SHARP INVESTMENTS LIMITED

49TH ANNUAL GENERAL MEETING

ANNUAL REPORT 2025-2026

2026

Registered Office: 14, N.S.ROAD, 2ND FLOOR
KOLKATA - 700001

Corporate Information

Board of Director

SHRI SAGR MAL NAHATA	MANAGING DIRECTOR
SHRI SANJIB DUTTA	DIRECTOR
SHRI SUJIT KUMAR PANDA	DIRECTOR
SHRI AJAY PRATAP SINGH	DIRECTOR
SMT. BASANTI ROY	DIRECTOR

Company Secretary & Compliance Officer

MR. VIKRAM AGARWAL

REGISTRAR & SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PVT LTD
3A, AUCKLAND PLACE
7TH FLOOR, ROOM NO – 7A & 7B
KOLKATA – 700017

Statutory Auditor

BERIWAL & ASSOCIATES

CHARTERED ACCOUNTANT
2A, G C AVENUE,9TH FLOOR ROOM
KOLKATA – 700013

BANKER'S

AXIS BANK LTD
BANDHAN BANK LTD
UNION BANK OF INDIA

Registered Office

Sharp Investments Limited
14, N.S. Road
2nd Floor
Kolkata - 700001

Email-Id: smn1098@rediffmail.com,

Stock Exchange

Bombay Stock Exchange Ltd.
The Calcutta Stock Exchange.

Website

www.sharpinvestmentsltd.com

SHARP INVESTMENTS LIMITED

CIN No.: L65993WB1977PLC031241
Registered Office: 14, N.S ROAD,
2ND FLOOR, KOLKATA - 700001
Email-ID: smn1098@rediffmail.com, Website: www.sharpinvestments.com
Tel: 033-4005-5190

NOTICE

Notice is hereby given that the 49TH Annual General Meeting of the members of Sharp Investments Limited will be held on Friday, the 7th day of August, 2026 at 10:00 A.M at Fortuna Tower, 23A, N.S.Road. Room No. 12, 7th Floor, Kolkata - 700001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, including the Audited Balance Sheet as at 31st March, 2026, Statement of Profit & Loss for the year ended on that date and the reports of the Board of Director's and Auditor's thereon.

2. To appoint a Director in place of Mr. Sujit Kumar Panda (DIN: 06873319), Director who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer himself for re-appointment as Executive Director of the Company.

3. To appoint Statutory Auditors of the company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and further recommendation of Board of Directors, M/s Arun Jain & Associates., Chartered Accountants, [FRN : 325867E), Kolkata, be and are hereby appointed as Statutory Auditors of the Company in place of M/s Beriwal & Associates., Chartered Accountants, Kolkata [FRN : 327762E), for a term of Five consecutive years from the conclusion of 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting (AGM) of the Company to be held in the year 2031, subject to ratification by the members at every AGM held after this 49th AGM, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors / Audit Committee of the Company and the Statutory Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. To appoint Mr. Pankaj Kumar Modi (C.P.No.12472), Company Secretary in practice, as Secretarial Auditors of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, on the recommendation of Audit as well as Nomination and Remuneration Committee and the Board of Directors ("Board"), the consent of the members of the Company be and is hereby accorded for appointment of Mr. Pankaj Kumar Modi (C.P.No.12472), a Peer Reviewed Practicing Company Secretary as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years ("FY") from FY 2026-27 to FY 2030-31, to conduct the secretarial audit of the Company in accordance with the applicable provisions of the Act, at such remuneration as may be decided by the Board and its committee(s) from time to time in consultation with the Secretarial Auditors."

5. **To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:**

To regularize the appointment of Mr. Jagdish Sharma (DIN: 10911803), as Non-Executive Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jagdish Sharma, (DIN: 10911803) who was appointed as Additional Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years i.e from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2031.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION:

To appoint Mr. Sanjib Dutta (DIN: 08419495) as Non-Executive Independent Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sanjib Dutta (DIN: 08419495), who was appointed as Additional Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2031.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient for giving effect to the above resolution."

7. To consider and if thought fit, to pass the following Resolution as a ORDINARY RESOLUTION:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 24,25,00,000/- (Rupees Twenty-Four Crores Twenty-Five Lakh Only) divided into 24,25,00,000 (Twenty-Four Crores Twenty-Five Lakh) equity shares of Re. 1/- (Rupees One Only) each to Rs. 51,80,00,000/- (Rupees Fifty-One Crores Eighty Lakh Only) divided into 51,80,00,000/- (Fifty-One Crores Eighty Lakh) Equity shares of Re. 1/- (Rupee One Only) each by addition of Rs. 27,55,00,000/- (Rupees Twenty-Seven Crores Fifty-Five Lakh Only) divided into 27,55,00,000 (Twenty-Seven Crores Fifty Five Lakh) Equity Shares of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V i.e. Capital Clause thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 51,80,00,000/- (Rupees Fifty-One Crores Eighty Lakh Only) divided into 51,80,00,000/- (Fifty-One Crores Eighty Lakh) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each."

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard."

8. **To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:**

ACQUISITION OF 45,85,860 EQUITY SHARES OF M/S. Rajal Lefin & Commercial Private Limited ("RLCPL"):

"**RESOLVED THAT** pursuant to the provisions of Sections 179(3)(j), 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder, the consent of the Members be and is hereby accorded for the acquisition of 45,85,860 equity shares representing 100% of the equity shareholding in M/S. Rajal Lefin & Commercial Private Limited ("RLCPL") for a total purchase consideration of Rs. 27,51,51,600/- (Rupees Twenty-Seven Crores Fifty-One Lakhs Fifty-One Thousand Six Hundred Only) at a price of Rs. 60/- (Rupees Sixty Only) per equity share.

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 27,51,51,600 (Twenty-Seven Crores Fifty-One Lakhs Fifty-One Thousand Six Hundred) fully paid-up equity shares of the Company having a face value of Re. 1/- (Rupee One Only) each at a price of Re. 1/- (Rupee One Only) per equity share, to the shareholders of RLCPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of RLCPL.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, RLCPL shall become a wholly-owned subsidiary of Sharp Investments Limited, and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

9. **To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:**

ISSUANCE OF 27,51,51,600 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP BASIS):

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015("SEBI LODR Regulations"), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 27,51,51,600 (Twenty Seven Crore Fifty-One Lakh Fifty-One Thousand Six Hundred) equity shares of the Company of face value of Re.1/- each ("Equity Shares"), in dematerialized form, on

Preferential allotment basis, to the shareholders of M/s Rajal Lefin & Commercial Private Limited ("RLCPL") non-promoters of the company at a price of Re. 1/- as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap basis), being discharge of total purchase consideration of Rs. 27,51,51,600/- (Rupees Twenty-Seven Crore Fifty-One Lakh Fifty-One Thousand Six Hundred Only) ("Purchase Consideration") for the acquisition of 45,85,860 equity shares ("Sale Shares") of M/s Rajal Lefin & Commercial Private Limited ("RLCPL") from the Proposed Allottees at a price of Rs. 60/- (Rupees Sixty Only) per equity share of RLCPL. Pursuant to this acquisition "RLCPL" will become the wholly owned subsidiary of Sharp Investments Limited. On such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

Sr. No.	**Name of the proposed Allottees**	**Nature of persons who are the ultimate beneficial owner**	**Equity Shares proposed to be allotted**	**Category**	**Allottee is QIB/MF/FI/Trust/ Banks**
1	Wonderland Paper Suppliers Private Limited	Body Corporate: Sunil Singh	6,21,70,560	Non-Promoter	NA
2	Pears Mercantiles Private Limited	Body Corporate: Chandra Dutta Sharma	2,81,71,680	Non-Promoter	NA
3	Multifold Plastic Marketing Private Limited	Body Corporate: Sanjoy Pandit	4,10,03,880	Non-Promoter	NA
4	Shreyans Embroidery Machine Private Limited	Body Corporate: Rabindra Kumar Hisaria	2,35,05,480	Non-Promoter	NA
5	Kwality Credit & Leasing Limited	Body Corporate: Bhagwan Das Soni	1,20,00,000	Non-Promoter	NA
6	Shree Nidhi Trading Co Limited	Body Corporate: Rajesh Kurmi	2,40,00,000	Non-Promoter	NA
7	Burnpur power Private Limited	Body Corporate: Kishan Kumar Jajodia	8,43,00,000	Non-Promoter	NA
	TOTAL		**27,51,51,600**		

"**RESOLVED FURTHER THAT** the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 8th July, 2026, being the working day immediately preceding the date 30 (thirty) days prior to the date of Annual General Meeting i.e. Friday 7th August, 2026 to approve this offer."

"**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

c) No partly paid-up Equity Shares shall be issued and allotted;

d) Allotment of the Equity Shares shall only be made in dematerialized form;

e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

f) The Equity Shares shall be allotted to the Proposed Allottees subject to the terms of the Share Purchase with the proposed allottees for purchase of 45,85,860 Equity Shares from Shareholders of M/s Rajal Lefin & Commercial Private Limited ("RLCPL") i.e. on Share Swap basis, the said allotment will be on consideration other than cash basis (Share Swap Basis); and

g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

"**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

"**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Pankaj Kumar Modi (C.P.No.12472), a Peer Reviewed Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Sagar Mal Nahata, Managing Director and /or Mr. Sanjib Dutta, Director & KMP's of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board/committee of the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

By order of the Board of Directors
For Sharp Investments Limited

Sd/-
Vikram Agarwal
Company Secretary

Place: Kolkata
Date: 13th July' 2026

Registered office:
14, N.S. Road, 2nd Floor
Kolkata - 700001,
West Bengal

NOTES:

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.

4. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.

5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.

6. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed ordinary and special resolutions are appended herein below along with Form for your consideration.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 1st August, 2026 to Friday, 7th August, 2026 (both days inclusive) in connection with the AGM.

8. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.

9. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.

10. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

12. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Niche Technologies Pvt Ltd, 3A, Auckland Place, 7th Floor, Room No – 7A & 7B, Kolkata - 700017 in respect of physical share folios, if any.

13. The Securities & 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 the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.

14. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.

15. Electronic copy of the Annual Report for F.Y 2025-26 with Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to

all the members whose email IDs are registered with the Company/Depository Participants(s). Members (Physical/Demat) who have not registered their email addresses with the company can get the same registered with the company by sending an email to nichetechpl@nichetechpl.com. and smn1098@rediffmail.com. Please note that in terms of MCA directive, physical copy of the Annual Report will not be sent to the shareholders. The entire set of annual report can also be downloaded from the Company's website at www.sharpinvestmentsltd.com.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate securities certificate, claim from unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of RTA at https://www.nichetechpl.com Members holding Equity Shares of the Company in physical form are requested to kindly get their Equity Shares converted into demat/electronic form since transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.

17. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals' holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the RTA at https://www.nichetechpl.com The Members holding shares in demat form may contact their respective depository participant(s) for making such nominations.

18. SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 ('Circular') dated 3rd November, 2021 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter-alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA as per the applicable provisions. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents / details. Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents / details. Pursuant to the said Circular, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and Nomination details through Form ISR-1. The said Form ISR-1 can be downloaded from the website of the RTA at https://www.nichetechpl.com

19. Information and other instructions relating to e-voting.

(a) 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 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 49th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of National Securities Depository Ltd (NSDL), as agency to provide e-voting facility.

(b) The Board of Directors of the Company has appointed CS Mukesh Chaturvedi, Practicing Company Secretary (Membership No: F 11063 and Cop No: 3390), Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

(c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences on Tuesday, 4th August, 2026 (9:00 a.m.) and ends on Thursday, 6th August, 2026 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 31st July, 2026, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 31st July, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

(f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 31st July, 2026 may obtain the User Id and password by sending a request at helpdesk.evoting@nsdl.com or contact to the RTA at 2280 6616/6617. However, if the member is already registered with NSDL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 022-48867000.

(g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website www.sharpinvestmentsltd.com and on the website of NSDL www.evoting.nsdl.com.The result shall simultaneously be communicated to the BSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 7th August, 2026.

20.**A. The instructions for remote e-voting are as under:**

The remote e-voting period begins on Tuesday, 4th August, 2026 at 9:00 A.M. (IST) and ends on Thursday, 6th August, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Friday, 31st July, 2026, shall be entitled to cast their vote electronically. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., 31st July, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period If you are not registered for IDeAS e- Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online**

	for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRe g.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally,

	there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   (i) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c)If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronicallyon NSDL e-Voting system.

How to cast your vote electronicallyon NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmukeshc@gmail.com with a copy marked to evoting@nsdl.com.Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e- Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **smn1098@rediffmail.com**.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **smn1098@rediffmail.com**.. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e.**Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.comfor procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors
For Sharp Investments Limited
Sd/-
Vikram Agarwal
Company Secretary

Place: Kolkata
Date: 13th July' 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.4

The Board of Directors has recommended the appointment of Mr. Pankaj Kumar Modi (M. No. A 28600, COP No. 12472), Practising Company Secretary, as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive 5 years, i.e. from the FY. 2026-27 to FY. 2030-31. Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained. Accordingly, consent of the members is sought for passing an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 4 of the Notice for approval by the Shareholders.

ITEM NO.5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jagdish Sharma [DIN: 10911803], as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 49th Annual General Meeting of the Company to 53rd Annual General Meeting of the company to be held in the year 2031, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Jagdish Sharma [DIN: 10911803], shall hold office up to the date of this AGM and is eligible to be appointed as a Non-executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Jagdish Sharma [DIN: 10911803], to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Jagdish Sharma [DIN: 10911803], fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Jagdish Sharma [DIN: 10911803] as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members. Except Jagdish Sharma [DIN: 10911803] and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

ITEM NO.6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sanjib Dutta [DIN: 08419495], as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 49th Annual General Meeting of the Company to 53rd Annual General Meeting of the company to be held in the year 2031, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Mr. Sanjib Dutta [DIN: 08419495], shall hold office up to the date of this AGM and is eligible to be appointed as a Non-executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Sanjib Dutta [DIN: 08419495], to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Sanjib Dutta [DIN: 08419495], fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Jagdish Sharma [DIN: 10911803] as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members. Except Mr. Sanjib Dutta [DIN: 08419495] and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

ITEM NO.7

Your Board at its meeting held on 13th July, 2026 approved the proposal of increase in Authorised Capital of the company subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 24,25,00,000/- (Rupees Twenty-Four Crores Twenty-Five Lakh Only) divided into 24,25,00,000 (Twenty-Four Crores Twenty-Five Lakh) equity shares of Re. 1/- (Rupees One Only) each to Rs. 51,80,00,000/- (Rupees Fifty-One Crores Eighty Lakh Only) divided into 51,80,00,000/- (Fifty-One Crores Eighty Lakh) Equity shares of Re. 1/- (Rupees One Only) each. "

The board of directors recommended the Proposed resolution under this item No. 6 to obtain Members' approval to alter Clause V i.e. Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 7 of the Notice except to the extent of their shareholding. The Board recommends the Resolutions set forth in Item No. 7 for the approval of the members.

ITEM NO.8

The proposed acquisition is strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. This acquisition will facilitate the transfer of ownership without impacting the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources.

The Board of Directors believes that this acquisition aligns with the Company's growth strategy and is in the best interests of the Company and its shareholders.

Acquisition of 100% Shareholding in M/s Rajal Lefin & Commercial Private Limited ("RLCPL"):

The Company proposes to acquire 45,85,860 equity shares of RLCPL, representing 100% of its equity shareholding. The total purchase consideration for this acquisition is Rs. 27,51,51,600/- (Rupees Twenty-Seven Crores Fifty-One Lakhs Fifty-One Thousand Six Hundred Only) at a price of Rs. 60/- (Rupees Sixty Only) per equity share.

In consideration of this acquisition, the Company intends to issue and allot up to 27,51,51,600 (Twenty-Seven Crores Fifty-One Lakhs Fifty-One Thousand Six Hundred) fully paid-up equity shares of the Company, having a face value of Re. 1/- (Rupee One Only) each at a price of Re. 1/- (Rupee One Only) per equity share, to the shareholders of RLCPL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of RLCPL.

Upon completion of the proposed acquisition and allotment of equity shares pursuant to the share swap arrangement, RLCPL shall become a wholly-owned subsidiary of the Company.

The Board of Directors is of the view that the proposed acquisition will enhance the Company's business prospects, strengthen its asset base, provide operational and strategic synergies, and contribute to the sustainable growth of the Company.

Accordingly, the Board of Directors recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO.9

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. **Objects of this issue:**

   To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital and to acquire 45,85,860 equity shares of M/s Rajal Lefin & Commercial Private Limited ("RLCPL") equivalent to 100% of paid- up share capital of RLCPL.

2. **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**

None of the Director/KMP, promoter of the Company intends to subscribe in the proposed issue of Equity Shares.

3. **Maximum number of specified securities to be issued:**

The Company proposes to issue 27,51,51,600 equity shares of face value Re. 1/- each at an issue price of Re. 1/- per equity share, determined in accordance with Regulation 164 read with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to non-promoter (public) shareholders through a share swap, for consideration other than cash, towards the acquisition of 45,85,860 equity shares of Rajal Lefin & Commercial Private Limited ("RLCPL"), representing 100% of its paid-up equity share capital, from the existing shareholders of RLCPL.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

S.No	**Category**	**Pre-issue***		**Post-Issue**	
		No. of shares held	**% of share holding**	**No. of shares held**	**% of share holding**
A	**Promoters' holding:**				
	Individual	5,000	0.00	5,000	0.00
	Body-Corporate	4,69,06,270	19.38	4,69,06,270	9.07
	Subtotal (A)	**4,69,11,270**	**19.38**	**4,69,11,270**	**9.07**
B	**Non-Promoters' holding:**				
	Individual	18,78,10,991	77.58	18,78,10,991	36.31
	Body-Corporate	57,94,442	2.39	28,09,46,042	54.31

	Others (including HUF, NRI, Trust)	15,80,797	0.65	15,80,797	0.31
	Sub Total (B)	**19,51,86,230**	**80.62**	**47,03,37,830**	**90.93**
	GRAND TOTAL (A+B)	**24,20,97,500**	**100.00**	**51,72,49,100**	**100.00**

5. Proposed time with in which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:

Equity Allottee {Consideration other than cash (Share Swap)}:

Sr. No.	**Name of the proposed allottee**	**The name of natural persons who are ultimate beneficial owner**	**Pre-Issue**			**Number of Equity Shares proposed to be Allotted**	**Post-Issue**		
			Category (Promoter/Non-Promoter)	**No. of Shares**	**Percentage holding (%)**		**Category (Promoter/Non-Promoter)**	**No. of Shares**	**Percentage holding (%)**
1	Wonderland Paper Suppliers Private Limited	Body Corporate : Sunil Singh	Non-Promoter	0	0.00	6,21,70,560	Non-Promoter	6,21,70,560	12.02
2	Pears Mercantiles Private Limited	Body Corporate :Chandra Dutta Sharma	Non-Promoter	0	0.00	2,81,71,680	Non-Promoter	2,81,71,680	5.45

3	Multifold Plastic Marketing Private Limited	Body Corporate : Sanjoy Pandit	Non-Promoter	0	0.00	4,10,03,880	Non-Promoter	4,10,03,880	7.93
4	Shreyans Embroidery Machine Private Limited	Body Corporate : Rabindra Kumar Hisaria	Non-Promoter	0	0.00	2,35,05,480	Non-Promoter	2,35,05,480	4.54
5	Kwality Credit & Leasing Limited	Body Corporate : Bhagwan Das Soni	Non-Promoter	0	0.00	1,20,00,000	Non-Promoter	1,20,00,000	2.32
6	Shree Nidhi Trading Co Limited	Body Corporate : Rajesh Kurmi	Non-Promoter	0	0.00	2,40,00,000	Non-Promoter	2,40,00,000	4.64
7	Burnpur power Private Limited	Body Corporate : Kishan Kumar Jajodia	Non-Promoter	0	0.00	8,43,00,000	Non-Promoter	8,43,00,000	16.30
	TOTAL					**27,51,51,600**			

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company. Post-Preferential issue there will be no change in the promoters, promoters will remain same.

The Current and proposed status of the Proposed Allottees Post and preferential Issues namely, Promoter or Non-promoter:

Sr. No.	Name of Allottees	Current Status	Post Status
1	Wonderland Paper Suppliers Private Limited	Non-Promoter	Non-Promoter
2	Pears Mercantiles Private Limited	Non-Promoter	Non-Promoter
3	Multifold Plastic Marketing Private Limited	Non-Promoter	Non-Promoter
4	Shreyans Embroidery Machine Private Limited	Non-Promoter	Non-Promoter
5	Kwality Credit & Leasing Limited	Non-Promoter	Non-Promoter
6	Shree Nidhi Trading Co Limited	Non-Promoter	Non-Promoter
7	Burnpur power Private Limited	Non-Promoter	Non-Promoter

Note that, Post-preferential issue there will be no change in the existing promoters and promoters will remain same.

