,864.55
Total financial liabilities				1,864.55	1,864.55

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. However, the Company does not have any financial instruments that are measured using Level 1 inputs.

Level 2 : The fair value of derivatives is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of all financial assets and liabilities except for borrowings are a reasonable approximation of their fair values

The fair value of borrowings are based on discounted cash flows using a current borrowing rate. They are classified as Level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

28 Financial risk management

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

(A) Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks, security deposits as well as credit exposures to customers including outstanding receivables. The maximum exposure arising from these financial assets is their carrying value as disclosed in the balance sheet.

(i) Credit risk management

For banks and financial institutions, only high rated banks are accepted and hence, these are subject to low credit risk with risk of default being negligible. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets. For trade and other receivables, the Company periodically reviews the status of its key customers, monitoring their respective payment deadlines and remaining outstanding balances. Further, since the Company's sales are made solely to its related parties, it does not bear any credit risk with respect to trade receivables.

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. The company obtains necessary funds mainly through bank loans and loans from its parent company i.e. Sharp Corporation, Japan.

The management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity group based on their contractual maturities:

31 March 2018	Less than 1 year	1-3 years
Borrowings	1,933.84	-
Employee benefits payable	48.03	-
Trade payables	129.71	-
Other financial liabilities	0.64	-
Total	2,112.22	-

31 March 2017	Less than 1 year	1-3 years
Borrowings	1,884.11	-
Employee benefits payable	48.67	-
Trade payables	181.90	-
Other financial liabilities	-	-
Total	2,114.68	-

31 March 2016	Less than 1 year	1-3 years
Borrowings	600.00	1,284.11
Employee benefits payable	50.07	-
Trade payables	2,618.97	-
Other financial liabilities	-	-
Total	3,269.04	1,284.11

The amounts disclosed in the tables above are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(C) Market risk**(i) Foreign currency risk**

The Company operates in an international context where transactions are conducted in currencies different from the Indian Rupees (INR). This exposes the Company to risks arising from exchange rates fluctuations. For this purpose, the Company has an exchange rate risk management policy which aims to neutralise the possible negative effects of the changes in exchange rates on Company cash-flows.

(a) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows :-

	31 March 2018		31 March 2017		1 April 2016	
	JPY	USD	JPY	USD	JPY	USD
Financial assets						
Trade receivables	-	-	-	8.61	-	730.06
Reimbursement of expenses						2,060.90
Net exposure to foreign currency risk (assets)	-	-	-	8.61	-	2,790.96
Financial liabilities						
Trade payables	3.81	3.28	4.48	3.58	-	2,065.24
Reimbursement of expenses	-	-	-	-	68.65	-
Net exposure to foreign currency risk (liabilities)	3.81	3.28	4.48	3.58	68.65	2,065.24

A movement of 5% in the foreign exchange rates (USD and JPY) will not have a material impact on the profit after tax.

(ii) Interest rate risk exposure :

The Company has availed fixed - rate borrowings and hence is not exposed to interest rate risk.

29 Capital Management**Risk management**

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****30 Segment reporting**

The Company is exclusively engaged in the business of 'consumer electronics' consisting of all types of Colour Televisions, LED TVs and Air conditioners which is considered to constitute one single segment.

The Company is domiciled in India. The location wise break up of revenue is shown in the table below:

	31 March 2018	31 March 2017
India	29.31	42.79
Egypt	51.84	2,480.33
Thailand	30.92	-
Hongkong	14.02	-
Other countries	-	3.58
Total	126.09	2,526.70

All non-current assets are located within India.

4 customers (31 March 2017: 1 customer) contribute to revenues of approximately Rs. 112.21 lakhs (31 March 2017: Rs. 2,526.70 lakhs).

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****31 Related party transactions****A Name of the related parties and nature of relationship****(i) where control exists :****a. Ultimate Holding Company**

Sharp Corporation, Japan

b. Shareholders of the Holding Company

Hon Hai Precision Industry Co. Ltd.

