

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

1.	Name of the Company	Sharp India Limited
2.	Annual Financial Statements for the year ended	31 st March 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of Observation	Not Applicable

For Sharp India Limited


Mr. Tomoo Isogai
Managing Director & CEO

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


Mr. Paul Alvares- Partner



Rubber Stamp/ Seal of the Auditor's Firm

For Sharp India Limited


Mr. M. Nakagawasai
Executive Director & CFO

For Sharp India Limited


Mr. Sanjay Vaidya
Chairman of Audit Committee

Rubber Stamp/ Seal of the Company



***29th Annual Report
2013-2014***

SHARP

SHARP INDIA LIMITED

BOARD OF DIRECTORS

SUNILKUMAR SINHA
[Chairman & Executive Director]

TOMIO ISOGAI
[Managing Director]

MASAHICO NAKAGAWASAI
[Executive Director]

SANJAY VAIDYA

SANJAY ASHER

NORIYUKI WATANABE

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BANKERS

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

SOLICITORS & ADVOCATES

CRAWFORD BAYLEY & CO., MUMBAI.

AUDITORS

S. R. BATLIBOI & CO.,
CHARTERED ACCOUNTANTS

REGISTERED OFFICE & FACTORY

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

Phone No. (02137) - 252417

REGISTRARS & TRANSFER AGENTS

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

SHARP INDIA LIMITED

Registered Office :

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

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

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759

NOTICE

Notice is hereby given that the 29th 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 Monday 22nd September 2014 at 11:00 a.m. (I.S.T.) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on 31st March 2014 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Sinha (DIN No. 01646828) 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this 29th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company subject to the ratification by the members of the company annually on such remuneration as shall be fixed by the Board of Directors of the Company. "

SPECIAL BUSINESS :

4. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Sanjay Vaidya (DIN No. 00024245), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

5. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Sanjay Asher (DIN No. 00008221), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director

of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

6. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Noriyuki Watanabe (DIN No. 06391818), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to borrow moneys with or without providing the security, from companies bankers, financial institutions, bodies corporate in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rupees 900 Million (Rupees Nine Hundred Million) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

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

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to create such charges, mortgages and hypothecations in addition to the

existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, bodies corporate, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rupees 900 Million (Rupees Nine Hundred Million only).

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

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

9. To consider, and, if thought fit, to pass, with or without modification(s), the following resolutions as a SPECIAL RESOLUTION:

To Approve the Material Related Party Transactions for the period from 1st October 2014 up to 30th September 2017

"RESOLVED THAT in terms of the revised Clause 49 of the Listing Agreement and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include a Committee constituted by the Board or any person (s) authorized by the Board) to enter into material related party transaction/s relating to purchase of goods/ services /fixed assets/others ,sale of goods/spares /services/ others, lease, transfer, assignment or otherwise etc, for the period of three (3) financial years with effect from October 1, 2014 up to 30th September 2017 as per the details provided in the table appended below.

Sr. No	Name of the related party	Relationship	Nature of transaction	Estimated annual value of Transaction in INR (Million)
1	Sharp Electronics (Malaysia) SDN. BHD, Malaysia	Fellow subsidiary	Purchase of raw material and components	2,000
2	Sharp Manufacturing Corporation (M) SDN BHD, Malaysia	Fellow subsidiary	Purchase of raw material and components	300
3	Sharp Business Systems India Limited - India	Fellow subsidiary	Sale of goods	5,000
4	Other Sharp Subsidiaries in India and abroad	Fellow subsidiary	Purchases of raw material and components	300
5	Sharp Subsidiaries abroad	Fellow subsidiary	Export of Goods	300

FURTHER RESOLVED THAT the Board be and is hereby authorized to negotiate and finalise 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 the aforesaid Resolution."

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

Pune
6th August 2014

**Mayuresh Vaze
Company Secretary**

NOTES:

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos. 4 to 9 above is annexed hereto.
- 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.** 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.
- 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.
- Members can avail of nomination facility. Blank Nomination forms will be supplied on request.
- 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.
- The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, 13th September 2014 to Monday, 22nd September 2014 (both days inclusive).
- Members are requested to bring along with them a copy of the Annual Report as the same will not be distributed in the meeting.
- Members are requested to forward their queries on accounts at least 10 days in advance to enable us to reply the same.
- 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.
- 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 29th annual general meeting.
- 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.

12. 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, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means 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:-
In case of members receiving e-mail:

- (A) The voting period begins on Monday, 15th September 2014 at 9.00 am and ends on Monday, 15th September 2014 at 6.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

13. For members who wish to vote using Ballot Paper :

Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to e-voting facility may fill in the Ballot Paper enclosed elsewhere in this annual report (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shridhar G. Mudaliar Practising

Company Secretary, at C/o Sharp India Ltd., Secretarial Department, Gat No. 686/4, Koregaon Bhima, Tal. : Shirur, Dist. Pune 412 216 so as to reach not later than Monday 15th September, 2014 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid.

14. A member shall opt for only one mode of voting i.e either through e-voting or by Ballot Paper. If the member casts vote through both the modes, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
15. Mr. Shridhar G.Mudaliar, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
17. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL. within two (2) working days of passing of the resolutions at the 29th AGM of the Company and communicated to the Stock Exchange where the Company is listed, viz. BSE Ltd.

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

ITEM NO. 4 to 6 :

Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe have been the Non-Executive Directors of the Company and were considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe the Independent Directors is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe, pursuant to the provisions of Schedule IV of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company. Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe are interested and concerned in their respective resolution for appointment as an independent directors of the Company mentioned at Item 4, 5 & 6 respectively. Other than Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe no other director, key managerial personnel or their respective relatives are concerned or interested in these resolutions. The Board recommends these resolutions for acceptance by the members.

ITEM NO.7:

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180

(1) (c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers etc. in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. Hence the aforesaid resolution is put up before the members for their approval. .

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

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

ITEM NO.8:

Under the erstwhile Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecate on the Company's assets, both present and future, in favour of the lenders i.e.. Banks, Financial institutions, bodies Corporate etc. to secure the repayment of moneys borrowed by the Company. (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of Banks, Financial Institutions, Bodies corporate to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Board recommends the Resolution for acceptance by the members.

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

ITEM NO.9:

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement, which is effective from October 1, 2014. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members by a Special Resolution.

The Company has a technical collaboration with Sharp Corporation, Japan for the manufacture of CTVs /LCD/LED TVs and Air conditioners. To maintain the quality of the product at competitive pricing, the Company buys critical imported material from Sharp Electronics (Malaysia) SDN BHD, - Malaysia (SEM) and Sharp Manufacturing Corporation (M) SDN BHD.(SMM) . SEM is global procurement hub for all Sharp associate companies in Asia and is mainly engaged in procuring the raw material and components required for manufacture of Sharp Products as per the specifications requisitioned. SMM is a manufacturing company located in Malaysia mainly engaged in manufacture of consumer electronics goods. Both the companies are located near the component manufacturers which benefits supply of

components in time. The bulk buying gives better negotiating power for reducing the costs. Considering these advantages, the Company is dealing through the said related parties.

Effective from 1st April 2011, your Company has shifted to a new business model wherein it has focused on its core strength of manufacturing. The products manufactured by the Company are sold to Sharp Business Systems India Limited (SBSIL), a 100% subsidiary company of Sharp Corporation, Japan.

The Company is also exploring the possibilities of exporting the products manufactured to other Sharp subsidiaries abroad.

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- - The Managing Director and Executive directors are nominated by Sharp Corporation, Japan are related parties. Currently Mr. Sunil Sinha (Chairman and Executive Director) Mr. T.Isogai (Managing Director) and Mr. M.Nakagawasai (Executive Director) are nominated by Sharp Corporation, Japan on the Board of Sharp India Limited
- 3) Duration - 3 years, As stated above
- 4) Monetary value : Estimated 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.

Mr. Sunil Sinha, Mr. T.Isogai and Mr. M.Nakagawasai may be treated as concerned or interested in this resolution. No other directors, key managerial personnel or their respective relatives are interested in the resolution at Item No. 9.

Directors recommend the resolution at Item No. 9 for the acceptance by the Members of the Company.

IV: DISCLOSURES :

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

- ▶ Mr. Sunil Kumar Sinha is the Chairman and Executive Director of the company. He is a Graduate Engineer & has wide experience in the field of sales, marketing, management & administration in office automation & consumer electronics business. He is also the Managing Director of Sharp Business Systems (India) Limited and CEO of India region. He does not hold any shares in the Company.

- ▶ Mr. Sanjay Vaidya, is a Chartered Accountant and a partner of M/s. Kunte & Vaidya - Chartered Accountants, Pune. He has got a very wide experience in the field of finance and taxation. He also serves on the Board of following public limited companies: BF Utilities Ltd, Bosch Chassis Systems India Ltd, Kalyani Steels Ltd, Nandi Infrastructure Corridor Enterprise Ltd, Nandi Highway Developers Ltd., Sahyadri Hospitals Ltd, Kalyani Investments Company Ltd and Foundation Brake Manufacturing Ltd. He does not hold any shares in the company. He is also Chairman of Audit committee and member of Nomination & Remuneration committee and Stakeholder's Relationship & Share Transfer committee of the company.
- ▶ Mr. Sanjay Asher is a Chartered Accountant and Solicitor and partner of M/s. Crawfordbayley & Co., Solicitors, Advocates and Notaries, Mumbai. Mr. Sanjay Asher has been practising for a number of years on various matters including corporate laws. He also serves on the Board of following public limited companies: Ashok Leyland Limited, Bajaj Allianz General Insurance Company Limited, Bajaj Allianz Life Insurance Company Limited, Balkrishna Industries Limited, Sanghvi Movers Limited, Finolex Cables Limited, Finolex Industries Limited, Kryfs Power Components Limited, Mandhana Industries Limited, Repro India Limited, Shree Renuka Sugars Limited, Sudarshan Chemicals Industries Limited, Tribhovandas Bhimji Zaveri Limited, J.B.Chemicals and Pharmaceuticals Limited (Alternate Director), Innoventive Industries Limited (Alternate Director). He holds 100 shares of the Company. He is also member of Audit committee and Nomination & Remuneration committee and Chairman of Stakeholder's Relationship and Share Transfer committee of the company.
- ▶ Mr. Noriyuki Watanabe is a Joint General Manager of Mizuho Corporate Bank, Limited Mumbai. He has a very wide experience in the banking field. He is a member of the Audit committee and Chairman of the Nomination & Remuneration committee of the company. He does not hold any shares in the company. He is also a director in Kokuyo Camlin Limited.
- ▶ Mr. Sunil Kumar Sinha, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re- appointment.

By Order of the Board of Directors
For Sharp India Limited

Pune
6th August 2014

Mayuresh Vaze
Company Secretary

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Twenty- Ninth Report together with the Audited Statement of Accounts for the year ended on March 31, 2014.

1. FINANCIAL RESULTS :

Rs. In '000'

	Year ended March 31, 2014	Year ended March 31, 2013
INCOME		
Sales and Services (Gross)	1,781,036	919,228
Less : Excise Duty & Service tax	(238,152)	(141,452)
Sales and Service income (Net)	1,542,884	777,776
Other Income	266	667
	<u>1,543,150</u>	<u>778,443</u>
EXPENDITURE		
Manufacturing and other expenses	1,446,136	740,623
Depreciation	55,789	49,181
Financial expense	13,508	1,678
	<u>1,515,433</u>	<u>791,482</u>
PROFIT BEFORE TAX	27,717	(13,039)
PROVISION FOR TAX		
Wealth Tax	14	5
NET PROFIT /(LOSS) FOR THE YEAR	27,703	(13,044)
PROFIT AND LOSS ACCOUNT, beginning of the year	(212,549)	(199,505)
PROFIT AND LOSS ACCOUNT, end of the year,	(184,846)	(212,549)

2. OPERATIONS :

Gross sales income during the year under review was Rs. 1781.036 Million.

The net Profit of the company for the fiscal 2013- 2014 is Rs.27.703 Million. This was achieved mainly due to manufacture and sales of new product -Air Conditioners.