8. Change in the control, if any:

Certain proposed allottees, as set out in the table above, will be allotted equity shares representing more than 5% of the post-issue equity share capital of the Company. However, notwithstanding such allotment, the proposed preferential issue shall not result in any change in the control or management of the Company. There shall be no change in the promoter and promoter group or in the composition of the Board of Directors of the Company pursuant to the proposed preferential allotment.

Consequent to the proposed allotment, there will be corresponding changes in the shareholding pattern and voting rights of the Company in accordance with the allotment of equity shares.

The valuation report issued by Ms. Nikita Khetan, Registered Valuer (Registration No. IBBI/RV/05/2022/14880) has duly considered the impact of control premium, wherever applicable, while determining the valuation of the shares. Accordingly, no separate adjustment or guidance in respect of control premium is required under Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

9. Price of the issue: -

The offer price of equity shares of face value Re. 1/- (Rupee one only) per equity share is Re. 1/- (Rupee One Only) per share as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at **https://www.sharpinvestmentsltd.com/notice.html.**

As Per Regulation 164 SEBI, ICDR	
Volume Weighted Average Price for 90 days	0.39
Volume Weighted Average Price for 10 days	0.36
Higher of A & B	0.39

Method	Value per share	Weight	Product
Asset Approach	0.21	0	0.00
Market Approach	0.27	1	0.21
Income Approach	0.001	0	0.00
Weighted Average Value per share			0.21

(*) (*) The value per equity share determined under the Asset Approach (₹0.21 per share) and the Income Approach (₹0.001 per share) does not appropriately reflect the fair value and future earning potential of the Company. Accordingly, no weightage has been assigned to the Asset Approach and the Income Approach.

Further, the proposed preferential issue price is Re. 1/- per equity share (face value), as per the provisions of the companies act the company cannot issue Equity shares or any securities on Discount, therefore the issue price has been arrived and decided as Re. 1/- each per share , which is following the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations, and guidelines.

10. Relevant Date

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 8th July, 2026.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Mr. Pankaj Kumar Modi (Practicing Company Secretary) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.bacilpharma.com

12. Undertakings

a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

b. The Issuer Company undertakes that if the amount payable on account of the re- computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked–in till the time such amount is paid by the allottees.

c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of or its promoters or directors are wilful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e- voting.

The Board recommends the Special Resolution set out at Item No. 4 to 9 of the Notice for approval of Members.

By order of the Board of Directors
For Sharp Investments Limited

Sd/-
Vikram Agarwal
Company Secretary

Place: Kolkata
Date: 13th July' 2026

Registered office:
14, N.S. Road,
2nd Floor
Kolkata -700001,
West Bengal

INFORMATION OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT AS PER REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ''GENERAL MEETING" IS GIVEN BELOW:

Particulars	**Mr. Sujit Kumar Panda**	**Mr. Jagdish Sharma**	**Mr. Sanjib Dutta**
Date of Birth	26th September' 1975	29th June' 1991	1st January' 1979
Expertise in specific functional area/Brief Resume	Having a experience in the field of Finance and Accounts.	Having a experience in the field of Operations and Marketing.	Having a experience in the field of Administration & Marketing.
Qualification	Graduate	Graduate	B. Com
No. of equity shares held in the Company	NIL	NIL	NIL
List of Directorship in other entities	No Such	No Such	No Such
Membership/Chairmanship of Committees of other listed entities	No Such	No Such	No Such
No. of Board Meetings attended during the year	5 (Five)	NA	2 (Two)
Terms and Conditions of re-appointment	To be decided on mutual basis.	To be decided on mutual basis.	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL	Sitting Fees	Sitting Fees
Relationship with any Director (s)/Key Managerial Personnel of the Company.	No Such	No Such	No Such.
Justification for appointing as a Director	To look after the Finance and Accounts.	To look after the Operations and Management.	To look after the Administration Matters.

ITEM NO. 4

Brief Profile of Secretarial Auditor Mr. Pankaj Kumar Modi, Practising Company Secretary (Mem. No. A28600 and C.P No. 12472)

Name	CS Pankaj Kumar Modi
Designation	Practising Company Secretary
M.No.	A28600
COP No.	12472
Peer Review No.	3854/2023
Date of Appointment	7th August' 2026 (If approved a the ensuing AGM)
Brief Resume	Mr. Pankaj Kumar Modi, is a Practising Company Secretary from Kolkata. He has vast knowledge and experience in the field of Secretarial, Legal and Taxation Matters.

Director's Report

Your Directors hereby present the 49th Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2026.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31st March, 2026 is summarised below:

Particulars	March 31, 2026	March 31, 2025
Revenue from Operations	26.28	17.69
Other Income	0.00	0.00
Total	26.28	17.69
Profit before depreciation & taxation & exceptional item	0.79	0.03
Less: Depreciation	Nil	Nil
Add : exceptional Item	Nil	Nil
Profit Before Tax	0.79	0.03
Less: Provision for taxation	0.20	0.01
Add: Prior period adjustment	Nil	Nil
Profit after taxation	0.59	0.02
Add: Balance brought forward from previous year	(162.46)	(162.46)
Less : Fixed Assets Written Off	Nil	Nil
Less : Provision for Standard Assets	Nil	(0.02)
Surplus available for appropriation	Nil	Nil
Balance carried to Balance sheet	(161.87)	(162.46)

OPERATIONAL REVIEW:

Gross revenues for this financial year stood at Rs0.79 Lacs as against profit of Rs. 0.03 Lacs in the previous year. After providing for depreciation and taxation the net profit of the Company for the year under review was placed at Rs. 0.59 Lacs as compared to the profit of Rs 0.02 Lacs incurred during the previous year registering a growth in the revenues of the company. Company has delivered a slightly better performance both in terms of profitability and turnover, driven by a strong focus on operational efficiency and

DIVIDEND

In view of Accumulated Loss in the Balance Sheet, your directors do not recommend any dividend for the year under operation. The provisions of section 125(2) of the companies Act, 2013 does not apply to the company for the year under review.

RESERVES AND SURPLUS

During the financial year under review, Rs. (0.59) Lakhs was transferred to the General Reserve. The balance transferred in Reserves and Surplus as at 31st March, 2026, stood at Rs. 161.87 Lakhs (previous year Rs 162.46 Lakhs).

BUSINESS OPERATIONS & OUTLOOK

The Company being a NBFC Companies registered with RBI, into investment and finance business, however the sector is still not encouraging and also the company is looking for better opportunities and growth in the field of finance and investment.

SHARE CAPITAL OF THE COMPANY

The paid-up equity capital as on March 31, 2026 was Rs 2420.98 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2026 none of the Directors hold any instrument convertible into equity shares of the company. The Company has paid Listing Fees for the financial year 2025-26 to BSE Limited and CSE Limited, where its equity shares are listed.

FINANCE:

Cash and cash equivalents as at March 31, 2026 was Rs. 401.93 Lacs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

The Company being a Non-Banking Financial Corporation (NBFC) has not accepted deposits and as such no amount on account of principal or interest on Public Deposits was outstanding as on the date of Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Being a NBFC Company Section 186 of Companies Act, 2013 is not applicable to the Company. The details of the investments made by company is given in the notes to the financial statements.

RISKS AND AREAS OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The company had no subsidiary, joint venture and associate company during the year under review.

EXTRACT OF ANNUAL RETURN

Under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return is available on the website of the Company at: www.sharpinvestmentsltd.com/.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company, Sujit Kumar Panda (DIN: 06873319), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and offers himself to be re-appointed as Executive Director of the company.

(b) Appointment

The company has placed for appointment of Mr. Jagdish Sharma (DIN: 10911803) and Mr. Sanjib Dutta (DIN: 08419495) as Non-Executive Independent Director of the company, Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 49th Annual General Meeting of the Company.

c) Cessation

During the year Mr. Sandip Kumar Bej and Rishi Kant Tiwari was resigned from the directorship of the company (w.e.f 02.03.2026), and the company appraised him for the time and services devoted by him to the company.

Declaration from Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;

2. They are not directors in the company, its holding, subsidiary or associate company.

3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

5. Independent Director, neither himself nor any of his relatives—

holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

d) Annual Performance and Board Evaluation

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for performance evaluation of the Board and individual Directors (including Independent Directors) and Committees which includes criteria for performance evaluation of Non-executive Directors and Executive Directors. The Board has devised questionnaire to evaluate the performances of Board, Board Committees and individual Directors and Chairperson. The Chairman of respective Board Committees shared the report on evaluation with the respective committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual Directors were reviewed by the Chairman of the Board.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

I. Attendance at Board Meetings and Committee Meetings;
II. Quality of contribution to Board deliberations;
III. Strategic perspectives or inputs regarding future growth of Company and its performance;
IV. Providing perspectives and feedback going beyond information provided by the management

e) Key Managerial Personnel (KMP)

Mr. Sagar Mal Nahata, Managing Director, Mr. Vikram Agarwal, Company Secretary are the Key Managerial Personnel of the Company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee has formulated a Remuneration Policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

AUDIT COMMITTEE AND ITS COMPOSITION

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also overviews the Company's internal control and financial reporting process. As on 31st March, 2026, the Audit Committee comprised of Mr. Ajay Pratap Singh, Mr. Sujit Kumar Panda, Mr. Sandip Kumar Bej and Mr. Sanjiv Dutta. Mr. Ajay Pratap Singh, is the Chairman of the Audit Committee. Mr. Vikram Agarwal, Company Secretary of the Company acts as the Secretary of the Audit Committee.

MEETINGS OF THE BOARD

During the financial year 2025-2026, the Board met 5 (Five) times viz. 28.05.2025, 14.07.2025, 25.09.2025, 14.11.2025 and 14.02.2026. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(5) of the Companies Act, 2013 state that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Remuneration to the Directors/KMP

Sr. No.	Names	Designation	Remuneration in 2025-26
1.	Sagar Mal Nahata	Managing Director	-
2.	Vikram Agarwal	Company Secretary	1,28,000/-

Managerial Remuneration and Particulars of Employees

The Information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules 2014 in respect of the employees of the Company are given in **Annexure - A** forming part of the report.

DEPOSITS

During the financial year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

Your company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm’s length basis during the financial year 2025-26.

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

Being a NBFC Company Section 186 of Companies Act, 2013 is not applicable to the Company. The details of the investments made by company is given in the notes to the financial statements.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

WHISTLE BLOWER / VIGIL MECHANISM POLICY

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avails of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases.