Foxconn (Far East) Limited

Foxconn Technology Pte Limited

SIO International Holdings Limited

(ii) Other Related Parties with whom transactions have taken place during the year:**Fellow Subsidiaries :**

Sharp Electronics (Malaysia) SDN. BHD., Malaysia

Sharp Manufacturing Corporation (M) SDN BHD, Malaysia

Sharp Business Systems (India) Private Limited

Sharp Software Development India Private Limited

Sharp Middle East FZE, UAE

P.T.Sharp Electronics Indonesia

(iii) Key management personnel :

Mr. T.Isogai (Managing Director) (till September 28, 2016)

Mr. M. Nakagawasai (Chief Financial Officer) (till September 28, 2016)

(Managing Director) (since September 29, 2016)

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

31 B. Disclosure of transactions/balances with related parties:

Name of related party	Nature of transactions	Year ended	
		31 March 2018	31 March 2017
Sharp Corporation, Japan	Interest on loan	110.82	110.82
	Reimbursement of expenses received	41.42	52.69
	Reimbursement of expenses paid	8.55	11.58
Sharp Business Systems (India) Private Limited	Sale of goods, spares and raw materials**	16.21	39.30
	Purchase of property, plant and equipment	-	1.44
	Purchase of goods/services/others*	0.35	0.46
	Reimbursement of expenses paid	-	0.10
	Reimbursement of expenses received	1.55	2.45
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	Purchase of goods/services/others*	-	0.84
	Reimbursement of expenses paid	17.98	19.63
Sharp Software Development India Private Limited	Interest on Loan	30.00	30.00
Key management personnel	Managerial Remuneration	13.60	22.07

* Net of discounts received

** Domestic Sales are net of taxes & duties.

Disclosure of outstanding balances(i) *Trade and other payables*

Name of the party	As at		
	31 March 2018	31 March 2017	1 April 2016
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	3.28	3.58	2,065.24
Sharp Business Systems (India) Private Limited	0.94	0.05	0.08
Sharp Corporation, Japan	0.64	2.48	-
Total	4.86	6.11	2,065.32

(ii) *Reimbursement of expenses*

Name of the party	As at		
	31 March 2018	31 March 2017	1 April 2016
Sharp Business Systems (India) Private Limited	-	-	124.35
Sharp Corporation, Japan	-	-	1,867.90
Total	-	-	1,992.25

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

(iii) Borrowings

Name of the party	As at		
	31 March 2018	31 March 2017	1 April 2016
Sharp Software Development India Private Limited	300.00	300.00	300.00
Sharp Corporation, Japan	1,584.11	1,584.11	1,584.11
Total	1,884.11	1,884.11	1,884.11

(iv) Interest accrued

Name of the party	As at		
	31 March 2018	31 March 2017	1 April 2016
Sharp Corporation, Japan	49.73	-	-
Total	49.73	-	-

32 Contingencies

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Claims against the company not acknowledged as debts debts, "pending in appeal with:" "Central excise authorities"	88.62	87.24	202.88
Total	88.62	87.24	202.88

Claims against the company for central excise pertain to claim for (i) service tax on repairs and maintenance services and cenvat credit on input services availed for procurement of inputs (ii) Service tax credit on input services attributable to purchase of inputs which were removed as such.

33 Earnings per share

	31 March 2018	31 March 2017
Basic and diluted earnings per share		
a) Profit attributable to the equity holders of the company (Rs. In Lakhs)	(965.52)	(1,369.58)
b) Weighted average number of equity shares outstanding (Nos.)	25,944,000	25,944,000
c) Earnings per share		
- Basic	(3.72)	(5.28)
- Diluted	(3.72)	(5.28)

34 Going concern assessment

During the year ended 31 March 2018, the Company has incurred a loss of Rs. 965.52 Lakhs and accumulated loss at 31 March 2018 is Rs. 5,413.41 Lakhs. 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."

Sharp Corporation Japan has been acquired by Foxconn Group entities.

As at 31 March 2018, the Company has received a support letter from Sharp Corporation, Japan for financial and operational support until 31 March 2019. Sharp Japan is a group company of Hon Hai/Foxconn Group, the world's largest contract electronics manufacturer and the world's third largest information technology company in terms of revenue.

Further, the Company has received financial support of Rs.Nil (31 March 2017: Rs. Nil, 1 April 2016: Rs 1,987.35 lakhs).

Based on this continued support from the holding company, the management is of the opinion that the Company will be able to continue as going concern.

Notes to Financial Statements**(All amounts in INR lakhs, unless otherwise stated)****35 First-time adoption****Transition to Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following notes.