3. DIRECTORS :

In compliance with the provisions of Section 149 and Schedule IV of the Companies Act, 2013, the appointment of Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe as Independent Directors is being placed before the Members in Annual General Meeting for their approval. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013, and the Rules made there under for appointment as Independent Directors and

are independent of the management. Members are requested to refer to the Notice of the Annual General Meeting and the Explanatory Statement for details of the qualifications and experience of the Directors and the period of their appointment..

In accordance with the provisions of the section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sunil Kumar Sinha retire by rotation and being eligible he has offered him selves for the reappointment.

4. 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. A Certificate from a Company Secretary in whole time practice verifying compliance thereof is also incorporated in the Corporate Governance section.

5. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- that in the preparation of the accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 profit of the Company for the year under review;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the accounts for the financial year ended March 31, 2014 on a 'going concern' basis.

6. AUDITORS :

M/s S. R. Batliboi & Co, LLP, Chartered Accountants, Statutory Auditors, have expressed their unwillingness for their re-appointment as the Statutory Auditors of the Company. A special notice has been received from a member for appointment of M/s. S R B C & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of ensuing 29th Annual General Meeting up to the conclusion of the 32nd Annual General Meeting. M/s. S R B C & Co. LLP, Chartered Accountants have furnished required certificate of their eligibility & willingness for appointment as the statutory auditors of the company.

7. PARTICULARS OF EMPLOYEES :

None of the employees whether employed through out the year or part of the year was in receipt of remuneration exceeding the limits specified in section 217 (2A) of the Companies Act, 1956 and the Rules made there under.

8. CERTIFICATES AND MARKS :

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

9. INDUSTRIAL RELATIONS :

Industrial Relations have been and continue to be harmonious and cordial.

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

Your Company places very much importance for the conservation of energy and is conscious about its responsibility to conserve energy, power and other energy sources and has taken necessary steps to conserve the same. The company continued its efforts to improve its energy usage efficiency. It lays great emphasis towards a safe and clean environment and continues to adhere to all regulatory requirements and guidelines.

Your company implements the 3E Policy i.e. -

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

Even though the nature of company's operations is not energy-intensive your company make 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.

The in-house development of new models of LCD TVs & newly introduced Inverter type split Air conditioners (ACs) is supported by strong overseas technical knowledge from Sharp Corporation, Japan. The technology provided by Sharp Corporation, Japan is being absorbed and the company continues to utilize the same.

Benefits derived from R&D :

The efforts made by the company have helped in introducing new energy efficient inverter split Air Conditioners (ACs) and derivative LCD TV & LED TV models with unique features & superior technology at competitive costs. These models are designed keeping in view customer requirements.

<u>Expenditure on R & D :</u>	<u>Amount Rs.000</u>
Capital	-
Recurring	8,986
Total	8,986
Total R&D Expenditure as a percentage of total sales turnover	0.58%

<u>Foreign Exchange Earnings and Out go :</u>	<u>Amount Rs.000</u>
Foreign Exchange outgo	1,159,516
Foreign Exchange earning	41,529

11. Cost Audit :

Mr. Chandrashekhar.S. Adawadkar , Practicing Cost Accountant, has been appointed to conduct the Cost Audit of the Company for the financial year ended on 31st March, 2014 as required under the Companies Act 1956, and the Rules made there under,. The due date for filing of the Cost Audit Report for the financial year which ended on 31st March 2014 is 27th September, 2014. The due date for filing cost audit report for the financial year ended on 31st March 2013 was 27th September 2013 and the Company has filed the Cost Audit Report with the Ministry of Corporate Affairs on 24th September 2013.

12. 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

Pune,

6th August, 2014

Tomio Isogai

Managing Director

Masahiko Nakagawasai

Executive Director

MANAGEMENT DISCUSSION & ANALYSIS

Based on the latest estimates, the Indian economy witnessed a slow growth rate of around 4.7% in the fiscal 2013- 2014. This was primarily due to uncertainty in the global outlook, general slowdown and the domestic inflationary pressure. Despite a good monsoon, the manufacturing sector and service sector registered a very dismal growth. Food Prices and general inflation remained at a very high level. Adverse exchange rate affected the economy and specially the imports and consumer sentiments remained subdued for the most part of the fiscal 2013-2014.

India's GDP growth in the year 2014-15 is expected to be around 5.5. -5.9%.

INDUSTRY STRUCTURE & DEVELOPMENT:

Your Company is principally engaged in the manufacture and sale of Colour televisions (CRT TVs), liquid crystal display televisions (LED TVs) and Air Conditioners (AC).

Televisions:

Over the past few years the Indian Television industry has made rapid changes. Advent of the internet ready and smart TVs have altered the characteristic and the dynamics of the Television market which witnessed a paradigm shift from CRT TVs to LCD TVs, and LCT TVs to LED TVs and LED TVs to smart HD TVs. Compact size increasing affordability, improved Digitalized broadcasting, reduction of replacement cycle, are the key drivers. Due to the global trends for energy saving, ecofriendly products and consumer consciousness the LED TV market is experiencing a slow and steady growth. The rapidly narrowing price difference between LED TVs and LCD TVs is shifting the consumer demand rapidly towards the LEDTVs. Smart/ internet enabled TVs are becoming increasingly popular with the growing demand for connected devices.

Air Conditioners:

The Market for Air Conditioners (AC) in the Indian Consumer durables market is growing steadily every year. AC which was considered as a luxury product and affordable for the rich society is now considered as an essential product and even middle class and higher middle class have started purchasing them. Changing weather conditions, demand for energy efficient models, replacement needs and rising disposable income of the consumers are driving the air conditioner industry. Consumers are looking for the energy saving and efficient AC in the market. Your Company started the production of energy efficient inverter AC in the May 2013 and it is expected to have a good demand for AC in the current year.

OPPORTUNITIES AND THREATS :

Opportunity:

Consumer Durable Industry has good opportunity to grow due to following reasons:

- (1) Increasing consumer awareness and preference for new, latest technology models have increased the consumer aspirations for the consumer durable products like air conditioners and big size LED TVs..(2) Attractive financing schemes have fuelled the rising aspirations, driving demand.(3) Phenomenal growth of media in India, flurry of television channels and rising popularity of films have spread awareness of televisions in the remote markets also. (4) Growth in income levels which is resulting in more disposable income in the hands of consumer. (5) Increase in number of households.

Threats:

- (1)Due to stiff competition, there is a constant pressure for reducing the selling prices. If the costs are not controlled then it may prove to be a threat and margins will be under pressure. (2) The Cost of marketing, advertising and after sale services are increasing tremendously. (3)Since most of the components are imported, the exchange rate volatility is increasing the import cost. (4) Constant Changes in technologies & consumer preferences is making product life cycle short.(5) Fluctuating and seasonal demand.

Outlook:

Driven by increase in disposable income & lower penetration in rural market the consumer durable industry is on a growth trajectory. The industry is witnessing continuous innovations and replacement demand in urban markets, increasing focus on energy efficient products and tire three cities. Companies are looking at providing innovative products to drive growth. Consumers in the last few years have started viewing the AC as an essential product and this is expected to increase the demand for the years to come. Your Company will focus on the manufacture of various models of LED TVs and Air Conditioners Your Company is also exploring the possibility of manufacturing of other home appliances. All these will definitely help us to put our best foot forward with respect to competition.

Risks & Concerns:

The risk associated with the consumer electronics are:-

- (a) Several large retailers are focusing on developing their own private - label local brands for a range of products including electronics and appliances. This may have impact on sale of branded consumer products. (b) The Consumer Electronics and Home Appliances business is highly competitive and volatile and thereby making it difficult for companies to increase the bottom line. (c) Since most of the raw material & components are imported, there is exchange fluctuation risk in case of abnormal exchange rate fluctuation (d) There is a risk of obsolescence of technology due to changes in the technology in a short time span. (e) Striking a balance between increasing input cost & pressure on prices. (f) Keeping pace, making necessary changes and up gradations in the products along with the ever changing consumer preferences is also a challenge & concern for your company. (g) Air Conditioners have seasonal demand

The management is aware of these risks and has been taking steps to minimize the same.

FINANCIAL AND OPERATIONAL PERFORMANCE:

The financial highlights for the fiscal 2013-2014 are dealt with in the Directors' Report. During the current year under review, your company has made a reasonable profit of Around 27.703 Million Rupees due to the Sales of Air Conditioners.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Auditors function is an important element of the Company's internal control system. The Internal Auditors conduct audits of various departments based on an annual internal audit plan covering key areas of operations. The internal auditors reviews and evaluates the adequacy and effectiveness of internal controls, ensuring adherence to operating guidelines and systems, recommending improvements for monitoring and strengthening economy and efficiency of operations and ensuring reliability of financial and operational information. Significant

audit findings and suggestions are reported to the Audit Committee,. The Audit Committee monitors and reviews the significant internal audit observations and suggests corrective actions wherever required. .

HUMAN RESOURCES:

Your company continues to maintain a cordial and healthy atmosphere with the employees at all levels.

Your company considers the quality of its human resources to be the most important asset and places emphasis on training and development of employees at all levels. Company ensures equal opportunities to the employees to excel in their work and advance themselves in their carrier depending on their abilities. It commits itself to grow hand-in-hand with its employees, encouraging and aiding them to reach their full potential and improve their standard of living.

Industrial relations were cordial during the year under review. The total number of employees as on March 31, 2014 is 143.

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 clause 49 of the Listing Agreement 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 2013 -2014.

- COMPOSITION OF THE BOARD :**

The Board of Directors of the Company represents an optimum

combination of Executive Directors, Non - Executive directors and Independent Directors as required under clause 49 of the listing agreement. The total strength of the directors is Six. There are three Executive Directors comprising of Chairman who is an Executive Director, Managing Director and one more Executive Director. The remaining three directors are Non Executive Independent Directors. The details of number of meetings held and attended by directors and other related information is given in Table 1.

The Board Meetings are generally held in Pune. During the financial year, 4 (Four) Board Meetings were held on 30/05/2013 , 29/07/2013, 29/10/2013 , & 10/02/2014. respectively and the time gap between two consecutive meetings did not exceed four months. 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.

Table 1: Details about Board of Directors during the year 2013- 2014 :

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
a) Mr. Sunil Kumar Sinha.	Executive	4	1	No	1	1	1
b) Mr.T. Isogai	Executive	4	4	Yes	1	0	1
c) @ Mr. M.Nakagawasai	Executive	4	3	Yes	1	0	0
d) Mr.N.Watanabe	Non Executive Independent	4	1	No	1	1	1
e) Mr. Sanjay Vaidya	Non Executive Independent	4	4	Yes	8	3	6
f) Mr. Sanjay Asher	Non Executive Independent	4	4	No	14	3	8

Notes :

- (1) @ Mr.M.Nakagawasai has also been appointed as the Chief Financial Officer of the Company w.e.f 26th May 2014 upto 27th May 2015.
- h) 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 Listing agreement. *For this purpose Audit Committee & Investor Grievance Committee only have been considered as stipulated in clause 49 of the listing agreement.

DIRECTORS' ATTENDANCE RECORD FOR AUDIT AND REMUNERATION COMMITTEE MEETINGS:

Name of Director	Audit Committee Meetings			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. S S Vaidya	4	4	Chairman	0	0	Member
b) Mr.Sanjay Asher.	4	4	Member	0	0	Member
d) Mr.N.Watanabe	4	1	Member	0	0	Chairman

- INFORMATION SUPPLIED TO THE BOARD :**

Information supplied to the Board includes-

- Quarterly and annual results of the Company
- Annual operating plans and budgets , capital budgets , updates
- Minutes of board meetings and committees thereof

- Compliance of statutory and regulatory nature, listing requirements and investor grievances, if any and shareholder-services
- Disclosures pertaining clause 49 of the Listing Agreement.
- Important show cause notices and demand notices.
- Other information as required to be put before the Board under the Companies Act & listing agreement.