Vigil Mechanism policy is duly posted on the website of the company at **www.sharpinvestmentsltd.com**.We affirm that during the financial year 2025-2026, no employee or director was denied access to the Audit Committee.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made there under the Board of Directors of the Company has recommended the appointment of appointment of M/s Arun Kumar Jain & Associates., Chartered Accountant (FRN No. 325867E) as the Statutory Auditors of the Company, subject to the approval of the Members of the Company in the Company's ensuing Annual General Meeting. M/s Arun Kumar Jain & Associates. shall hold office for a term of five years, from the conclusion of the 49th Annual General Meeting until the conclusion of the 54th Annual General Meeting of the Company to be held in the year 2031, subject to ratification of their appointment by the members, if required, at every intervening Annual General Meeting held after this Annual General Meeting due to the resignation of Beriwal & Associates [FRN No. 327762E. The proposal of their appointment is included in the Notice of the ensuing Annual General Meeting for approval of the Members of the Company. M/s Arun Kumar Jain & Associates. has furnished written consent and a confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditor of the Company in terms of the provisions of Section 139 of the Companies Act, 2013 and Rules framed there under.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board had appointed Mr. Mukesh Chaturvedi (C.P.No.3390), Practicing Company Secretary, to undertake Secretarial Audit of the Company for the financial year 2025-2026. The Secretarial Audit Report is annexed to this report as **"Annexure B".**

COST AUDITOR

As per directives of the central government and in pursuance to the provisions of section 148 of the companies act, 2013 read with rules framed there under, the company is not required to carry out an audit of cost accounts.

INTERNAL AUDITORS

CA A.K.Chatterjee & Co., was appointed as Internal Auditor of the Company to conduct the Internal Audit of the Company for the Financial Year 2025-26.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimer neither made by the Statutory Auditor in their Auditors' report, there are some qualification remarks raised by the Secretarial Auditor in their Secretarial Audit Report for the financial year 2025-2026.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed to this report as **"Annexure C".**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been made a part of the Annual Report and is annexed to this report as **"Annexure D"**.

CORPORATE GOVERNANCE

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report of your Company and a Certificate on Corporate Governance Compliance received from M/s Beriwal & Associates., Chartered Accountant, are annexed to this Annual report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and are adequately protected.

PREVENTION, PROHIBITION & REDRESSAL OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place an internal complaint committee under section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said committee.

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013, An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

POLICY ON ORDERLY SUCCESSION FOR APPOINTMENT

The Board has framed a policy which lays down a framework in relation to Orderly succession of Directors senior Management based on recommendation made by Nomination and Remuneration Committee.

The key features of the policy are as follows:

- Criteria for appointment and removal of Director, key managerial personnel and senior management.
- Criteria for performance evaluation.
- Criteria for fixing the remuneration of Director, key managerial personnel and senior management.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

Your company has organized a familiarisation programme for the independent directors as per the requirement of the Companies Act 2013 along with the requirements of SEBI (LODR), Regulations 2015.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

As part of green initiative, the electronic copies of this Annual Report including the Notice of the 49th AGM are sent to all members whose email addresses are registered with the Company / Registrar / Depository Participant(s). As per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 the requirement of sending physical copies of annual report to those shareholders who have not registered their email addresses was dispensed with for Listed Entities who conducted their AGMs during the calendar year 2026. The same has been implemented for Listed Entities who conducted their AGMs during the calendar year 2021 vide SEBI Circular dated 15th January, 2021 and further during the calendar year 2022 vide SEBI Circular dated 13th May, 2022. In this respect the physical copies are not being sent to the shareholders. The copy of the same would be available on the website: http://sharpinvestmentsltd.com/. The initiatives were taken for asking the shareholders to register or update their email addresses. The Company is providing e-voting facility to all its Members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the Notice.

Disclosure under Insolvency and Bankruptcy Code, 2016

During the year under review, neither any application was made nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.

Details of difference between amount of the valuation

There was no one time settlement by the Company with the Banks or Financial Institutions during the year under review, thus, the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

INVESTOR RELATIONS

Your company always endeavours to keep the time of response to shareholders request/grievance at the minimum. Priority is accorded to address all the issues raised by shareholders and provide them a satisfactory reply at the earliest possible time. The Stakeholder Relationship Committee of the board meets periodically and reviews the status of the Shareholders' Grievances.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by the Company's bankers, customers, suppliers, shareholders and the Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees and workmen at all levels during the year under report.

For and on behalf of Board of Directors
For Sharp Investments Limited

Sd/-

Vikram Agarwal
Company Secretary

Date: 13th July' 2026
Place: Kolkata

ANNEXURE - A

Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rules 5(1) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014

A. Ratio of remuneration to the median remuneration of the employees of the company for the F.Y 2025-26 as well as the percentage increase in remuneration of each director, chief financial officer and company secretary is as under:-

Name of the Director	Ratio to Median Remuneration	% Change in Remuneration over Previous Year
Company Secretary		
Vikram Agarwal	**100.00**	**Nil**
Managing Director		
Sagar Mal Nahata	**-**	**Nil**

B. Number of Permanent Employees – 2

C. Explanation on the relationship between average Increase in remuneration and Company Performance

The Compensation and Benefit philosophy of the Company defines that employee remuneration is to be aligned with performance of the Company and individual's contribution in achieving company's goal for the Year. It does mean that Post annual performance process; individual employee's remuneration is revised, taking into account performance of the Company and of the individual employee. At the beginning of the Year, Business goals are decided and cascaded down to various businesses and functions. While effecting revision in remuneration, factors like internal and external parity, market competitiveness, company's overall business strategy are also taken into account.

D. Comparison of the remuneration of the KMP against Performance of the Company: NIL

E. Comparison of average Percentage increase in salary of Employees other than Managerial Personnel: NIL

F. Comparison of Remuneration of Each of the KMP against performance of the Company: NIL

G. The ratio of the remuneration of the highest paid Director to that of employee who are not directors but receive remuneration in excess of the highest paid director during the Year: NIL

H. Affirmation

It is affirmed that remuneration paid to Directors Key Managerial Personnel and other Employees is as per the Remuneration policy of the Company.

Place: Kolkata

Date: 13th July, 2026

For and on behalf of Board of Directors
For Sharp Investment Limited

Sd/-
Vikram Agarwal
Company Secretary

Annexure - B

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
SHARP INVESTMENTS LTD
14, N.S. Road, 2nd floor
Kolkata – 700001.

1. I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SHARP INVESTMENTS LTD [CIN: L65993WB1977PLC031241] (hereinafter called the company). Secretarial Audit was conducted based on records made available to me, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion/understanding thereon.

2. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to me and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, on strength of those records, and information's provided, hereby report that in my opinion and understandings, the Company has, during the audit period covering the financial year ended on March31, 2026, appears to have complied with the statutory provisions listed hereunder and also in my limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to me, for the financial year ended on March 31, 2026 according to the applicable provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
iv. Applicable provisions of Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under. - Not applicable since the company does not have any overseas transactions during the year.
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'): -

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
c. The Securities and Exchange Board of India (Issue of Capital and Disclosures

Requirements) Regulations, 2009; – Not Applicable as the Company did not issue any security during the financial year under review.

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits)

Regulations 2014; - Not Applicable as the Company does not have Employee Stock Option Scheme for its employees;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – Not applicable as the Company has not issued any debt securities during the financial year under review;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued.

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.

i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended till date.

vi. Other Laws specifically applicable to the Company as under:

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India;

ii. The Listing Regulations/Agreements entered into by the Company with Bombay Stock Exchange (BSE Limited) and CSE (Calcutta Stock Exchange) pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

I further report that during the year under review there was an online inspection with regard to the installation of the SDD software. There were also some discrepancies in the shareholding pattern filled by the Company for which adequate disclosures were not given by the company to the exchange. Further during the year M/s Beriwal & Associates, Chartered Accountants (FRN: 327762E) were appointed as statutory auditors of the Company.

I further report that:

The Board of Directors of the Company is duly Constituted with proper balance of the Executive directors, Non- executives Directors and Independent Directors. There was change in the constitution of the Board during the year as shri Ajay Pratap Singh resigned during the period under review.

I Further Report that Shri Sanjiv Dutta was Appointed as additional Director on 25th September,2025 after dispatch of Notice of Annual General Meeting scheduled to be held on 30th September ,2025 and confirmation was not done on said AGM.

I further report Shri Sagar Mal Nahata was appointed as Managing Director of the Company on 2nd May,2019 for a period of five years (his reappointment required to be made after expiry of his term and according to the management they are in the process of ratifying his reappointment in the ensuing AGM).

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

I further report that based on the review of Compliance mechanism established by the Company and on the basis of the Compliance certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), I am of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

I further report that the compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I was informed and observed from the minutes of the Board Meeting that the decisions at the Board Meetings were taken with requisite majority/unanimously.

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

I further report that during the Financial Year under review, there were no other specific events actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

CS Mukesh Chaturvedi
Practicing Company Secretary
SD/-
Membership No: 11063

Cop No: 3390

UDIN: F011063H000333407
PEER REVIEW NO: 7364/2025

Date: 12.05.2026
Place: Kolkata

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members
SHARP INVESTMENTS LTD
14, N.S.Road, 2nd floor
Kolkata – 700001.

My report of even date is to be read along with this letter.

1.Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2.I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3.I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4.Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5.The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.

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

CS Mukesh Chaturvedi
Practicing Company Secretary

Sd/-
Membership No: 11063

Cop No: 3390

UDIN: F011063H000333407
PEER REVIEW NO: 7364/2025

Date: 12.05.2026
Place: Kolkata

Annexure - C

Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo

A) Conservation of energy		
1	the steps taken or impact on conservation of energy	NIL
2	the steps taken or impact on conservation of energy	NIL
3	the capital investment on energy conservation equipments	NIL
B) Technology absorption		
1	the efforts made towards technology absorption	NIL
2	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	NIL
4	the expenditure incurred on Research and Development	NIL
(C) Foreign exchange earnings and outgo		
1	The foreign exchange earned (actual inflows)	NIL
2	The foreign exchange outgo (actual outflows)	NIL

For and on behalf of Board of Directors
For Sharp Investments Limited

Sd/-

Sagar Mal Nahata
Managing Director
DIN: 00307611

Date: 13th July' 2026
Place: Kolkata

Annexure - D

MANAGEMENT DISCUSSION & ANALYSIS

ECONOMY OVERVIEW AND DEVELOPEMENT

The previous couple of years was marred by some powerful challenges – economic hostilities and widening inflation impacting cost of living Despite these challenges, number of economies across the globe showed signs of growth.

The Indian economy, however, appears to have moved on unlike many other countries and have staged an almost full recovery ahead of many nations and positioning itself to ascend to the pre-pandemic growth. Yet in the current year, India has also faced the challenge of reining in inflation to some extent.

Furthermore, this optimism stems from the benefits of efficiency gains resulting from greater formalization, higher financial inclusion, and economic opportunities created by digital technology based economic reforms. It is expected that this will broad-base growth and continue to drive consumption in the economy.