A. Exemptions and exceptions availed**I Exemptions availed****a) Deemed cost - Property, plant and equipment (PPE), intangible assets**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

II Exceptions applied**a) Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

Notes to first-time adoption

Following notes explain the adjustments made to amounts previously reported in the financial statements prepared under the previous GAAP. The transition to Ind-AS did not have any impact on profit for the year ended 31 March 2017 and equity as at April 1, 2016 and March 31, 2017.

1 Government grants

Under Ind AS, government grants in the nature of capital are recorded by setting up a deferred income which is amortised over a period of time to match the related costs. The Company had received a grant from the state government under the Package Scheme of Incentives ('PSI') amounting to Rs. 20 Lakhs. Under the previous GAAP, the grant was accounted for in the nature of promoters' contribution and accordingly, credited to capital reserve. The grant has been transferred to retained earnings as at the transition date and as a result, there is no impact on the profit for the year ended 31 March 2017 as well as equity as at 1 April 2016 and 31 March 2017.

2 Excise Duty

Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as a part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended 31 March 2017 by Rs. 5.39 Lakhs. There is no impact on the total equity and profit.

There is no impact on the reported cash flows on transition to Ind AS.

Notes to Financial Statements

(All amounts in INR lakhs, unless otherwise stated)

36 Indian accounting standards and amendments issued but not yet effective as at 31 March 2018***i) Ind AS 115: Revenue from contracts with customers***

Ind AS 115 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange of those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:

- (i) Identify contracts with customers
- (ii) Identify the separate performance obligation
- (iii) Determine the transaction price of the contract
- (iv) Allocate the transaction price to each of the separate performance obligations, and
- (v) Recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after 1 April 2018 and early adoption is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

The Company has assessed that there is no significant impact and intends to adopt the standard using modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 April 2018 and that comparatives will not be restated.

ii) Other amendments

The Company has assessed the effects of the following amendments and has concluded that these amendments are not applicable to the Company and hence, have no impact :

- (a) Appendix B to Ind AS 21 Foreign currency transactions and advance consideration
- (b) Ind AS 40 Investment property - Transfers of investment property
- (c) Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses

**For Price Waterhouse Chartered Accountants LLP For and on behalf of the Board of Directors of
Sharp India Limited**

Firm Registration Number: 012754N/N500016

Chartered Accountants

Amit Borkar
Partner
Membership No. 109846

Place : Pune
Date : May 11, 2018

M.Nakagawasai **Bhumika Batra**
Managing Director Director

Place : Pune Place : Pune
Date : Date :
May 11, 2018 May 11, 2018

Sunil Sane
Chief Financial officer

Place : Pune
Date :
May 11, 2018

Chandranil Belvalkar
Company Secretary

Place : Pune
Date :
May 11, 2018

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Form No. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L36759MH1985PLC036759

Name of the company : SHARP INDIA LIMITED

Registered office : Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216

Name of the member(s):
Registered address:
E-mail ID:
Folio No./ Client Id:
DPID:

I/ We, being the member(s) of shares of the above named Company, hereby appoint :

- (1) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
E-mail Id: _____ Signature: _____

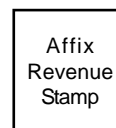
as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Thirty Third Annual General Meeting of the Company, to be held on Friday, 28th September 2018 at 12:00 noon at Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Financial Statements, Directors' and Auditors' Report for the financial year ended 31st March, 2018
2	Re-appointment of Mr. Masahiko Nakagawasai , who retires by rotation and being eligible, offers himself for re-appointment
3	Ratify the appointment of M/s. Price Water house, LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period from the conclusion of 33rd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company .
Special Business	
4	Appointment of Mr. Seiji Hayakawa as a Non-Executive Director of the Company.
5	Approve the Material Related Party Transactions for the financial year 2018-2019.
6	Ratify the Remuneration payable to the Cost Auditor- Mr.C.S.Adawadkar, Cost Accountant for the financial year ending on 31st March 2019.

Signed this _____ day of _____ 2018

Signature of Shareholder: _____

Signature of Proxy holder: _____

**NOTE:**

This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Gat No. 686/4, Koregaon Bhima, Taluka: Shirur, Dist: Pune -412216 not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.

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SHARP

REGISTERED / COURIER

If undelivered please return to :

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