• 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 year 2013 -2014.No payment other than the sitting fees was made to any of the Non- Executive Independent Directors. Mr. Sanjay Asher holds 100 equity shares of the Company, no other director holds shares in the company.

• REMUNERATION TO DIRECTORS :

The details of the remuneration package for the financial year 2013- 2014 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.S.K.Sinha	None	Nil	Nil	Nil
Mr. T.Isogai	None	Nil	24,39,023	24,39,023
Mr. M. Nakagawasai	None	Nil	21,12,060	21,12,060
Mr. N.Watanabe	None	Nil	Nil	Nil
Mr. Sanjay Vaidya	None	3,73,597	Nil	373,597
Mr.Sanjay Asher	None	3,48,316	Nil	3,48,316

The payments made to the Executive Directors & Managing Directors are in the nature of salary and perquisites as approved by the Remuneration Committee ,the shareholders and if required by the Central Government as required by the Companies Act, 1956 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 and executive director and the notice period for termination of agreement is three months or as decided mutually. There are no severance fees payable to the Executive Directors and 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 remuneration committee meeting and Rs. 7,500/- are paid for attending every investor grievance and transfer committee meeting.

• NOMINATION & REMUNERATION COMMITTEE :

The terms of references of the Nomination & Remuneration Committee pertain to determining the Company's policy on and approving remuneration packages for Managing Director / Executive Director. The Committee consists of three Non-Executive Independent Directors. The Remuneration Committee consists of Mr N.Watanabe ,(Chairman), and Mr. S.S.Vaidya and Mr.Sanjay Asher as the members. Company has adopted a new 'Remuneration policy' as required under the New Companies Act, 2013. The attendance of the committee members is given in the separate table attached.

• AUDIT COMMITTEE :

The Audit Committee consists of three non executive independent directors of the Company. It consists of Mr. Sanjay Vaidya (Chairman), Mr. Sanjay Asher , and Mr. N. Watanabe as the members. The Audit Committee met 4 (four) times in the year on May 30 2013, July 29, 2013, October 29, 2013 and February 10, 2013 . 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. The terms of references of the Committee have been widened considering the provisions in the New Companies Act, 2013. The scope of the Audit Committee includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, re-appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing with management the annual financial statements before submission to the board, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b) Changes if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries based on exercise of judgement by management.
 - d) Significant adjustments arising out of audit findings
 - e) Compliance with stock exchange and legal requirements concerning financial statements.
 - f) Disclosure of any related party transactions
 - g) Qualifications in draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
6. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
7. Reviewing the adequacy of internal audit function, and reports submitted by the internal auditors
8. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
9. Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
10. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

• 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. Sanjay Asher (Chairman),and Mr. Sanjay Vaidya , Mr. T. Isogai and Mr. M.Nakagawasai as the members. The status of complaints is reported to the Committee as well as the Board of Directors. The Committee met 24 times during the year 2013 - 2014. 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..

Mr. Mayuresh Vaze, Company Secretary is the Compliance Officer. The Board has authorized Mr. Mayuresh Vaze 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.

• MANAGEMENT DISCUSSION AND ANALYSIS :

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

• DISCLOSURES :

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 year.

None of the Senior Management Personnel has material, financial and commercial interest in the transactions that may have a potential conflict with that of the Company. As required by clause 49(IV)(F)(ii) of the Listing Agreement the Senior Management Personnel have given declarations to that effect.

There are no significant related party transactions 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. Some of the employees nominated by Sharp Corporation, Japan holding positions in the Senior Management may be deemed to be interested as employees of Sharp Corporation, Japan.

The Company has complied with all mandatory requirements of the clause 49 of the listing agreement and it is having 'remuneration committee' which is a non mandatory requirement adopted by 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.

Sd/-
Managing Director

The Code of Conduct has been posted on the company's website: www.sharpindialimited.com.

• COMMUNICATION TO SHAREHOLDERS :

The Company has 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 etc. are uploaded on the company's website. 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 - mayuresh.vaze@sil.sharp-world.com

• DETAILS OF GENERAL BODY MEETINGS FOR LAST THREE YEARS:

Financial Year	Date	Time	Venue
March 31, 2011	September 20, 2011	11:00 a.m.	Registered Office
March 31, 2012	September 25, 2012	11:00 a.m.	Registered Office
March 31, 2013	September 16, 2013	11:00 a.m.	Registered Office
*March 31, 2013	September 23, 2013	11:00 a.m.	Registered Office

*Adjourned 28th Annual General Meeting was held on 23rd September 2013.

Special Resolutions during last three years:

(1) A special resolution was passed in the adjourned 28th annual general meeting held on 23rd September 2013 for the appointment of Mr. T. Isogai as the Managing Director of the company. (2) A special resolution was passed in the 27th annual general meeting held on 25th September 2012 for the appointment of Mr. M. Nakagawasai as the Executive Director of the company (3) A special resolution was passed in the 26th annual general meeting held on 20th September 2011 for the appointment of Mr. Takashi Mikami as the Managing Director of the company.

ADDITIONAL INFORMATION TO SHAREHOLDERS

1. ANNUAL GENERAL MEETING :

Day & Date : Monday, 22nd September 2014
Time : 11:00 a.m.
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

3. BOOK CLOSURE :

The Books will be closed from Saturday, 13th September 2014 to Monday, 22nd September 2014 (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, 2014 - Last week of July 2014
: Results for quarter and half-year ending September 30, 2014 - Last week of October 2014
: Results for quarter and nine months ending December 2014 - Last week of January 2015
: Results for the year ending March 31, 2015
_ Last Week of May 2015.

5. LISTING ON STOCK EXCHANGES :

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

The Company has paid the Listing fees for the year 2014-2015 to BSE in the prescribed time.

6. STOCK CODE AND ISIN

Stock codes : Bombay Stock Exchange Limited : 523449
ISIN : INE207B01011 with NSDL and CDSL

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 2013 - 2014 is given below.

Table 3

MONTH	HIGH (Rs.)	LOW (Rs.)	BSE Sensex	
			High	Low
April 2013	18.40	15.00	19,622.68	18,144.22
May 2013	22.00	12.50	20,443.62	19,451.26
June 2013	12.95	10.64	19,860.19	18,467.16
July 2013	13.00	10.00	20,351.05	19,126.82
August 2013	12.60	08.55	19,569.20	17,448.71
September 2013	11.00	09.01	20,739.69	18,166.17
October 2013	10.65	08.95	21,205.44	19,264.72
November 2013	11.40	09.00	21,321.53	20,137.67
December 2013	12.85	10.49	21,483.74	20,568.70
January 2014	14.20	10.41	21,409.66	20,343.78
February 2014	12.59	10.71	21,140.51	19,963.12
March 2014	18.85	11.08	22,467.21	20,920.98

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, subdivisions 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, 2014) :

Category	No of Shares Held	Percentage to Total (%)
Promoters	19458000	75.0000
Mutual Funds	1700	00.0066
Foreign Institutional Investors	1200	00.0046
Bodies Corporate	850754	03.2791
Individuals upto 1 Lakhs	3486756	13.4395
Individuals above 1 Lakhs	1908695	07.3569
Clearing Members	81977	00.3159
Non - Resident Indian (Repat)	81450	00.3139
Non Resident Indians (Non - Repat)	72468	00.2793
Hindu Undivided Family	1000	00.0039
TOTAL	25944000	100.0000

10. Distribution of Shareholding as on March 31, 2014:

Shareholding of Nominal Value of		Share		Share Amount	
Rs.	Rs.	Number of Shareholders	% to Total	In Rs.	% to Total
(1)		(2)	(3)	(4)	(5)
Upto 5,000		12097	91.51	16542470	06.37
5,001 - 10,000		516	03.90	4450520	01.71
10,001 - 20,000		254	01.92	3982790	01.53
20,001 - 30,000		95	00.71	2491010	00.96
30,001 - 40,000		42	00.31	1503960	00.57
40,001 - 50,000		49	00.37	2313410	00.89
50,001 - 100,000		79	00.59	6129080	02.36
100,001 and above		87	00.65	222026760	85.57
TOTAL		13219	100.00	259440000	100.00

11. Dematerialisation :

The Company's Equity Shares are under compulsory dematerialized (demat) mode of trading. As on March 31, 2014, shares in dematerialized form accounted for 96.01% of total equity shares.

12. Details of Public funding obtained in the last three years:

No capital has been raised from Public during the last three years.

13. Outstanding GDRs / ADRs / Warrants and their likely impact on Equity:

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

14. 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: mayuresh.vaze@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'

CERTIFICATE ON CORPORATE GOVERNANCE - MARCH 31, 2014

To,
The Members of Sharp India Limited

I have examined the compliance of conditions of Corporate Governance by **Sharp India Limited** ("the Company") for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My 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 my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one-month against the Company as per the records maintained by the Shareholders/Investor Grievance Committee.

I 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.

Sridhar G. Mudaliar
Company Secretary
Membership No.: FCS -6156
C P No : 2664

Date: 6th August 2014
Place : Pune

INDEPENDENT AUDITOR'S REPORT

To

The Members of Sharp India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Sharp India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956, read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Sharp India Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There was no disposal of a substantial part of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

explanations given to us, the financial statements give the information required by the Companies Act, 1956 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956, read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S. R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per Paul Alvares

Partner

Place of Signature : Pune

Date : May 26, 2014

Membership Number: 105754

- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon.
- (b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (e) to (g) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations

given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.

- (v) (a) In our opinion, there are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(v)(a) of the Order is not applicable to the Company and hence not commented upon.
- (vi) The Company has not accepted any deposits from the public. Accordingly the provisions of clause 4 (vi) of the Order are not applicable to the Company and hence not commented upon.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, related to the manufacture of 'Air-conditioners & Electronic Products', 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 same.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other material undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Including interest & penalty) (Rs.)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act 1944	MODVAT on WIP destroyed in fire	3,504,746	1999-2000	Customs/Central Excise and Service Tax Appellate Tribunal, Mumbai
Central Excise Act 1944	Remission of excise duty on finished goods destroyed in fire	7,778,232	1999-2000	Customs/Central Excise and Service Tax Appellate Tribunal
Service Tax (Finance Act 1994)	Service tax credit availed on repair & maintenance services provided by companies	8,296,609	August 2003 to September 2011	Customs/Central Excise and Service Tax Appellate Tribunal
Service Tax (Finance Act 1994)	Non-reversal of CENVAT credit availed on input service availed, when inputs are removed as such	676,500	2006-07 & 2010-11	Additional Commissioner of central Excise, Pune III Commissionerate
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
Customs Act, 1962	Demand notice for import of refrigerators	3,625,949 (This amount has been deposited with the tax authorities)	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 (This amount has been deposited with the tax authorities)	October 2008 to December 2008	Customs/Central Excise and Service Tax Appellate Tribunal

- (x) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) According to the information and explanations given to us and based on the documents and records produced before us, the Company did not have outstanding dues in respect of a bank, financial institution or debenture holders during the year.
- (xii) According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the Company and hence not commented upon.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provisions of clause 4(xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable to the Company and hence not commented upon.
- (xix) The Company did not have any debentures outstanding during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable to the Company and hence not commented upon.
- (xx) The Company has not raised any money through public issue during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company and hence not commented upon.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S. R. BATLIBOI & Co.LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

per Paul Alvares

Partner

Place of Signature : Pune

Date : May 26, 2014

Membership Number: 105754

BALANCE SHEET AS AT MARCH 31, 2014

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

Particulars	Note No	As at March 31, 2014	As at March 31, 2013
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share capital	3	259,440	259,440
Reserves and surplus	4	(4,246)	(31,949)
		<u>255,194</u>	<u>227,491</u>
Non-Current Liabilities			
Long Term Borrowings	5	188,411	90,000
Long term provisions	6	2,080	3,872
		<u>190,491</u>	<u>93,872</u>
Current Liabilities			
Trade payables	7	651,248	286,705
Other current liabilities	7	19,320	22,902
Short term provisions	6	6,224	6,540
		<u>676,792</u>	<u>316,147</u>
Total		<u><u>1,122,477</u></u>	<u><u>637,510</u></u>
<u>ASSETS</u>			
Non Current Assets			
Fixed assets			
Tangible assets	8	239,816	120,892
Intangible assets	8	31,984	866
Capital work in progress		—	47,865
Long term loans and advances	9	1,609	45,310
Trade receivables	10	—	—
		<u>273,409</u>	<u>214,933</u>
Current Assets			
Short term loans and advances	9	28,704	31,485
Trade receivables	10	498,423	242,580
Other current assets	11	1,013	—
Inventories	12	266,590	73,583
Cash and bank balances	13	54,338	74,929
		<u>849,068</u>	<u>422,577</u>
Total		<u><u>1,122,477</u></u>	<u><u>637,510</u></u>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors of
Sharp India Limited****FOR S. R. BATLIBOI & CO.LLP**
Firm Registration No. 301003E
Chartered Accountants**per Paul Alvares**
Partner
Membership No. 105754**T. Isogai**
Managing Director**M. Nakagawasai**
Executive Director**M. Vaze**
Company SecretaryPlace : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