ABOUT THE INDUSTRY:

So far, non-banking finance companies (NBFCs) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds. With the ongoing stress in the public sector banks due to mounting bad debt, their appetite to lend (especially in rural areas) is only going to deteriorate, thereby providing NBFCs with the opportunity to increase their presence. The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments.

Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate over the next five years. Clearly, NBFCs are here to stay.

NBFC REGULATIONS:

Over the past several decades, NBFCs have emerged as important financial intermediaries, particularly for the small-scale and retail sectors, in underserved areas and unbanked sectors. NBFCs have turned out to be growth engines in an arena where increased importance is assigned to financial inclusion. The growing importance of the NBFC segment in the Indian financial system has led to a changing landscape of the NBFC framework. The evolution of the regulatory framework for NBFCs in India has gone through a cyclical phase– from simplified regulations to stringent and extensive regulations and finally towards rationalization as part of the recently revised NBFC regulatory framework.

Non-systemically important non-deposit accepting NBFCs (NBFCs-ND) - Limited prudential norms:

Capital adequacy norms and credit concentration norms have been done away with for all NBFCs-ND. This change will bring greater operational flexibility to over 11,500 NBFCs, who have an asset size of more than 100 crore INR but less than 500 crore INR, as they were earlier subjected to these norms. The regulations are further customized depending on whether the NBFC-ND has access to public funds and/or has a customer interface.

ABOUT THE SHARP INVESTMENTS LIMITED:

Business Overview:

Our Company is a non-deposit taking NBFC, registered with the RBI. Our Company has been in the business of providing financial services since inception. Our Company is primarily focused in providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, trading in shares & securities and arbitrage business in stock and commodity market. Being an, NBFC our Company has positioned itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

Products & Services:

Our Company offers financial services to commercial, industrial and financial clients with a one stop financial solution:-

- ✓ Working capital loans
- ✓ Loan

FINANCIAL PERFORMANCE:

During the fiscal 2026, Total income of the Company stood at Rs.26.28 Lacs as compared to previous fiscal of Rs. 17.69 Lacs. This fiscal, Company Profit have been Rs.0.79 Lacs as compared profit to Rs 0.03 Lacs of fiscal 2025.

Financial Highlights:

- Income stood at Rs.26.28 Lacs for fiscal 2025
- Profit of fiscal 2025 was Rs.0.079 Lacs
- Earning per share for fiscal 2026 was Rs.0.000 per share.
- Net Worth of company stood at Rs. 2836.15 Lacs as on March 31,2026

SWOT ANALYSIS:

Strengths:

An integrated financial services platform: We offer our clients an integrated financial services platform by offering lending against demat shares, finance consultancy, loan against immovable properties and allied products. Our integrated service platform allows us to leverage relationships across the lines of businesses and our industry and product knowledge by providing multi-channel delivery systems to our client base, thereby increasing our ability to cross-sell our services.

Experienced Management: We believe that our senior management and our talented and experienced Team are the principal reason for the growth of our Company. We believe that the extensive experience and financial acumen of our management and staff facilitates us with a significant competitive advantage.

Weakness:

Branding: Our Company is not a well-established brand among large NBFC players who have access to larger financial resources.

Accessibility: We do not have branches, so we are unable to explore the business opportunities in other areas.

Opportunities:

Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.

Desire for Status: With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of clients (individuals) in a big way with large share of business coming from this segment apart from corporate clients.

Threats:

Economic Downturn: If the economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

Private Banks: Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competition to the NBFC's.

RBI and Government restrictions: With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

FUTURE STRATEGY:

- Expansion of existing activities: Our Company intends to expand its financial services by enhancing its focus on loan against shares and securities, loan against properties and corporate loan and working capital loan.

- Differentiated Services: In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.

- Brand recognition: We are in such a business where we are facing lot of competition. Our Company is not a well-established brand among large NBFC players. We will be making the necessary arrangements for our brand reorganization.

INTERNAL CONTROL SYSTEM AND ADEQUACY:

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems. The management has put in place internal systems for review and monitoring of non-performing assets of the company and to indicate corrective action for effecting recoveries.

CAUTIONARY:

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

For and on behalf of the Board of Directors,
Sharp Investments Limited
Sd/-
Sagar Mal Nahata
Managing Director
DIN: 00307611

Place: Kolkata
Date: 13.07.2026

REPORT ON CORPORATE GOVERNANCE

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company has been practicing good Corporate Governance over the years. Corporate Governance is synonymous with efficient conduct of the business operations, maintaining utmost transparency in its activities, proper and timely disclosures to all the regulatory authorities, cementing the bond of confidence with all those who are an integral and inseparable part of the business activities – shareholders, employees, end-users, bankers, financiers and the society at large and thereby ensuring a perpetual relationship of trust and confidence. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

2. **BOARD OF DIRECTORS:**

2.1 **Composition:**

As on 31st March, 2026, the Board of Directors consisted of 5 (Five) Directors. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2026 are given below:

Name of Directors	Category	No. of Board Meeti-ngs held	Attendance Particulars		No. of Other Director ships[1]	Number of Committee positions held (including Company)[2]	
			Board Meeting	Last AGM		As Chairma	As Membe
Mr. Sagar Mal Nahata	Managing Director	5	5	Yes	1	-	-
Mr. Sujit Kumar Panda	Non-Executive Director	5	5	Yes	-	1	1
Mr. Sanjib Dutta	Independent Director	5	5	Yes	-	1	1
Mr. Ajay Pratap Singh	Independent Director	5	5	Yes	-	-	1
Mrs. Basanti Roy	Independent Director	5	5	No	-	-	1

1 The directorship held by Directors as mentioned above does not include Directorships of private companies/ Section 8 companies / foreign companies as on 31st March, 2024.

2 Committee positions held in Indian listed and unlisted public limited companies are considered including the reporting Company. For this purpose, only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

2.2 **Number and date of Board Meetings held:**

5 (Five) Board meetings were held during the financial year 2025-2026 and the gap between any two meetings did not exceed the maximum day allowed under the act, as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the said meetings were held are 28.05.2025, 14.07.2025, 25.09.2025, 14.11.2025 and 14.02.2026.

2.3 **Disclosure of relationship between directors inter-se:**

None of the Directors of the Company are related with each other.

2.4 **Number of shares and convertible instruments held by Non-executive Directors as on date:**

None of the Non-Executive Directors are holding any shares or convertible instruments in the Company.

2.5 **Web link where details of familiarization programmes imparted to independent directors is disclosed:**

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at the link: www.telecanor.com

3. AUDIT COMMITTEE:

3.1 **Brief description of terms of reference:**

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Terms of Reference of the Audit Committee, inter alia, are as follows:

i. 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.

ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

iii. Approval of payment to statutory auditors for any other services rendered by statutory auditors.

iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, 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 (c) of sub-section (3) of Section 134 of the Companies Act, 2013.

b) Changes, if any, in accounting policies and practices and reasons for the same.

c) Major accounting entries involving estimates based on the exercise of judgment by management.

d) Significant adjustments made in the financial statements arising out of audit findings.

e) Compliance with listing and other legal requirements relating to financial statements.

f) Disclosure of any related party transactions.

g) Modified opinions in the draft audit report.

v. Reviewing with the management, the quarterly financial statements before submission to the board for approval.

vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

viii. Approval or any subsequent modification of transactions of the listed entity with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of assets or undertaking of the Company wherever required.

xi. Evaluation of internal financial controls and risk management systems.

xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

xiv. Discussion with internal auditors on any significant findings and follow up there on.

xv. 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.

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xvii. 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.

xviii. To review the functioning of the whistle blower mechanism;

xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

3.2 **Composition:**

As on 31st March, 2026, the Audit Committee comprised of Mr. Ajay Pratap Singh as Chairman, and Mr. Sujit Kumar Panda, as member and Mr. Sanjiv Dutta, as Members. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

3.3 **Meeting and attendance during the year:**

During the financial year 2025-2026 the Audit Committee met 4 (Four) times on 28.05.2025, 14.07.2025, 14.11.2025 and 14.02.2026. The attendance of the Members at the meetings is as under:

Name of Members	Category	Position	No. of Meetings	
			Held	Attended
Mr. Ajay Pratap Singh	Independent Director	Chairman	4	4
Mr. Sujit Kumar Panda	Non-Executive Director	Member	4	4
Mr. Sanjiv Dutta	Independent Director	Member	1	1

4. NOMINATION AND REMUNERATION COMMITTEE:

4.1 **Brief Description of terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations. The scope of the Nomination and Remuneration Committee covers, inter alia, formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommendation to the Board of Directors on policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors, devising a policy on diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and whether to extend or continue the term of appointment of the Independent Director on the basis of report of performance evaluation of Independent Directors.

i. The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

ii. The broad terms of reference of the nomination and Remuneration Committee are as under:

Assist the Board of Directors of the Company to:

i. determine, review and propose compensation principles and policy of the Company;

ii. assess and review compensation plans recommended by the management;
iii. recommend the compensation packages of the Company's Executive Directors.

b. Identify people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

c. Approve and recommend matters relating to compensation by way of salary, perquisites, benefits, etc., to the Managing/Whole Time/ Executive Directors of the Company.

d. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy, relating to the remuneration for the directors including independent directors, key managerial personnel and other employees. The policy shall, inter alia, cover termination payments to the Executive Committee members and other Senior Executives and oversight of the same by the Committee. The remuneration policy shall set guidelines for the Executive Committee/ Managing Director to approve remuneration to the Managing Committee members and their direct reports and other executives.

e. Review and recommend to the Board of Directors for approval any mandatory disclosures of the Management compensation.

f. Review and reassess the adequacy of the charter and perform annual self-evaluation of the performance of the Committee.

g. Carry out any other acts and deeds as may be delegated by the Board of Directors and deal with such other matters as may be prescribed under the Companies Act, the SEBI (LODR) Regulations and other statutory enactments.

Approve any share incentive or other plans for the employees of the Company. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

4.2 **Composition:**

As on 31st March, 2026, the Nomination and Remuneration Committee comprised of Mr. Ajay Pratap Singh as Chairman, Mr. Sujit Kumar Panda, as Members and Mrs. Basanti Roy, as Member. The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

4.3 **Meeting and attendance during the year:**

During the financial year 2025-2026 the Nomination and Remuneration Committee met 2 (Two) time on 25.09.2025 and 14.02.2026. The attendance of the Members at the meetings is as under:

Name of Members	**Category**	**Position**	**No. of Meetings**	
			Held	**Attended**
Mr. Ajay Pratap Singh	Non-Executive Independent Director	Chairman	2	2
Mr Sujit Kumar Panda	Non-Executive Director	Member	2	2
Basanti Roy	Non-Executive Independent Director	Member	2	2

4.4 **Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of the Board as a whole, individually of all the Directors including Independent Directors and Chairman and all the Committees. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance of Board Meeting and Committee Meetings;

2. Quality of contribution to Board deliberations;

3. Strategic perspectives or inputs regarding future growth of the Company and its performances;

4. Providing perspectives and feedback going beyond information provided by the management.

4.5 **Remuneration Policy:** The details of the Remuneration policy form part of this Annual Report.

5. REMUNERATION OF DIRECTORS:

a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2025-2026.

b) Non-Executive Directors did not draw any remuneration from the Company. Sitting fees to Non-executive and Independent Directors is being paid at the rate of Rs. 5,000/- for each meeting of the Board and Committee attended by them.

c) Details of remuneration and sitting fees paid /payable to Directors for the financial year ended 31st March 2026:

Name of Directors	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting Fees	Total
Mr. Sagar Mal Nahata	-	-	-	-	-

(i) The above details of remuneration or fees paid are all elements of remuneration package of individual directors summarized under major groups.

(ii) Apart from the above mentioned details of remuneration or fees paid there are no other fixed component and performance linked incentives based on the performance criteria.

(iii)There are no stock options offered to any Directors of the Company.

6. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

6.1 **Composition:**

As on 31st March, 2026 the Stakeholders' Relationship Committee comprised of Mr. Sujit Kumar Panda, as Chairman, Mr. Basanti Roy, Member and Mr. Sandip Kumar Bej, as Members. The Company Secretary of the Company acts as the Secretary, of the Stakeholders' Relationship Committee.

6.2 **Compliance Officer:** Mr. Vikram Agaarwal, Company Secretary is the Compliance Officer of the Company.

6.3 **Status of Investors' complaints received from shareholders and disposed during the year:**

No. of complaints pending as on 01.04.2025	NIL
Complaints received during the year	NIL
Complaints disposed during the year	NIL
No. of complaints pending as on 31.03.2026	NIL

7. GENERAL BODY MEETINGS:

7.1 **Location and time, where last three Annual General Meetings held:**

AGM	Financial Year	Date	Time	Venue
46th AGM	2022-2023	30.09.2023	10.00 A.M.	14, N.S Road, 2nd Floor, Kolkata – 700001
47th AGM	2023-2024	30.09.2024	10.00 A.M	14, N.S Road, 2nd Floor, Kolkata – 700001
48st AGM	2024-2025	27.09.2025	10.00 A,M	14, N.S Road, 2nd Floor, Kolkata – 700001

7.2 **Special Resolutions passed at previous three Annual General Meetings:**

AGM Date	Particulars of Special Resolutions
30.09.2023	Re-Appointment of Mr. Sagar Mal Nahata (DIN: 00307611) as Managing Director of the Company.

7.3 **Special Resolutions passed through postal ballot and Extra Ordinary General Meeting and voting pattern: None**

During the year under review, there were no Special Resolutions was passed through Extra-Ordinary General Meeting.

7.4 None of the business is presently proposed to be transacted through postal ballot. In case any Special Resolution needs to be passed through Postal Ballot during the financial year 2023-2024, the procedure laid down under Section 110 of the Companies Act, 2013 and the Rules thereunder will be complied with.

8. MEANS OF COMMUNICATION:

8.1 The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchange immediately after they are approved by the Board of Directors and posted on Company's website in compliance with Listing Regulations, 2015.

8.2 **Website:**

The Company's website www.telecanor.com contains separate section 'Investor Relations' where shareholders information is available. The Company's financial results and annual reports are also available on the website in a user-friendly and downloadable form.

8.3 **News releases, presentations, among others:**

All Corporate Announcements made to the Stock Exchange during the year 2025-2026 are available on the website of the Company. During the year 2025-2026, the company has not made any presentations to institutional investors and analysts.

9. GENERAL SHAREHOLDERS INFORMATION:

a) **49th Annual General Meeting:** Friday, 7th day of August, 2025 at 10:00 A.M at Fortuna Tower, 23A, N.S.Road, 7th Floor, Room No. 12, Kolkata - 700001

b) **Financial Year:** April 1 to March 31

c) **Dividend payment date:** NIL

d) **Listing on Stock Exchange:** The Equity Shares of the Company are currently listed for trading under X Group of the BSE Limited.

Market Price Data:

Month	Open	High	Low	Close	No. of Shares
April' 25	0.86	1.29	0.61	0.61	23732568
May' 25	0.58	0.72	0.48	0.69	3122692
June' 25	0.68	0.72	0.61	0.67	3519352
July' 25	0.67	0.73	0.61	0.64	6393676
Aug' 25	0.65	0.66	0.57	0.61	4184731
Sept' 25	0.61	0.64	0.58	0.60	4711144
Oct' 25	0.59	0.61	0.54	0.57	3468470
Nov' 25	0.57	0.59	0.45	0.45	7529387
Dec' 25	0.45	0.47	0.34	0.36	13793336
Jan' 26	0.37	0.41	0.29	0.36	18735711
Feb' 26	0.37	0.57	0.34	0.39	10728365
March' 26	0.40	0.42	0.35	0.35	4179961

(Source: bseindia.com)

e) **Listing Fees:** The Company has paid the listing fees for the financial year 2025-26.

f) **Stock Code**: BSE: 538212, ISIN: INE909D01026

g) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2025-2026.

h) **Registrar and Share Transfer Agent:**

Niche Technologies Pvt Ltd
3A, Auckland Place
7th Floor, Room No. 7A & 7B
Kolkata - 700001, West Bengal,
Phone: 033 – 2280 6616,Fax: 033 – 2280 6619
Email: nichetechpl@nichetechpl.com

i) **Share Transfer System:**

In terms of Regulation 40(2) of the Listing Regulations, the Board of Directors have delegated the power to attend all the formalities relating to transfer of securities to the Registrar & Share Transfer Agent (RTA) pursuant to which the reports on transfer of securities received from the RTA are placed before the Board of Directors in each Board Meeting.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

The Company obtains Certificate of Compliance pertaining to share transfer formalities yearly as required under Regulation 40(9) and quarterly certificate of Reconciliation of Share Capital Audit Report from Company Secretary in Practice in compliance with the Listing Regulations and files the said certificates with the Stock Exchange (BSE).

j) **Distribution of Shareholding as on 31st March, 2026:**

Range	Shareholders		Shares	
	Numbers	%	Numbers	%
1-500	50325	67.73	6128288	2.53
501-1000	8440	11.36	7096995	2.93
1001-5000	11025	14.84	225718793	10.62
5001-10000	2165	2.91	16439507	6.80
10001-50000	1835	2.47	38170476	15.76
50000-100000	286	0.38	22931541	9.47
100001 and above	221	0.29	125611900	51.88
TOTAL	63628	100	242097500	100

k) **Dematerialization of Equity Shares and Liquidity:**

As on 31st March, 2026, 100% of the total shares of the Company were in dematerialized form.

l) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31st March, 2026.

m) **Commodity price risk or foreign exchange risk and hedging activities:**

No such risks or activities to report during the financial year under review.

n) **Registered Office & Address for Correspondence:**

Sharp Investments Limited
14, N.S. Road
2nd Floor
Kolkata – 700001

10. DISCLOSURES:

10.1 **Related Party Transactions:**

All Related party transactions that were entered into during the financial year, if any, were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under applicable clauses and regulations of the Listing Agreement. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/ or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. The details of the transactions with related parties during 2025-26 are provided in the accompanying financial statements.

10.2 **Compliance by the Company:**

The Company has complied with all the requirements of the Listing Regulations entered into with the Stock Exchange, as well as the regulations and guidelines of SEBI and other statutory authorities on all matters relating to capital market during the last three years. Some penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities during the last three years.

10.3 **Whistle Blower policy / Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:**

The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2025-2026, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website at www.telecanor.com

10.4 **Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations.

(a)Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.

(b)Separate posts of Chairman and CEO – The Company has separate Chairman and Chief Executive Officer.

(c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

10.5 **Web- link for policy determining 'material' subsidiaries:**

The Company does not have any subsidiary as defined under the Companies Act, 2013.

10.6 **Compliance of the requirement of Corporate Governance Report:**

During the financial year 2025-2026, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

10.7 **Disclosure of the Compliance with Corporate Governance:**

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2021-2022. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

10.8 **Disclosure with respect to demat suspense account/unclaimed suspense account:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2026. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

10.9 **Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

10.10 **Code of Conduct for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

10.11 **Code of Conduct:**

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31st March, 2026. A declaration to this effect, signed by the Chief Executive Officer of the Company is annexed to this report. The code is available on the Company's website at www.telecanor.com

10.12 **Compliance Certificate by Practicing Chartered Accountant:**

The Company has obtained a certificate from the Practicing Chartered Accountant regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

For and on behalf of the Board of Directors

Sharp Investments Ltd

Sd/-
Vikram Agarwal
Company Secretary

Place: Kolkata
Date: 13th July' 2026

DECLARATION – CODE OF CONDUCT

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2024.

For and on behalf of the Board of Directors

Sd/-

Sagar Mal Nahata
Managing Director
DIN: 00307611

Place: Kolkata
Date: 13th July' 2026

PRACTISING CHARTERED ACCOUNTANT CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Sharp Investments Limited
Kolkata

We have examined the compliance of conditions of Corporate Governance by **Sharp Investments Limited** ("the Company") for the year ended on March 31, 2026, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI(LODR) Regulations 2015"].

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

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations as applicable.

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

For Beriwal & Associates.,
Chartered Accountant
FRN No. 327762E

Sd/-

Sunil Beriwal
Proprietor
Membership No – 055302

Place: Kolkata
Date: 13th July' 2026

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and schedule V Para C Clause (10)(i) of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015]

To,

The Board of Directors,

SHARP INVESTMENTS LTD

14, N.S. Road, 2nd Floor Kolkata – 700001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SHARP INVESTMENTS LTD (CIN: L65993WB1977PLC031241) having Registered Office at 14, N. S. Road, 2nd Floor, Kolkata – 700001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in the Company	Cessation during the year (if any)
1	Mr. Sagar Mal Nahata	00307611	02.05.2019	-
2	Mr. Sujit Kumar Panda	06873319	15.12.2014	-
3	Mr. Sandip Kumar Bej	02738193	01.01.2014	02.03.2026
4	Mr. Rishi Kant Tiwari	08029578	20.07.2021	02.03.2026
5	Mr. Ajay Pratap Singh	06873486	18.06.2021	-
6	Mrs. Basanti Roy	10530177	01.03.2024	-
7	Sanjib Dutta	08419495	25.09.2025	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 12.05.2026

Mukesh Chaturvedi
(Company Secretary)
Sd/-
Membership No. 11063
COP No. 3390
P.R CERTIFICATE NO: 7364/2025
UDIN-F011063H000333363

Certification by Managing Director of Sharp Investments Ltd.