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

Particulars	Note No	For the year ended March 31, 2014	For the year ended March 31, 2013
Income			
Revenue from operations (gross)	14	1,781,036	919,228
Less: excise duty		(238,152)	(141,452)
Revenue from operations (net)		1,542,884	777,776
Other income	15	266	667
Total revenue		1,543,150	778,443
Expenses			
Cost of raw material and components consumed	16	1,194,475	572,024
(Increase)/decrease in inventories of finished goods and work-in-progress	17	(3,834)	16,320
Employee benefits expense	18	80,841	66,277
Other expenses	19	174,654	86,002
		1,446,136	740,623
Earnings before finance cost, tax, depreciation and amortisation expense		97,014	37,820
Depreciation and amortisation expenses	20	55,789	49,181
Finance costs	21	13,508	1,678
Profit/ (loss) before tax		27,717	(13,039)
Tax expenses			
Wealth tax		14	5
Profit/ (loss) for the year		27,703	(13,044)
Earnings per equity share [nominal value of share Rs.10 (31 March, 2013 : Rs. 10)]			
Basic and diluted (in rupees)	22	1.07	(0.50)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors of
Sharp India Limited****FOR S. R. BATLIBOI & CO.LLP**
Firm Registration No. 301003E
Chartered Accountants**per Paul Alvares**
Partner
Membership No. 105754**T. Isogai**
Managing Director**M. Nakagawasai**
Executive Director**M. Vaze**
Company SecretaryPlace : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

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

Particulars	31 March 2014	31 March 2013
A. Cash flow from operating activities		
Net profit as per statement of profit and loss	27,717	(13,039)
Adjustment for taxation	—	—
Profit before tax	27,717	(13,039)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and impairment	55,789	54,702
Provision for doubtful debts	—	(1,982)
Sundry credit balances written back (net)	(230)	(261)
Provision no longer required written back	—	(7)
Profit on sale of assets	(36)	(406)
Provision for product warranty	—	—
Premium on Forwards contracts	—	—
Interest and finance charges	13,508	1,678
Unrealised exchange differences	(9,545)	(46)
	59,486	53,678
Operating profit before working capital changes	87,203	40,639
Movements in working capital :		
Increase/ (decrease) in trade payables	375,127	132,958
Increase/(decrease) in long-term provisions	(1,792)	(9,855)
Increase/(decrease) in short-term provisions	(316)	(945)
Increase/(decrease) in other current liabilities	13,733	(1,565)
Decrease/(increase) in trade receivables	(256,664)	(164,918)
Decrease/(increase) in inventories	(193,009)	99,339
Decrease/(increase) in long-term loans and advances	734	(1,399)
Decrease/(increase) in short-term loans and advances	2,781	40,569
Decrease/(increase) in other current assets	(1,013)	474
Change in working capital	(60,419)	94,658
Cash generated from operations	26,784	135,297
Direct taxes paid (Net of refunds)	—	—
Net cash flow from operating activities	26,784	135,297
B. Cash flow from investing activities		
Purchase of fixed assets, including intangible assets & Capital work in progress	(1)	(79,186)
Proceeds from sale of fixed assets	—	729
Net cash flow used in investing activities	(1)	(78,457)
C. Cash flow from financing activities		
Proceeds of long term borrowings	—	90,000
Repayment of short term borrowings	—	(72,297)
Interest paid	—	(1,678)
Net cash flow from/ (used in) financing activities	—	16,025
Net increase in cash and cash equivalents	26,783	72,865
Cash and cash equivalents as at beginning of year	74,929	2,064
Cash and cash equivalents as at year end	54,338	74,929
Components of cash and cash equivalents:		
Balances with banks:		
On current accounts	402	183
On cash credit account	53,845	74,624
Cheques-in-hand and in transit	—	—
Cash in hand	91	122
Total cash and cash equivalents (note 13)	54,338	74,929

As per our report of even date

For and on behalf of the Board of Directors of
Sharp India LimitedFOR S. R. BATLIBOI & CO.LLP
Firm Registration No. 301003E
Chartered Accountantsper Paul Alvares
Partner
Membership No. 105754T. Isogai
Managing DirectorM. Nakagawasai
Executive DirectorM. Vaze
Company SecretaryPlace : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014Place : Pune
Date : May 26, 2014

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

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

Note- 1 : Background

Sharp India Limited ('the Company') was incorporated on July 5, 1985. The company is principally engaged in the manufacture and sale of colour televisions ('CTVs'), light emitting diode televisions ('LED TVs'). During current year, the Company has commenced the production of air conditioners ('ACs').

Sharp Corporation ('Sharp'), a company 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 colour televisions ('CTVs') and ('LED TVs') & air conditioners ('ACs').

Note- 2 : Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs. The financial statements have been prepared under the historical cost convention on an accrual basis except for derivative financial instruments which have been measured at fair value.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Note- 2.1 : Statement of significant accounting policies**(a) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from these estimates.

(b) Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost comprises of purchase price, borrowing costs if capitalisation criteria are met and directly attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(c) Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(d) Depreciation on tangible fixed assets

Depreciation on tangible assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under Schedule XIV to the Companies Act, 1956, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets :

	<u>Rates applied by the company</u>	<u>Rates as per Schedule XIV</u>
Buildings		
- Factory	3.34%	3.34%
- Others	1.63%	1.63%
Plant and machinery	5.38*	5.38%
Moulds, jigs and fixtures	16.21%	16.21%
Furniture, fittings and equipment	4.75 - 6.33%	4.75%-6.33%
Computers	16.21 - 25.00%	16.21%
Vehicles	20%	9.5%

Depreciation on fixed assets added during the year is provided on pro rata basis with reference to date of addition except in case of assets individually costing below Rs 5,000 which are fully depreciated in the year of purchase.

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets excluding capitalised development costs are not capitalised and are reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets amortised on straight line basis over the estimated useful economic life.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from the previous estimates, the amortisation period is changed accordingly. The amortisation period of the intangible assets are given below :

SAP software - 6 years

Technical know-how -10 years

Model fees - 4 years

Gains or losses arising from de-recognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(f) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Leases

Operating lease-Where company is the lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(h) Inventories

Inventories are valued as follows:

Raw materials, components, Stores, Packing Material and Spares	:	Lower of cost and net realisable value. However, material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.
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Work-in-progress and Finished Goods	:	Lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
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Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(i) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and that the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised :

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, on the basis of terms of sale and are recorded net of trade discounts and sales taxes, but including excise duty. The company collects sales taxes and value added taxes (VAT) on behalf of the government and therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Income from services

Revenue from service contracts are recognised pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore it is not an economic benefit flowing to the company. Hence it is excluded from the revenue.

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.

Export incentives

Export incentives consists of duty drawback income which is recognised in statement of profit and loss on the basis of realisation of claims from the concerned authority.

(j) Foreign currency translation

Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

Exchange differences arising on the settlement of monetary items of the company at rates different from those at which they were initially recorded are recognised as income or expenses, in the period in which they arise.

Forward exchange contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contract is amortised and recognised as an expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

(k) Retirement benefits

Retirement benefits to employees comprise of gratuity, contributions to superannuation, pension fund, provident fund and employee deposit linked insurance as per the approved scheme of the company.

Retirement benefit in the form of provident fund, pension fund and employee deposit linked insurance are defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund, pension fund and employee deposit linked insurance. The company recognizes contribution payable to the provident fund, pension fund and employee deposit linked insurance as expenditure, when an employee renders the related service. If the contribution payable to provident fund, pension fund and employee deposit linked insurance for services received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contributions already paid. If the contributions already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Contributions to superannuation fund with LIC through its employees' trust are charged to the statement of profit and loss on an accrual basis. There are no obligations other than the contribution made each year.

Gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation made at the end of each financial year. The actuarial valuation is done as per projected unit credit method. Actuarial gains and losses are recognised in full in the period in which they occur in the statement of profit and loss.

Long term compensated absences are provided for based on actuarial valuation at the end of each financial year. The actuarial valuation is done as per projected unit credit method. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as current in the balance sheet, since it does not have an unconditional right to defer its settlement for more than 12 months after the reporting date.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

(l) Income tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date the company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer virtually certain, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes virtually certain, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the *Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961*, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

(m) Earnings per share

Basic earnings/loss per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average numbers of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(n) Provisions

A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(o) Cash and cash equivalents

Cash and cash equivalents in the balance sheet and for the purposes of cash flow statement comprises of cash at bank and cash in hand.

(p) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognise a contingent liability but discloses its existence in the financial statements.

(q) Measurement of EBFTDA

As permitted by the guidance note on the *Revised Schedule VI to the Companies Act 1956*, the company has elected to present earnings before finance cost, tax, depreciation and amortisation (EBFTDA) as a separate line item on the face of the statement of profit and loss. The company measures EBFTDA on the basis of profit / (loss) from continuing operations. In its measurement, the company does not include depreciation and amortisation expenses, finance cost and tax expense.

Note - 3 : SHARE CAPITAL

Particulars	March 31, 2014 (Rs.'000)	March 31, 2013 (Rs.'000)
AUTHORISED CAPITAL		
40,000,000 (31 March, 2013 : 40,000,000) equity shares of Rs.10/- each	<u>400,000</u>	<u>400,000</u>
Issued, subscribed and paid up	259,440	259,440
25,944,000 (31 March, 2013 : 25,944,000) equity shares of Rs.10/- each fully paid up	<u>259,440</u>	<u>259,440</u>

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	March 31, 2014		March 31, 2013	
	(Nos. '000)	(Rs. '000)	(Nos. '000)	(Rs. '000)
At the beginning of the year	<u>25,944</u>	<u>259,440</u>	<u>25,944</u>	<u>259,440</u>
Outstanding at the end of the year	<u>25,944</u>	<u>259,440</u>	<u>25,944</u>	<u>259,440</u>

b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

c) Shares held by holding / ultimate holding company and/or their subsidiaries / associates

	March 31, 2014		March 31, 2013	
	(Nos. '000)	(Rs. '000)	(Nos. '000)	(Rs. '000)
Sharp Corporation Japan, the holding company	<u>19,458</u>	<u>194,580</u>	<u>20,755</u>	<u>207,552</u>

d) Details of shareholding more than 5% shares in the company

	March 31, 2014		March 31, 2013	
	(Nos. '000)	% holding	(Nos. '000)	% holding
Sharp Corporation Japan, the holding company	<u>19,458</u>	<u>75%</u>	<u>20,755</u>	<u>80%</u>

Note - 4 : RESERVES AND SURPLUS

Particulars	March 31, 2014	March 31, 2013
Capital reserve	<u>2,000</u>	<u>2,000</u>
- Special capital incentive received from the Government of Maharashtra		
Securities premium account	<u>178,600</u>	<u>178,600</u>
Deficit in the statement of profit and loss		
Balance as per last financial statements	<u>(212,549)</u>	<u>(199,505)</u>
Profit / (Loss) for the year	<u>27,703</u>	<u>(13,044)</u>
Net deficit in the statement of profit and loss	<u>(184,846)</u>	<u>(212,549)</u>
Total reserves and surplus	<u>(4,246)</u>	<u>(31,949)</u>

Note- 5 : Long Term Borrowing

Particulars	Long-term	
	March 31, 2014	March 31, 2013
Rupee Term Loan (Unsecured)		
External commercial borrowing from Sharp Corporation Japan	158,411	60,000
Loan from Sharp Software Development India Private Limited	30,000	30,000
Total Long Term Borrowings	<u>188,411</u>	<u>90,000</u>
1. External commercial borrowings taken from Sharp Corporation, Japan is repayable after 4 years from the date of withdrawal. The loan carries a fixed interest of 6.90% per annum. The details of withdrawals are given as follows :		
Date of Withdrawals		Amount
08/02/2013		60,000
16/04/2013		65,000
19/07/2013		33,411
Total Withdrawals		<u>158,411</u>
2. 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 year. The loan carries an interest of 10% per annum.		