We, Mrs. Sagar Mal Nahata, Managing Director of Sharp Investments Limited, to the best of our knowledge and belief, certify that:

a) We have reviewed the Financial Statement and Cash Flow Statement for the year ended 31st March' 2026 and to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements might be misleading;

(2) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations

b) There are, to the best our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal control for the financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

(i) Significant Changes in Internal Control during the Year;

e) Significant Changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements;

f) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control.

Sd/-
Sagar Mal Nahata
Managing Director
DIN: 00307611

Place: Kolkata
Date: 13.07.2026

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SHARP INVESTMENTS LIMITED
14, N.S. Road, 2nd Floor Kolkata – 700 001

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S SHARP INVESTMENTS LIMITED**, which comprise the Balance Sheet as at **March 31, 2026**, the Statement of Profit and Loss, 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 matters stated in section 134(5) of the companies act 2013 ("the Act") with respect to the preparation & presentation 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 the Accounting principles generally accepted in India, including the Accounting Standards referred under Section 133 of the act. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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. 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 on these financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2026;
b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date.
c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, to report on the matters Specified in paragraphs 3 and 4 of the said Order, we annex annexure B hereto a statement on the matters specified therein.

2. As required by section 143(3) of the Act, we report that:
a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, the statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014;

e. On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

f. With respect to adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in " Annexure A"

g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

(i) The Company does not have any pending litigations which would impact its financial position,

(ii) The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For BERIWAL & ASSOCIATES CHARTERED ACCOUNTANTS FRN: 327762E

Sd/-
CA, SUNIL BERIWAL PROPRIETOR
M. No. 055302
UDIN: 26055302HWDLVJ3251

Dated: May 5, 2026,
Place: Kolkata

Annexure A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of SHARP INVESTMENTS LIMITED ("the Company") as of 31st March, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BERIWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 327762E
Sd/-
CA, SUNIL BERIWAL PROPRIETOR
M. No. 055302
UDIN: 26055302HWDLVJ3251

Dated: May 5, 2026,
Place: Kolkata

Annexure B to the Auditors' Report

[Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s SHARP INVESTMENTS LIMITED on the accounts of the company for the year ended 31st March 2026.

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and in our opinion and in terms of the information and explanations given to us and the books and records examined by us in the normal course of audit, we report that :-

(i) In respect of its fixed assets :

The Company has no fixed assets as on 31st March 2026.

(ii) In respect of its inventory :

The Company has no inventory as on 31st March 2026.

(iii) There are no Companies covered in the registered maintained under section 189 of the Act for the purpose of loans granted by the Company.

(iv) In our opinion and according to the information and explanations given to us, the company is an NBFC and the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security does not applicable to the Company.

(v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits during the year under audit hence clause 3(v) of the said order is not applicable to the company.

(vi) In our opinion and according to the information and explanation given to us, the Central Government has not prescribed any maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company; hence clause 3(vi) of the said order is not applicable to the company.

(vii) In respect of statutory dues :

(a) In our opinion and according to the information and explanation given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2026 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, there were no amounts payable in respect of Income-tax, or Cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanation given to us, the company does not have any loans or borrowings from the financial institution, bank, Government or debenture holders during the year under audit .

(ix) In our opinion, and according to the information and the explanation given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

(x) In our opinion and according to the information and the explanation given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) In our opinion, and according to the information and the explanation given to us, managerial remuneration of Rs. NIL has been paid to Managing Director, Mr. Sagar Mal Nahata, by the Company.

(xii) In our opinion and according to the information and the explanation given to us, the company is not a Nidhi company and hence clause 3(xii) of the said order is not applicable to the company.

(xiii) In our opinion and according to the information and the explanation given to us, transactions with the related party are in compliance with sections

177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and the explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the said order is not applicable to the company.

(xvi) In our opinion and according to the information and explanations given to us, the company is registered under section 45IA of the Reserve Bank of India Act, 1934 and the registration Certificate of the same has been obtained by the Company. The Certificate of Registration No is.: B- 05.06565 Dated 11.07.2005.

For BERIWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN: 327762E

Sd/-

CA, SUNIL BERIWAL PROPRIETOR
M. No. 055302
UDIN: 26055302HWDLVJ3251
Dated: May 5, 2026,
Place: Kolkata

SHARP INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2026

		31ST MARCH, 2026	31ST MARCH, 2025
		Amount in crore	Amount in crore
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital		24.21	24.21
(b) Reserves and Surplus		(1.61)	(1.6247)
(c) Security Premium		5.7705	5.7705
(d) Provision on Standard Assets		0.03	0.03
(2) Current Liabilities			
(a) Other current liabilities		3.46	3.07
(b) Short-term provisions		0.00	0.08
TOTAL		**31.86**	**31.54**
II.Assets			
(1) Non-current assets			
(a) non-current investments		24.08	24.08
(b) Loan & Advances		3.21	3.31
(2) Current assets			
(a) Sundry Debtors		0.26	0.29
(b) Cash and cash equivalents		4.02	3.63
(c) Other Current Assets		0.28	0.21
TOTAL		**31.86**	**31.53**

SIGNIFICANT ACCOUNTING POLICIES	17
OTHER NOTES ON ACCOUNTS	18

In terms of our report of even date

For and on behalf of the Board of Directors sd/- Sagar Mal Nahata, din.00307611 (MD

sd/- Sanjib Dutta, din._08419495 (Director) sd/- Sujit Kumar Panda, din.06873319 (Director)

BERIWAL & ASSOCIATES

(Chartered Accountants)

Sd/-

(SUNIL BERIWAL) (Proprietor)

M.No : 055302

Firm Registration No : 327762E

UDIN NO. 26055302HWDLVJ3251

DATE : 05.05.2026

Place : Kolkata

SHARP INVESTMENTS LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2026

PARTICULARS	31ST MARCH , 2026 Amount in Crores	31 ST MARCH , 2025 Amount in Crores
REVENUE FROM OPERATIONS	0.26	0.18
OTHER INCOME	-	-
III TOTAL REVENUE (I + II)	**0.26**	**0.18**
EXPENSES		
Employee Benefit Expenses	0.08	0.02
Other Expenses	0.17	0.16
TOTAL EXPENSES	**0.25**	**0.18**
Profit Before Tax	**0.01**	**0.00**
TAX EXPENSES		
Current Tax	-	-
MAT Tax Credit Receivable	-	-
Deferred Tax	-	-
PROFIT / (LOSS) FOR THE PERIOD	**0.01**	**0.00**
Earning Per Equity Share		
Basic	0.000	0.000
Diluted	0.000	0.000

SIGNIFICANT ACCOUNTING POLICIES 17

OTHER NOTES ON ACCOUNTS 18

In terms of our report of even date

For and on behalf of the Board of Directors sd/- Sagar Mal Nahata, din.00307611 (MD) sd/- Sanjib Dutta, din. 08419495 (Director) sd/- Sujit Kumar Panda, din.06873319 (Director) sd/-

BERIWAL & ASSOCIATES
(Chartered Accountants)

(SUNIL BERIWAL)
(Proprietor) M.No : 055302
Firm Registration No : 327762E
UDIN NO. 26055302HWDLVJ3251

DATE : 5.05.2026
Place : Kolkata

SHARP INVESTMETS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2026

		31.03.2026	31.03.2025
		Amount in crores	**Amount in crores**
1.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit/(Loss) before Tax (a)	0.008	
	Add :		
	Preliminary Expenses W/O.		
	Sub Total - (b)	-	-
	Operating Profit before Working Capital Changes	**(a)+(b) 0.008**	
	Adjustments		
	Decrease/(Increase) in Loan & Advance	(0.070)	(0.276)
	Decrease/(Increase) in T.D.S	-	-
	Decrease/(Increase) in Sundry Debtors	-	
	Increase in Current Liabilities	(0.430)	0.545
	Sub Total - (c)	**(0.500)**	**0.269**
	Net Cash from Operating Activities	**A (0.492)**	**0.269**
2.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Increase / (Decrease) in Investments	-	-
	Net Cash from Investing Activities	**B -**	**-**
3.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Capital raised during the year	-	-
	Profit/(Loss) of Tranferor Companies	-	-
	Amalgamation Resreve	-	-
	Preliminary Expenses	-	-
	Loan Raised during the year		-
	Net Cash from Financing Activities	**C -**	
	Net Increase in Cash/Cash Equivalent	**A+B+C** 0.390	0.269
	Cash/Cash Equivalents (Opening)	**3.630**	**3.361**
	Cash/Cash Equivalents (Closing)	**4.020**	**3.630**

Note : **(0)-**

The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Flow Statements

	3/31/2026	**3/31/2025**
Cash & Cash Equivalents Comprise		
Cash on Hand	**4.01**	**3.62**
Balnce With Schedule Banks in current Account	**0.01**	**0.01**
Total	**4.02**	**3.63**

For and on behalf of the Board of Directors

sd/- Sagar Mal Nahata, din.00307611 (MD)

sd/- Sanjib Dutta, din. 08419495 (Director) sd/- Sujit Kumar Panda, din.06873319 (Director)

DATE : 05.05.2026

Place : Kolkata

In terms of our report of even date

BERIWAL & ASSOCIATES

(CHARTERED ACCOUNTANTS)

(SUNIL BERIWAL)

(Proprietor)

M.No : 055302

Firm Registration No : 327762E

UDIN NO. 26055302HWDLVJ3251

SHARP INVESTMENTS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH,

	31ST MARCH, 2026	31ST MARCH , 2025
	Amount in Crores	Amount in Crores
NOTE - 1		
SHARE CAPITAL		
Authorised		
2,42,50,0000 Equity Shares of Rs.1/- each	**24.25**	**24.25**
Issued, Subscribed & Paid up		
2,42,09,7500 Equity Share of Rs.1/- each	24.21	24.21
	24.21	**24.21**

A.
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MARCH , 2026		31ST MARCH , 2025	
	Nos	Amount in Crores	Nos	Amount in Crores
Shares outstanding at the beginning of the year	242,097,500	24.21	242,097,500	24.21
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	242,097,500	24.21	242,097,500	24.21

B

TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of Rs 1 /- per share . Each holder of Equity share is entitled to one vote per share

In the event of liquidation of the company , the holder 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 share held by the shareholders

C

Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	31ST MARCH 2026		31ST MARCH 2025	
(EQUITY SHARES OF RS 1/ EACH FULLY PAID UP)	Nos	%	Nos	%
BUDDLEIA TRADERS PVT LTD	14,134,860	5.84	14,134,860	5.84

As per the records of the Company , including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represent legal ownership of shares

D.
SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH
Equity shares have not been issued for consideration other than cash

SHARP INVESTMENTS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR 31ST MARCH, 2026.