Note - 6 : PROVISIONS

Particulars	Long-term		Short-term	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Provision for employee benefits				
Provision for gratuity (Refer Note 23)	—	1,792	—	—
Provision for leave encashment	—	—	5,238	5,512
Provision for bonus	—	—	972	1,023
Other provisions				
Provisions for dues under dispute (Refer Note 36)	2,080	2,080	—	—
Provision for wealth tax	—	—	14	5
Total Provisions	<u>2,080</u>	<u>3,872</u>	<u>6,224</u>	<u>6,540</u>

Note - 7 : OTHER CURRENT LIABILITIES

Particulars	March 31, 2014	March 31, 2013
Trade payables	651,248	286,705
(For dues to micro, small and medium enterprises, Refer Note 30)		
Other liabilities		
Creditors for fixed assets	—	17,315
TDS payable	6,523	2,237
Sales tax payable	7,597	2,660
Service tax payable	3,722	245
Payables to employees	220	228
Advances from customers	245	217
Unamortised premium liability	1,013	—
	<u>19,320</u>	<u>22,902</u>
	<u>670,568</u>	<u>309,607</u>

Note- 8 : FIXED ASSETS AS AT 31, MARCH 2014

	TANGIBLES						INTANGIBLES			TOTAL	
	Land- Freehold (Refer Note 8a)	Factory Buildings	Plant and machinery (Refer Note 8c)	Moulds, jigs and fixtures'	Furniture and equipment	Computers	Vehicles	Total	Previous year	Grand Total	Grand Total Previous Year
								(A)	(D)	(B)	(F = D + E)
Gross Block											
As at April 1, 2012	1,931	90,916	412,803	314,424	19,629	41,371	5,799	886,873	877,909	53,375	931,284
Additions	-	-	1,472	1,973	1,804	-	-	5,249	52,194	115	67,519
Deletions	-	-	1,673	3,674	620	12,873	-	18,840	43,230	745	43,280
As at March 31, 2013	1,931	90,916	412,602	312,723	20,813	28,498	5,799	873,282	886,873	29,471	955,523
Additions	-	-	58,370	104,475	428	1,656	1,084	166,013	5,249	67	205,840
Deletions	-	-	36,730	-	1,403	-	-	38,133	18,840	-	58,125
As at March 31, 2014	1,931	90,916	434,242	417,198	19,838	30,154	6,883	1,001,162	873,282	29,538	902,759
Accumulated depreciation / amortisation											
As at April 1, 2012	-	46,692	335,994	286,273	17,508	40,513	3,077	730,057	746,686	29,120	784,104
For the year	-	2,820	7,391	28,828	433	395	983	40,850	26,432	237	54,702
Deletions	-	-	1,673	3,674	297	12,873	-	18,517	43,061	745	57,804
As at March 31, 2013	-	49,512	341,712	311,427	17,644	28,035	4,060	752,390	730,057	28,612	784,104
For the year	-	2,820	15,767	25,706	1,499	504	783	47,079	40,850	155	55,789
Deletions	-	-	36,730	-	1,393	-	-	38,123	18,517	-	38,123
As at March 31, 2014	-	52,332	320,749	337,133	17,750	28,539	4,843	761,346	752,390	28,767	781,002
Net Block											
As at March 31, 2013	1,931	41,404	70,890	1,296	3,169	463	1,739	120,892	156,816	859	121,757
As at March 31, 2014	1,931	38,584	113,493	80,065	2,088	1,615	2,040	239,816	120,892	770	121,757

Note 8a

Freehold land includes Rs.18,12,000/- paid for the acquisition of land at Koregaon Bhima. Although the Company possesses the title deeds to this land, the final purchase consideration is still to be determined. Management believes that no additional claims are likely to be made against the Company consequent to the finalisation of the purchase consideration.

Note 8b

Depreciation figure disclosed in the statement of profit and loss for the year ended March 31, 2014 is net of reimbursement amounting to Rs. Nil (March 31, 2013: Rs. 5,521 thousands) received from Sharp Corporation, Japan towards additional depreciation on certain assets of plant and machinery, moulds technical know-how, furniture and fittings.

Reconciliation of depreciation as per Fixed Asset schedule with the depreciation as per statement of profit and loss			2014	2013
Depreciation as per Fixed Asset Schedule above			55,789	54,702
Less : Additional depreciation on certain assets of moulds, jigs & fixtures, furniture & fixtures. reimbursed by Sharp Corporation, Japan			-	5,521
Depreciation , net charged to statement of profit and loss			55,789	49,181

Note 8c

The Company has capitalised borrowing costs amounting to Rs. 1,468 thousands (31 March 2013: Rs. 1,241 thousands) incurred on term loans taken for the purposes of capitalisation of the new air conditioner facility to Plant & Machinery.

Note - 9 : LOANS AND ADVANCES

Particulars	Non-current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Loans and advances to related parties (Refer Note 26 (d))				
Unsecured considered good	—	—	—	25,757
Capital Advances				
Unsecured considered good	—	43,273	—	—
Advances recoverable in cash or kind				
Unsecured considered good	—	—	11,814	1,260
Other loans and advances				
Unsecured considered good				
Advance income tax (net of provision for tax)	458	497	—	—
Prepaid expenses	—	328	2,285	720
Prepaid gratuity (Refer Note 23)	—	—	2,779	—
Deposits - others	1,151	1,212	600	825
Balances with statutory/government authorities	—	467	11,226	2,923
Less : provision for doubtful advances	—	(467)	—	—
	<u>1,609</u>	<u>45,310</u>	<u>28,704</u>	<u>31,485</u>
Included in loans and advances to related parties :				
Dues from companies under the same management as listed below :				
Sharp Corporation, Japan	—	—	—	24,880
Sharp Electronics (Malaysia) SDN. BHD, Malaysia	—	—	—	848
Sharp Business Systems India Limited	—	—	—	(37)
Sharp Manufacturing (Malaysia)SDN BHD, Malaysia	—	—	—	85
Sharp Roxy Singapore	—	—	—	(19)
	<u>—</u>	<u>—</u>	<u>—</u>	<u>25,757</u>

Note- 10 : TRADE RECEIVABLES

Particulars	Non-current		Current	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured, considered good unless stated otherwise				
Outstanding for a period exceeding six months from the date they are due for payment				
- Considered good	—	—	—	530
- Considered doubtful	58,651	58,651	—	—
	<u>58,651</u>	<u>58,651</u>	<u>—</u>	<u>530</u>
Provision for doubtful receivables	(58,651)	(58,651)	—	—
Sub-Total (A)	<u>—</u>	<u>—</u>	<u>—</u>	<u>530</u>
Other receivables				
- Considered good	—	—	498,423	242,050
	<u>—</u>	<u>—</u>	<u>498,423</u>	<u>242,050</u>
Provision for doubtful receivables	—	—	—	—
Sub-Total (B)	<u>—</u>	<u>—</u>	<u>498,423</u>	<u>242,050</u>
Total (A+B)	<u>—</u>	<u>—</u>	<u>498,423</u>	<u>242,580</u>

Note - 11 : OTHER CURRENT ASSETS

Particulars	March 31, 2014	March 31, 2013
Unsecured considered good unless stated otherwise		
Unamortised premium on forward contract	1,013	—
	<u>1,013</u>	<u>—</u>

Note - 12 : INVENTORIES (VALUED AT LOWER OF COST AND NET REALISABLE VALUE)

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Raw materials and components	257,648	68,574
(Includes material in transit Rs. 100,189 thousands (31 March 2013: Rs. 35,078 thousands))		
Stores and packing materials	618	519
Work-in-progress	5,307	675
Finished goods	3,017	3,815
	<u>266,590</u>	<u>73,583</u>

Note - 13 : CASH AND CASH EQUIVALENTS

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Balances with banks		
- On current account	402	183
- On cash credit account	53,845	74,624
Cash on hand	91	122
	<u>54,338</u>	<u>74,929</u>

Note - 14 : REVENUE FROM OPERATIONS

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Revenue from operations		
Sale of products		
Finished goods	1,778,270	917,344
Other operating revenue		
Scrap sales	2,269	1,288
Duty drawback income	497	596
Revenue from operations (gross)	<u>1,781,036</u>	<u>919,228</u>
Less: excise duty	<u>(238,152)</u>	<u>(141,452)</u>
Revenue from operations (net)	<u>1,542,884</u>	<u>777,776</u>

Excise duty on sales amounting to Rs.238,151 thousands (31 March 2013: Rs. 141,452 thousands) has been reduced from sales in statement of profit and loss and excise duty on increase / (decrease) in stock amounting to Rs. 209 thousands (31 March 2013: Rs. 2,378) has been considered as expense / (income) in note 19 of financial statements.

Details of products sold	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Finished goods sold		
Air conditioners	1,048,692	-
Liquid crystal display televisions	675,959	488,898
Colour televisions	48,355	425,543
Spares	5,264	2,903
	<u>1,778,270</u>	<u>917,344</u>

Note - 15 : OTHER INCOME

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Sundry credit balances written back (net)	230	261
Profit on sale of fixed assets	36	406
	<u>266</u>	<u>667</u>

Note - 16 : COST OF RAW MATERIAL AND COMPONENT CONSUMED

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Inventory as at the beginning of the year	68,574	151,468
Add : Purchases during the year	1,383,549	489,130
Less : Inventory as at the end of the year	257,648	68,574
Cost of raw material and components consumed	<u>1,194,475</u>	<u>572,024</u>

Details of raw material and components consumed

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Colour picture tubes	22,303	208,512
LED/ LCD Panels	240,662	214,303
Compressor	153,180	-
Control Board	174,647	-
Condensor	58,840	-
Others	544,843	149,209
	<u>1,194,475</u>	<u>572,024</u>

Details of inventory**Raw material and components**

(Including materials in transit)	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Colour picture tubes	85	1,712
LED/ LCD Panels	9,055	5,092
Compressor	30,389	-
Control Board	10,254	-
Condensor	826	-
Others	207,039	61,770
	<u>257,648</u>	<u>68,574</u>

Note - 17 : (INCREASE) /DECREASE IN INVENTORIES**Particulars****March 31, 2014** **March 31, 2013****Inventories as at the end of the year**

Finished goods (including material in transit)	3,017	3,815
Work in progress	5,307	675
Total (A)	8,324	4,490

Inventories as at the beginning of the year

Finished goods (including material in transit)	3,815	17,136
Work in progress	675	3,674
Total (B)	4,490	20,810
(Increase)/decrease in inventories (B-A)	(3,834)	16,320

Details of inventory**March 31, 2014** **March 31, 2013****Finished goods**

Colour televisions	2,066	2,501
Liquid crystal display televisions	-	1,314
Air conditioners	951	-
	3,017	3,815

Work in progress

Colour televisions	252	55
Liquid crystal display televisions	930	620
Air conditioners	4,125	-
	5,307	675
	8,324	4,490

Note - 18 : EMPLOYEE BENEFITS EXPENSE**Particulars****March 31, 2014** **March 31, 2013**

Salaries, wages and bonus	63,067	46,554
Contribution to provident fund	2,634	2,389
Gratuity expense (Refer Note 23)	(3,105)	1,514
Contributions to pension funds	1,328	1,201
Contributions to superannuation fund	905	940
Contributions to employees deposit linked insurance	64	49
Staff welfare	15,948	13,630
	80,841	66,277

Note - 19 : OTHER EXPENSES

Particulars	March 31, 2014	March 31, 2013
Consumption of stores, spares	752	147
Consumption of packing materials	20,712	16,447
Freight, octroi, transit insurance	6,997	17,520
Power, fuel, water charges	4,745	3,971
Water charges	421	421
Rent, rates and taxes	1,708	1,624
Repairs and maintenance		
-Plant and machinery	594	2,112
-Building	390	280
-Others	5,444	3,961
Insurance	2,033	1,481
Travel	4,094	1,227
Communication expenses	4,557	3,864
Directors sitting fees	722	660
Provision for doubtful debts	-	(1,982)
Royalty and patent fees	47,441	18,088
Professional fees and expenses	8,286	5,129
Auditors' remuneration	2,264	2,194
Increase/(decrease) of excise duty on inventory	(209)	(2,378)
Processing charges	678	-
Printing and stationery	553	544
Service tax	220	736
Exchange rate difference (net)	43,848	91
Miscellaneous expenses	18,404	9,865
	<u>174,654</u>	<u>86,002</u>

Payment to auditor

Particulars	March 31, 2014	March 31, 2013
As auditor		
Audit fees	1,430	1,430
Tax audit fees	150	150
Limited review	400	400
Reimbursement of expenses	284	214
	<u>2,264</u>	<u>2,194</u>

Note - 20 : DEPRECIATION AND AMORTISATION EXPENSES

Particulars	March 31, 2014	March 31, 2013
Depreciation of tangible assets	47,079	40,850
Amortisation of intangible assets	8,709	13,852
	<u>55,788</u>	<u>54,702</u>
Less: reimbursement received from Sharp Corporation Japan (Refer Note 26 (e))	-	5,521
	<u>55,788</u>	<u>49,181</u>

Note - 21 : FINANCE COSTS

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Interest on term loans	11,742	-
Interest on cash credit facilities	-	571
Interest others	222	471
Bank charges	1,544	636
	13,508	1,678

Note - 22 : EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Profit/(loss) after tax	27,703	(13,044)
Net profit/(loss) for calculation of basic and diluted EPS	27,703	(13,044)

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
	<u>Nos. (in '000)</u>	<u>Nos. (in '000)</u>
Weighted average number of equity shares in calculating basic and diluted EPS	25,944	25,944
Earnings per equity share [nominal value of share Rs.10 (31 March, 2013: Rs. 10)]		
Basic and diluted (in rupees)	1.07	(0.50)

Note - 23 : GRATUITY & OTHER POST EMPLOYMENT BENEFITS**Defined contribution plans -**

The company has recognised the following amounts in the statement of profit and loss for the year:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Provident & pension fund	3,962	3,590
Superannuation fund	905	940

Defined benefit plans -

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible for gratuity on departure, computed based on the company's gratuity scheme for each completed year of service. The scheme is funded with an insurance company. The following tables summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and the amount recognised in the balance sheet for the respective plans.

Statement of profit and loss

Net employees benefit expense recognised in the statement of profit and loss:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Current service cost	1,904	1,733
Interest on defined benefit obligation	3,236	3,035
Expected return on plan assets	(2,813)	(1,953)
Net actuarial (gain)/loss recognised in the year	(5,432)	(1,417)
Net benefit expense**	(3,105)	1,398
Actual return on plan assets	3,604	3,801

** During the year company has paid the gratuity liability of employees directly Rs. Nil (31 March, 2013: Rs.116 thousands), which has been included in the gratuity expense charged to the statement of profit and loss.

Balance sheet**Benefit asset/liability**

The following table summarises the components of net benefit balance recognised in the balance sheet:

Details of defined benefit gratuity plan

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Defined benefit obligation	40,127	40,132
Fair value of plan assets	(42,906)	(38,340)
Plan (asset)/liability	(2,779)	1,792

Changes in the present value of the defined benefit gratuity obligation are as follows:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Opening defined benefit obligation	40,132	35,183
Interest cost	3,236	3,035
Current service cost	1,904	1,733
Benefits paid/payable	(463)	(250)
Actuarial (gain)/loss on obligation	(4,682)	431
Closing defined benefit obligation	40,127	40,132

Changes in the fair value of the defined benefit gratuity plan assets are as follows:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Opening fair value of plan assets	38,340	25,854
Expected return	2,813	1,953
Contributions by employer	1,466	8,935
Benefits paid	(463)	(250)
Actuarial gains/(loss) on obligation	750	1,848
Closing fair value of plan assets	42,906	38,340

*The Company expects to contribute Rs. Nil to gratuity in the next year (31 March 2013: Rs 2,000).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	<u>2014</u>	<u>2013</u>
Investments with Life Insurance Corporation of India	100%	100%

The principal assumptions used in determining defined benefit gratuity plan obligations are shown below:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Discount rate	9.25%	8.05%
Expected rate of return on plan assets	7.50%	7.50%
Salary escalation rate	6% for Bargainable and 8% for Non-Bargainable	6% for Bargainable and 8% for Non-Bargainable
Attrition rate	2%	2%

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

Amounts for the current and previous four periods are as follows:

Particulars	<u>March 31, 2014</u>	<u>March 31, 2013</u>	<u>March 31, 2012</u>	<u>March 31, 2011</u>	<u>March 31, 2010</u>
Defined benefit obligation	40,127	40,132	35,183	31,807	43,061
Plan assets	42,906	38,340	25,854	26,111	37,315
Surplus/(deficit)	2,820	(1,792)	(9,329)	(5,696)	(5,746)
Experience adjustments on plan liabilities	214	(780)	2,268	(2,414)	(1,637)
Experience adjustments on plan assets	791	1,848	487	1,010	279

Note - 24 : LEASE COMMITMENTS

Operating Lease: Company as lessee

The company has entered into operating lease agreements for the rental of property. Typically, lease agreements are for a period of three years and contain provisions for early termination. There were no restrictions placed upon the Company by entering into this lease.

Lease payments on cancellable operating leases during the year: Rs.13 thousands. (31 March, 2013 Rs.13 thousands)

Note - 25 : 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 primary segment in context of Accounting Standard (AS) - 17 on Segment Reporting, notified under the Rules.

The analysis of geographical segment is based on the geographical location of the customers. The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

Details of segment revenue

Particulars	<u>Year ended</u> <u>March 31, 2014</u>	<u>Year ended</u> <u>March 31, 2013</u>
Sales within India	1,501,355	756,041
Sales outside India	41,529	21,735
Total	<u>1,542,884</u>	<u>777,776</u>

Details of segment assets

Particulars	<u>Year ended</u> <u>March 31, 2014</u>	<u>Year ended</u> <u>March 31, 2013</u>
Segment assets within India	1,099,333	632,284
Segment assets outside India	23,144	5,226
Total	<u>1,122,477</u>	<u>637,510</u>

Note - 26 : RELATED PARTY TRANSACTIONS

a) Names of related parties and related party relationship

I. Related parties where control exists:

Holding company:

Sharp Corporation, Japan

II. Related parties with whom transactions have taken place:

Fellow subsidiaries:

Sharp Electronics (Malaysia) SDN. BHD., Malaysia

Sharp Manufacturing Corporation (M) SDN BHD, Malaysia

Sharp Business Systems (India) Limited

Sharp Roxy Sales (Singapore) Pte Ltd, Singapore

Sharp Software Development India Private Limited

Sharp Middle East FZE, UAE

S&O Electronics (M) SDN BHD, Malaysia

Key management personnel:

Mr. M. Nakagawasai (from June 1, 2012)

Mr.T.Isogai (from December 9, 2012)

b) The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of transactions	Holding company		Fellow subsidiaries		Key management personnel	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Sale of goods, spares and raw materials**	–	–	1,540,171	775,585	–	–
Purchase of fixed assets (including capital work in progress)	1,542	–	1,025	2,311	–	–
Purchase of technical know-how	31,472	8,288	–	–	–	–
Purchase of goods and services	–	–	803,442*	532,147*	–	–
Loans taken	98,411	60,000	–	30,000	–	–
Interest on Loan	10,210	621	3,000	619	–	–
Royalty and patent expense incurred	47,441	18,088	–	–	–	–
Reimbursement of expenses received	63,819	188,425	424	1,822	–	–
Reimbursement of expenses paid	6,667	3,796	4,413	2,201	–	–
Managerial remuneration	–	–	–	–	4,551	4,225

* Net of discounts received

**Sales are net of taxes and duties

c) List of transactions with fellow subsidiaries:

Type of transaction	Type of relationship	Name of the entity/person	2014	2013
Sale of goods, spares and raw materials	Fellow subsidiaries	Sharp Business Systems (India) Limited**	1,498,642	753,852
		Sharp Roxy Sales (Singapore) Pte Ltd, Singapore	–	14,813
		Sharp Middle East FZE, UAE	41,529	5,238
		Sharp Manufacturing Corporation (M) SDN BHD, Malaysia	–	1,682
			<u>1,540,171</u>	<u>775,585</u>

**Sale of goods for the year ended March 31, 2014 includes price support received by way of additional pricing from Sharp Business System India Limited amounting to Rs. 52,295 thousands, for the year ended March 31, 2014 (Rs. Nil for the year ended March 31, 2013).

			2014	2013
Purchase of fixed assets	Fellow subsidiaries	Sharp Electronics (Malaysia) SDN. BHD., Malaysia	1,025	1,106
		Sharp Manufacturing Corporation.(M) SDN BHD, Malaysia	–	353
		Sharp Business Systems (India) Limited	–	852
			<u>1,025</u>	<u>2,311</u>
Purchase of goods/ Services/Others	Fellow subsidiaries	Sharp Electronics (Malaysia) SDN. BHD., Malaysia	803,280	479,563
		Sharp Manufacturing Corporation. (M) SDN BHD, Malaysia	102	52,456
		Sharp Business Systems (India) Limited	60	128
			<u>803,442</u>	<u>532,147</u>
Loan	Fellow subsidiaries	Sharp Software Development India Private Limited	–	30,000
Interest on Loan	Fellow subsidiaries	Sharp Software Development India Private Limited	3,000	619
Reimbursement of expenses (paid)/ received from (net)	Fellow subsidiaries	Sharp Electronics (Malaysia) SDN. BHD., Malaysia	(4,054)	(2,025)
		Sharp Manufacturing Corporation.(M) SDN BHD, Malaysia	(263)	11
		Sharp Business Systems (India) Limited	268	1,651
		Sharp Software Development India Private Ltd.	27	8
		S&O Electronics (M) SDN BHD Malaysia	33	–
		Sharp Roxy Sales (Singapore) Pte Ltd, Singapore	–	(24)
			<u>(3,989)</u>	<u>(379)</u>
Managerial remuneration	Key management personnel	T. Sakamoto	–	301
		M. Nakagawasai	2,112	1,682
		T. Isogai	2,439	741
		T. Mikami	–	1501
			<u>4,551</u>	<u>4225</u>

d) Amounts outstanding as at year end :

	As at March 31, 2014		As at March 31, 2013	
	Holding company	Fellow subsidiaries	Holding company	Fellow subsidiaries
i) Trade receivables	–	498,423	–	242,560
ii) Trade payables	43,088	359,174	–	242,543
iii) Loans and advances	–	–	24,880	877
iv) Long term borrowings	158,411	30,000	60,000	30,000

Name of related party	March 31, 2014	March 31, 2013
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Trade Receivables

Sharp Business Systems (India) Limited	475,279	237,335
Sharp Middle East FZE, UAE	23,144	5,225
	<u>498,423</u>	<u>242,560</u>

Trade payables

Sharp Electronics (Malaysia) SDN. BHD., Malaysia	358,969	236,301
Sharp Business Systems (India) Limited	205	–
Sharp Manufacturing Corporation.(M) SDN BHD, Malaysia	–	6,242
	<u>359,174</u>	<u>242,543</u>

<u>Name of related party</u>	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Loans and advances		
Sharp Electronics (Malaysia) SDN. BHD., Malaysia	–	848
Sharp Manufacturing Corporation. (M) SDN BHD, Malaysia	–	85
Sharp Business Systems (India) Limited	–	(37)
Sharp Roxy Sales (Singapore) Pte Ltd, Singapore	–	(19)
Sharp Corporation Japan	–	24,880
	<u>–</u>	<u>25,757</u>
Long Term borrowings		
Sharp Software Development India Private Limited	<u>30,000</u>	<u>30,000</u>

e) Reimbursements from/to holding company

During the current year, the company has received following reimbursements from Sharp Corporation, Japan :

- 1) Rs. Nil (31 March 2013 : Rs. 7,001 thousands) towards provision for slow moving inventories.
- 2) Rs. Nil (31 March 2013 : Rs. 5,521 thousands) towards additional depreciation on certain assets of plant and machinery, moulds and model fees.
- 3) Rs.51,115 thousands (31 March 2013 : Rs. 165,611 thousands) towards discount on raw material / LCD panel price support.
- 4) Rs. 6,037 thousands (31 March 2013 : Rs. 6,496 thousands) towards other expenses, net.

Note - 27 : CAPITAL COMMITMENT

There are capital commitments worth Rs. 306 thousands outstanding as at the year end (31 March, 2013 : Rs. 67,086 thousands)

Note - 28 : CONTINGENT LIABILITIES

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Claims against the company not acknowledged as debts		
- Central excise authorities	<u>24,995</u>	<u>20,601</u>
	<u>24,995</u>	<u>20,601</u>

Claims against the company for central excise pertain to claim for (i) cenvat on work-in-progress and finished goods destroyed by fire, (ii) service tax on repairs and maintenance services and cenvat credit on input services availed for procurement of inputs (iii) Service tax credit on input services attributable to purchase of inputs which were removed as such (v) proportionate reversal of cenvat credit availed on common input services availed for procurement & sale of trading goods.

Note - 29 : DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars of derivatives

Purpose

Forward contract outstanding as at balance sheet date

Buy USD 1,447(INR 90,761)(31 March 2013: – USD Nil
(INR Nil)) (these amount are in thousands)

Hedge of payables against USD liabilities
on purchase of raw materials.

Particulars of unhedged foreign currency exposure as at the balance sheet date

March 31, 2014

<u>Particulars</u>	<u>Foreign Currency</u>	<u>In Foreign Currency</u> (in '000)	<u>In Indian rupees</u> (in '000)
Trade payables	USD	6,134	367,594
	JPY	59,347	34,463
Trade receivables	USD	(386)	(23,144)

March 31, 2013

<u>Particulars</u>	<u>Foreign Currency</u>	<u>In Foreign Currency</u> (in '000)	<u>In Indian rupees</u> (in '000)
Trade payables	USD	4,745	257,613
	JPY	5,453	3,146
Loans and advances	USD	(745)	(40,468)
	JPY	(25,841)	(14,908)
	SGD	(1)	(19)
Trade receivables	USD	(96)	(5,225)

Note - 30 : DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MSMED ACT, 2006

There are no dues to micro, small and medium enterprises as at March 31, 2014 (March 31, 2013 : 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.

Note - 31 : VALUE OF IMPORTS CALCULATED ON CIF BASIS

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Raw material and components (Gross)	1,035,098	574,418
Capital goods	33,041	32,771
	<u>1,068,139</u>	<u>607,189</u>

Note - 32 : EXPENDITURE IN FOREIGN CURRENCY (accrual basis)

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Travel	2,554	774
Professional Fees	4,042	1,780
Communication Expenses	1,209	986
Royalty and patent fees	47,441	18,088
Technical know how fees*	31,472	8,288
Others	4,660	2,650
	<u>91,377</u>	<u>32,566</u>

* Technical know how fees has been capitalised under the head of intangible assets.

Note - 33 : IMPORTED AND INDIGENOUS RAW MATERIALS AND COMPONENTS CONSUMED

	<u>March 31, 2014</u>		<u>March 31, 2013</u>	
	<u>%</u>	<u>Amount in</u>	<u>%</u>	<u>Amount in</u>
		<u>(Rs.'000)</u>		<u>(Rs.'000)</u>
Raw Materials				
Imported	74.69	892,108	89.16	488,760
Indigenous	25.31	302,367	13.84	78,509
	<u>100.00</u>	<u>1,194,475</u>	<u>100.00</u>	<u>567,269</u>
Stores, spares and packing materials				
Imported	—	—	—	—
Indigenous	100.00	21,464	100.00	16,594
	<u>100.00</u>	<u>21,464</u>	<u>100.00</u>	<u>16,594</u>

Note - 34 : EARNINGS IN FOREIGN CURRENCY (accrual basis)

	<u>March 31, 2014</u>	<u>March 31, 2013</u>
Export at FOB value	41,529	22,410

Note - 35 : DEFERRED TAX

The break up of components of deferred tax is given below :

Particulars	March 31, 2014	March 31, 2013
Deferred tax asset		
Unabsorbed depreciation	31,840	16,200
Provision for doubtful debts	19,482	19,482
Provision for leave salary	1,740	1,831
Others	884	1,325
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	3,778	2,431
Gross deferred tax asset (A)	57,724	41,269
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting	(19,744)	(4,989)
Gross deferred tax liability (B)	(19,744)	(4,989)
Net deferred tax asset (being restricted to DTL)	Nil	Nil

In view of there being no virtual certainty for availability of sufficient future taxable income against which the deferred tax assets as at March 31, 2014 can be realised, the same have not been recognised in accordance with Accounting Standard 22 "Accounting for Taxes on Income" notified under the Rules. Accordingly deferred tax asset has been recognized to the extent of deferred tax liability.

Note - 36 : PROVISION FOR DUES UNDER DISPUTE

The Company had imported refrigerators during the financial year ended March 31, 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 made full provision of the demand made by the custom authorities along with the interest. The outstanding provision amount of Rs. 2,080 thousands as on March 31, 2014 represents interest on the demand.

Note - 37 : PREVIOUS YEAR FIGURES

Previous year's figures have been regrouped wherever necessary to conform to the current year's classification.

As per our report of even date

FOR S. R. BATLIBOI & CO.LLP
Firm Registration No. 301003E
Chartered Accountants

per Paul Alvares
 Partner
 Membership No. 105754

Place : Pune
 Date : May 26, 2014

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

T. Isogai
 Managing Director

Place : Pune
 Date : May 26, 2014

M. Nakagawasai
 Executive Director

Place : Pune
 Date : May 26, 2014

M. Vaze
 Company Secretary

Place : Pune
 Date : May 26, 2014

SHARP INDIA LIMITED

CIN : L36759MH1985PLC036759

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

BALLOT PAPER

(In lieu of E-voting)

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder	
2	Postal Address	
3	Registered Folio No. / * DP ID & Client ID	
4	No. of Shares	

(*Applicable to investors holding shares in dematerialised form)

I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolution(s) enumerated below, by recording my/our assent or dissent to the said Resolution(s) in the following manner :

No.	Item Description (For details, refer Notice of Twenty-Ninth Annual General Meeting dated 6th August, 2014)	No. of Equity Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business				
1	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014			
2	Re-appointment of Mr. Sunil Kumar Sinha as a Director, who retires by rotation and being eligible offers himself for re-appointment.			
3	To appoint M/s. S R B C & CO, LLP, Chartered Accountants as the Statutory Auditors of the Company			
Special Business				
4	Appointment of Mr. Sanjay Vaidya as an Independent Director			
5	Appointment of Mr. Sanjay Asher as an Independent Director			
6	Appointment of Mr. Noriyuki Watanabe as an Independent Director			
7	Authority to the Board to borrow money			
8	Authority to the Board to create charge(s)			
9	To Approve Material Related Party Transactions			

Place : _____

Date : _____

Signature of the Shareholder(s)

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e- voting facility.
2. Members may fill up the Ballot Paper by placing the tick (✓) mark at the appropriate box above and submit the same in a sealed envelope to the Scrutinizer, Mr. Shridhar G. Mudaliar, Practicing Company Secretary, C/o Sharp India Limited, Secretarial Department, Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216 so as to reach not later than 15th September, 2014 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid.
3. The Company will not be responsible if the envelope containing the Ballot Paper is lost in transit.
4. Unsigned, incomplete or incorrectly ticked Ballot Papers are liable to be rejected and the decision of the Scrutinizer on the validity of the Ballot Papers will be final.
5. In the event member casts his votes through both the processes i.e. E-voting and Ballot Paper, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
6. Votes should be cast in case of each resolution, either in favour or against by putting a tick (✓) mark in the column provided in the Ballot.
7. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 8th August 2014.
8. The right of voting by this Ballot Paper shall not be exercised by a proxy.

9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar & Transfer Agent of the Company. Members are requested to keep the same updated.
10. There will be only one Ballot Paper for every Folio/ DP ID & Client ID irrespective of the number of joint members.
11. A member may request for a duplicate Ballot form, if so required. However, duly filed in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial No. 2 above.
12. In case of joint holders, the Ballot Paper should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Paper signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Paper signed by other joint holders.
13. Where the Ballot Paper has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorisation / Board resolution to vote should accompany the Ballot Paper.
14. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL. within two (2) working days of passing of the resolutions at the 29th AGM of the Company and communicated to the Stock Exchange where the Company is listed, viz. BSE Ltd.
15. Instructions for e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.

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:
DP ID:

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 Twenty Ninth Annual General Meeting of the Company, to be held on Monday, 22nd September 2014 at 11.00 a.m. at Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014
2	Re-appointment of Mr. Sunil Kumar Sinha as a Director, who retires by rotation and being eligible offers himself for re-appointment
3	To appoint M/s. S R B C & CO, LLP, Chartered Accountants as the Statutory Auditors of the Company
Special Business	
4	Appointment of Mr. Sanjay Vaidya as an Independent Director
5	Appointment of Mr. Sanjay Asher as an Independent Director
6	Appointment of Mr. Noriyuki Watanabe as an Independent Director
7	Authority to the Board to borrow money
8	Authority to the Board to create charge(s)
9	To Approve Material Related Party Transactions

Signed this _____ day of _____ 2014

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

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.

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

SHARP INDIA LIMITED

Registered Office :

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

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

Website : www.sharpindialimited.com

CIN : L36759MH1985PLC036759

NOTICE

Notice is hereby given that the 29th 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 Monday 22nd September 2014 at 11:00 a.m. (I.S.T.) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on 31st March 2014 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Sinha (DIN No. 01646828) 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this 29th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company subject to the ratification by the members of the company annually on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS :

4. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Sanjay Vaidya (DIN No. 00024245), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

5. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Sanjay Asher (DIN No. 00008221), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director

of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

6. 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, Mr. Noriyuki Watanabe (DIN No. 06391818), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, at this annual general meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years with effect from the date of this Annual General Meeting of the Company."

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to borrow moneys with or without providing the security, from companies bankers, financial institutions, bodies corporate in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rupees 900 Million (Rupees Nine Hundred Million) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

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

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

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby given to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person (s) authorised by the Board) to create such charges, mortgages and hypothecations in addition to the



existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, bodies corporate, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rupees 900 Million (Rupees Nine Hundred Million only).

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

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

9. To consider, and, if thought fit, to pass, with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

To Approve the Material Related Party Transactions for the period from 1st October 2014 up to 30th September 2017

"RESOLVED THAT in terms of the revised Clause 49 of the Listing Agreement and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include a Committee constituted by the Board or any person (s) authorized by the Board) to enter into material related party transaction/s relating to purchase of goods/ services /fixed assets/others ,sale of goods/spares /services/ others, lease, transfer, assignment or otherwise etc, for the period of three (3) financial years with effect from October 1, 2014 up to 30th September 2017 as per the details provided in the table appended below.

Sr. No	Name of the related party	Relationship	Nature of transaction	Estimated annual value of Transaction in INR (Million)
1	Sharp Electronics (Malaysia) SDN. BHD, Malaysia	Fellow subsidiary	Purchase of raw material and components	2,000
2	Sharp Manufacturing Corporation (M) SDN BHD, Malaysia	Fellow subsidiary	Purchase of raw material and components	300
3	Sharp Business Systems India Limited - India	Fellow subsidiary	Sale of goods	5,000
4	Other Sharp Subsidiaries in India and abroad	Fellow subsidiary	Purchases of raw material and components	300
5	Sharp Subsidiaries abroad	Fellow subsidiary	Export of Goods	300

FURTHER RESOLVED THAT the Board be and is hereby authorized to negotiate and finalise 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 the aforesaid Resolution."

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

Pune
6th August 2014

**Mayuresh Vaze
Company Secretary**



NOTES:

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item Nos. 4 to 9 above is annexed hereto.
- 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.** 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.
- 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 Dhule Patil Road, Near Ganesh Mandir, Pune 411 001, in respect of their physical share folios.
- Members can avail of nomination facility. Blank Nomination forms will be supplied on request.
- 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.
- The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, 13th September 2014 to Monday, 22nd September 2014 (both days inclusive).
- Members are requested to bring along with them a copy of the Annual Report as the same will not be distributed in the meeting.
- Members are requested to forward their queries on accounts at least 10 days in advance to enable us to reply the same.
- 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.
- 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 29th annual general meeting.
- 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.

12. 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, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means 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:-
In case of members receiving e-mail:

- (A) The voting period begins on Monday, 15th September 2014 at 9.00 am and ends on Monday, 15th September 2014 at 6.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
13. For members who wish to vote using Ballot Paper :
- Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to e-voting facility may fill in the Ballot Paper enclosed elsewhere in this annual report (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shridhar G. Mudaliar Practising



Company Secretary, at C/o Sharp India Ltd., Secretarial Department, Gat No. 686/4, Koregaon Bhima, Tal. : Shirur, Dist. Pune 412 216 so as to reach not later than Monday 15th September, 2014 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid.

14. A member shall opt for only one mode of voting i.e either through e-voting or by Ballot Paper. If the member casts vote through both the modes, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
15. Mr. Shridhar G.Mudaliar, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
17. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL. within two (2) working days of passing of the resolutions at the 29th AGM of the Company and communicated to the Stock Exchange where the Company is listed, viz. BSE Ltd.

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

ITEM NO. 4 to 6 :

Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe have been the Non-Executive Directors of the Company and were considered as Independent Director for the purpose of Clause 49 of the Listing Agreement. As per the provisions of Section 149 of the Companies Act, 2013, which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe the Independent Directors is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe, pursuant to the provisions of Schedule IV of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company. Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe are interested and concerned in their respective resolution for appointment as an independent directors of the Company mentioned at Item 4, 5 & 6 respectively. Other than Mr. Sanjay Vaidya, Mr. Sanjay Asher and Mr. Noriyuki Watanabe no other director, key managerial personnel or their respective relatives are concerned or interested in these resolutions. The Board recommends these resolutions for acceptance by the members.

ITEM NO.7:

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180

(1) (c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers etc. in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. Hence the aforesaid resolution is put up before the members for their approval.

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

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

ITEM NO.8:

Under the erstwhile Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecate on the Company's assets, both present and future, in favour of the lenders i.e.. Banks, Financial institutions, bodies Corporate etc. to secure the repayment of moneys borrowed by the Company. (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of Banks, Financial Institutions, Bodies corporate to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Board recommends the Resolution for acceptance by the members.

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

ITEM NO.9:

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement, which is effective from October 1, 2014. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Members by a Special Resolution.

The Company has a technical collaboration with Sharp Corporation, Japan for the manufacture of CTVs /LCD/LED TVs and Air conditioners. To maintain the quality of the product at competitive pricing, the Company buys critical imported material from Sharp Electronics (Malaysia) SDN BHD, - Malaysia (SEM) and Sharp Manufacturing Corporation (M) SDN BHD.(SMM). SEM is global procurement hub for all Sharp associate companies in Asia and is mainly engaged in procuring the raw material and components required for manufacture of Sharp Products as per the specifications requisitioned. SMM is a manufacturing company located in Malaysia mainly engaged in manufacture of consumer electronics goods. Both the companies are located near the component manufacturers which benefits supply of



components in time. The bulk buying gives better negotiating power for reducing the costs. Considering these advantages, the Company is dealing through the said related parties.

Effective from 1st April 2011, your Company has shifted to a new business model wherein it has focused on its core strength of manufacturing. The products manufactured by the Company are sold to Sharp Business Systems India Limited (SBSIL), a 100% subsidiary company of Sharp Corporation, Japan.

The Company is also exploring the possibilities of exporting the products manufactured to other Sharp subsidiaries abroad.

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- - The Managing Director and Executive directors are nominated by Sharp Corporation, Japan are related parties. Currently Mr. Sunil Sinha (Chairman and Executive Director) Mr. T.Isogai (Managing Director) and Mr. M.Nakagawasai (Executive Director) are nominated by Sharp Corporation, Japan on the Board of Sharp India Limited
- 3) Duration - 3 years, As stated above
- 4) Monetary value : Estimated 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.

Mr. Sunil Sinha, Mr. T.Isogai and Mr. M.Nakagawasai may be treated as concerned or interested in this resolution. No other directors, key managerial personnel or their respective relatives are interested in the resolution at Item No. 9.

Directors recommend the resolution at Item No. 9 for the acceptance by the Members of the Company.

IV: DISCLOSURES:


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

- ▶ Mr. Sunil Kumar Sinha is the Chairman and Executive Director of the company. He is a Graduate Engineer & has wide experience in the field of sales, marketing, management & administration in office automation & consumer electronics business. He is also the Managing Director of Sharp Business Systems (India) Limited and CEO of India region. He does not hold any shares in the Company.

- ▶ Mr. Sanjay Vaidya, is a Chartered Accountant and a partner of M/s. Kunte & Vaidya - Chartered Accountants, Pune. He has got a very wide experience in the field of finance and taxation. He also serves on the Board of following public limited companies: BF Utilities Ltd, Bosch Chassis Systems India Ltd, Kalyani Steels Ltd, Nandi Infrastructure Corridor Enterprise Ltd, Nandi Highway Developers Ltd., Sahyadri Hospitals Ltd, Kalyani Investments Company Ltd and Foundation Brake Manufacturing Ltd. He does not hold any shares in the company. He is also Chairman of Audit committee and member of Nomination & Remuneration committee and Stakeholder's Relationship & Share Transfer committee of the company.
- ▶ Mr. Sanjay Asher is a Chartered Accountant and Solicitor and partner of M/s. Crawfordbayley & Co., Solicitors, Advocates and Notaries, Mumbai. Mr. Sanjay Asher has been practising for a number of years on various matters including corporate laws. He also serves on the Board of following public limited companies: Ashok Leyland Limited, Bajaj Allianz General Insurance Company Limited, Bajaj Allianz Life Insurance Company Limited, Balkrishna Industries Limited, Sanghvi Movers Limited, Finolex Cables Limited, Finolex Industries Limited, Kryfs Power Components Limited, Mandhana Industries Limited, Repro India Limited, Shree Renuka Sugars Limited, Sudarshan Chemicals Industries Limited, Tribhovandas Bhimji Zaveri Limited, J.B.Chemicals and Pharmaceuticals Limited (Alternate Director), Innoventive Industries Limited (Alternate Director). He holds 100 shares of the Company. He is also member of Audit committee and Nomination & Remuneration committee and Chairman of Stakeholder's Relationship and Share Transfer committee of the company.
- ▶ Mr. Noriyuki Watanabe is a Joint General Manager of Mizuho Corporate Bank, Limited Mumbai. He has a very wide experience in the banking field. He is a member of the Audit committee and Chairman of the Nomination & Remuneration committee of the company. He does not hold any shares in the company. He is also a director in Kokuyo Camlin Limited.
- ▶ Mr. Sunil Kumar Sinha, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re- appointment.

By Order of the Board of Directors
For Sharp India Limited

Pune
6th August 2014


Mayuresh Vaze
Company Secretary



SHARP INDIA LIMITED

CIN : L36759MH1985PLC036759

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

BALLOT PAPER

(In lieu of E-voting)

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder	
2	Postal Address	
3	Registered Folio No. / * DP ID & Client ID	
4	No. of Shares	

(*Applicable to investors holding shares in dematerialised form)

I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolution(s) enumerated below, by recording my/our assent or dissent to the said Resolution(s) in the following manner :

No.	Item Description (For details, refer Notice of Twenty-Ninth Annual General Meeting dated 6th August, 2014)	No. of Equity Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business				
1	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014			
2	Re-appointment of Mr. Sunil Kumar Sinha as a Director, who retires by rotation and being eligible offers himself for re-appointment.			
3	To appoint M/s. S R B C & CO, LLP, Chartered Accountants as the Statutory Auditors of the Company			
Special Business				
4	Appointment of Mr. Sanjay Vaidya as an Independent Director			
5	Appointment of Mr. Sanjay Asher as an Independent Director			
6	Appointment of Mr. Noriyuki Watanabe as an Independent Director			
7	Authority to the Board to borrow money			
8	Authority to the Board to create charge(s)			
9	To Approve Material Related Party Transactions			

Place : _____

Date : _____

Signature of the Shareholder(s)

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e- voting facility.
2. Members may fill up the Ballot Paper by placing the tick (✓) mark at the appropriate box above and submit the same in a sealed envelope to the Scrutinizer, Mr. Shridhar G. Mudaliar, Practicing Company Secretary, C/o Sharp India Limited, Secretarial Department, Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216 so as to reach not later than 15th September, 2014 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid.
3. The Company will not be responsible if the envelope containing the Ballot Paper is lost in transit.
4. Unsigned, incomplete or incorrectly ticked Ballot Papers are liable to be rejected and the decision of the Scrutinizer on the validity of the Ballot Papers will be final.
5. In the event member casts his votes through both the processes i.e. E-voting and Ballot Paper, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
6. Votes should be cast in case of each resolution, either in favour or against by putting a tick (✓) mark in the column provided in the Ballot.
7. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 8th August 2014.
8. The right of voting by this Ballot Paper shall not be exercised by a proxy.

P. T. O.

9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar & Transfer Agent of the Company. Members are requested to keep the same updated.
10. There will be only one Ballot Paper for every Folio/ DP ID & Client ID irrespective of the number of joint members.
11. A member may request for a duplicate Ballot form, if so required. However, duly filed in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial No. 2 above.
12. In case of joint holders, the Ballot Paper should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Paper signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Paper signed by other joint holders.
13. Where the Ballot Paper has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorisation / Board resolution to vote should accompany the Ballot Paper.
14. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL, within two (2) working days of passing of the resolutions at the 29th AGM of the Company and communicated to the Stock Exchange where the Company is listed, viz. BSE Ltd.
15. Instructions for e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.

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 Twenty Ninth Annual General Meeting of the Company, to be held on Monday, 22nd September 2014 at 11.00 a.m. at Gat No.686/4, Koregoan Bhima, Taluka: Shirur, Dist: Pune - 412216 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014
2	Re-appointment of Mr. Sunil Kumar Sinha as a Director, who retires by rotation and being eligible offers himself for re-appointment
3	To appoint M/s. S R B C & CO, LLP, Chartered Accountants as the Statutory Auditors of the Company
Special Business	
4	Appointment of Mr. Sanjay Vaidya as an Independent Director
5	Appointment of Mr. Sanjay Asher as an Independent Director
6	Appointment of Mr. Noriyuki Watanabe as an Independent Director
7	Authority to the Board to borrow money
8	Authority to the Board to create charge(s)
9	To Approve Material Related Party Transactions

Signed this _____ day of _____ 2014

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

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.