		31ST MARCH, 2026	31ST MARCH, 2025
		Amount in crores	Amount in crores
NOTE – 2			
RESERVES & SURPLUS			
Special Reserve			
Opening Balance		0.08	0.08
Add: Transfer During the year		0.00	0.00
	A	0.09	0.08
Profit & Loss Account			
OP. Balance		(1.71)	(1.7094)
Add: Profit for the year		0.008	0.0002
Less: Provision on Standard Assets		(0.02)	(0.0002)
Less: Transfer to Special Reserve		(0.01)	(0.0003)
	B	(170.95)	(1.7095)
TOTAL (A+B)		**(1.2205)**	**(1.6247)**
NOTE – 3			
SECURITY PREMIUM			
Share Premium		5.77	5.77
		5.77	5.77
NOTE – 4			
PROVISION ON STANDARD ASSETS			
PROVISION ON STANDARD ASSETS		0.03	0.03
		0.03	0.03
NOTE – 5			
OTHER CURRENT LIABILITIES			
Liabilities For Expenses		0.05	0.05
Sundry Creditors		3.41	3.01
		3.06	3.06
NOTE – 6			
SHORT TERM PROVISION			
Provision for Taxation		80.04	0.08
		0.04	0.08

NOTE 7

SHARP INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH 2026

NON-CURRENT
INVESTMENTS
(AT COST)
(in fully paid-up Equity Shares other than trade)

QUOTED (Long Term other than Trade)	2025-26 Qty.	Amount in Lacs	2024-25 Qty.	Amount in Lacs
RGF CAPITAL MARKETS LTD.	7073130	2,408.46	7073130	2,408.46
TOTAL : A	7073130	2,408.46	7073130	2,408.46
UNQUOTED				
TOTAL : B		-		-
TOTAL : A+B	7,073,130	2,408.46	7,073,130	2,408.46
MARKET VALUE OF QUOTED SHARES		53.76		53.76

	31ST MARCH , 2026	31ST MARCH , 2025
	Amount in Crores	**Amount in Crores**
NOTE – 8		
LONG TERM LOANS & ADVANCES		
(Unsecured , Considered Good)		
Loans & Advance	3.48	3.31
	3.48	3.31
NOTE – 9		
Sundry Debtors	29.45	29.45
NOTE – 10		
CASH & CASH EQUIVALENTS		
Cash in hand (As certified)	4.01	3.62
Balances with Schedule Bank in Current Account	0.01	0.01
	4.02	3.63
NOTE – 11		
OTHER CURRENT ASSETS		
T.D.S & interest receivable	0.28	0.21
	0.28	0.21
NOTE – 12		
REVENUE FROM OPERATIONS		
Interest on Loan	0.26	0.18
	0.26	0.18
NOTE – 13		
OTHER INCOME		
Retainership Fees Received	-	-
	-	-
NOTE – 14		
EMPLOYEE BENEFIT EXPENSES		
Remuneration of Managing Director	-	-
Remuneration of Company Secretary	0.08	0.02
Salary & Bonus of Staff	-	-
	0.08	0.02

	31ST MARCH, 2026	31ST MARCH, 2025
	Amount in Crores	Amount in Crores
NOTE – 15		
OTHER EXPENSES		
Audit Fees		0.00
Bank Charges	0.00	0.21
Demat Expenses	0.00	
Filing & Professional Fees	0.00	0.00
General Expenses	0.01	0.02
Printing & Stationery	-	0.08
Annual Listing Fees	0.04	0.04
Advertisement Expenses	0.00	0.00
Annual Custodial Charges	0.09	0.09
Interest paid	-	
Professional Charges	-	
Maintenance Expenses	0.01	0.01
	0.17	0.37
NOTE – 16		
EARNING PER SHARE		
Net Profit after tax as per Statement of Profit and Loss (A)	0.01	0.00
weighted Average number of equity shares outstanding (B)	242,097,500	242,097,500
Basic and Diluted Earnings per share (`)	0.000	0.001
Face value per equity share (`)	1	1

NOTE – 17

SIGNIFICANT ACCOUNTING POLICY :

Basis of Accounting :

The financial statements are prepared under historical cost convention, on an accrual basis and in accordance with relevant presentational requirements of the Companies Act, 2013 and the applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

Investment :

In accordance with Accounting Standard (AS13) on " Accounting for Investments" and the guidelines issued by Reserve Bank of India, Investments are either classified as current or long term based on management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non Current / Long term Investments. Current investments are stated at lower cost and market rate on an individual investment basis, unless there is decline other than temporary in the value, in which case adequate provision is made.

Earnings per share:

- Earnings per share are 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 weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Provision and Deferred Tax:

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized . deferred tax assets are recognized and carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profit.

Contingencies:

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.

PROVISIONING FOR STANDARD ASSETS :

The Reserve Bank Of India vide their notification has issued direction to NBFC-ND-SI & NBFC-SI to make provision of 0.35% on STANDARD ASSETS from the financial year 2024- 2025. Since the Company does not come under the current definition of NBFC-ND-SI the Company has made provision @ 0.25% in the previous year. Since the Amount of Standard assets during the financial year 2024-25 is less than the previous financial year, the company has not made provision on standard asset for the financial year 2025-26.

NOTE 18 OTHER NOTES ON ACCOUNTS
BALANCE SHEET AS AT 31ST MARCH, 2026

i Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors for the year ended 31st March 2026.

ii Loans & advances balances are subject to confirmation by the respective parties .

iii **Segment Report :**
The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

iv **Related Party Disclosure :**
As per accounting standard 18 no information for related parties.

KEY MANAGEMENT PERSONNEL (KMP)

1. Sagar Mal Nahata - Managing Director
2. Vikram Agarwal - Company Secretory

RELATED PARTY TRANSACTION

Sl. No.	Nature Of Transaction	Relation	31/03/2026 (Rs. In Crores)	31/03/2025 (Rs. In Crores)
1	Salary / Remuneration	Managing Director	NIL	NIL
2	Salary / Remuneration	Company Secretory	0.013	NIL

v The Company has Complied this information based on the current information in its possession. As at 31.03.2026, Amount due to Micro Small and Medium Enterprises as on 31.03.2026 Rs. NIL (PY Rs. NIL)

vi The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014

vii Provision for taxation on Income for the year has been made under the tax calculated on income under normal computation as per income tax act being higher than the tax computed under section 115JB of the income tax act.

viii No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of Gratuity Act.

ix Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

x Informations required to be furnished under paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is given in separate Annexure.

In terms of our report of even date
BERIWAL & ASSOCIATES
(Chartered Accountants)

(SUNIL BERIWAL)
(Proprietor) M.No : 055302
Firm Registration No : 327762E
UDIN NO. 26055302HWDLVJ3251

For and on behalf of the Board of Directors sd/-
Sagar Mal Nahata, din.00307611 (MD)
sd/- SANJIB DUTTA, din. 08419495 (Director) sd/-
Sujit Kumar Panda, din.06873319 (Director) sd/-
Rishi Kant Tiwari, din.08029578 (Director)

Date: 05.05.2026
Place : Kolkata

ANNEXURE REFERRED TO IN NOTE NO 24(11) TO ACCOUNTS ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY AS ON 31.03.2026 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007

PARTICULARS **(RS IN LACS)**

LIABILITIES SIDE

LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE INTEREST ACCRUESD THEREON BUT NOT PAID		**AMOUNT OUTSTANDING**	**AMOUNT OVERDUE**
A	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSIT)	NIL	NIL
B	DEFERRED CREDITS	NIL	NIL
C	TERM LOANS	NIL	NIL
D	INTER – CORPORATE LOANS AND BORROWINGS	NIL	NIL
E	COMMERCIAL PAPER	NIL	NIL
F	PUBLIC DEPOSIT	NIL	NIL
G	OTHER LOANS (SPECIFY NATURE)	NIL	NIL

ASSET SIDE

	BREAK UP OF LOANS AND ADVANCE INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW	**AMOUNT OUTSTANDING**	**AMOUNT OUTSTANDING**
	• SECURED	NIL	NIL
	• UNSECURED	321.00	-
	BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES	NIL	NIL
1	**LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS**		
	• **FINANCIAL LEASE**	NIL	NIL
	• **OPERATING LEASE**	NIL	NIL
2	**STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS**		
	• **ASSETS ON HIRE**	NIL	NIL
	• **REPOSSESSED ASSETS**	NIL	NIL
3	**HYPOTECATION LOANS COUNTING**		

	TOWARDS EL / HP ACTIVITIES		
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	NIL
	• LOANS OTHER THAN ABOVE	NIL	NIL

BREAK UP OF INVESTMENTS

	• CURRENT INVESTMENTS (STOCK IN TRADE)		
1	QUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
	• LONG TERM INVESTMENTS		
1	QUOTED		
	• SHARES		
	EQUITY	2408.46	-
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES	NIL	-
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL

BORROWER GROUP WISE CLASSIFICATION OF ALL LEASED ASSETS , STOCK ON HIRE AND LOANS AND ADVANCES

CATEGORY			AMOUNT NET OF PROVISIONS		
1		**RELATED PARTIES**	**SECURED**	**UNSECURED**	**TOTAL**
	a	SUBSIDIARIES	NIL	NIL	NIL
	b	COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	c	OTHER RELATED PARTIES	NIL	NIL	NIL
2		**OTHER THAN RELATED PARTIES**	NIL	331.25	331.25
		TOTAL	**NIL**	**331.25**	**331.25**

INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED				
CATEGORY			**MARKET VALUE /BREAK UP OF FAIR VALUE OR NAV**	**BOOK VALUE (NET OF PROVISION)**
1		**RELATED PARTIES**		
	a	SUBSIDIARIES	NIL	NIL
	b	COMPANIES IN THE SAME GROUP	55.88	2408.46
	c	OTHER RELATED PARTIES	NIL	NIL
2		**OTHER THAN RELATED PARTIES**	NIL	NIL
		TOTAL	**55.88**	**2408.46**

7.

OTHER INFORMATION			
		PARICULARS	**AMOUNT**
I)		**GROSS NON- PERFORMING ASSETS**	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
II		NET NON- PERFORMING ASSETS	
	A	RELATED PARTIES	NIL
	B	OTHER THAN RELATED PARTIES	NIL
III		ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

For BERIWAL & ASSOCIATES
(CHARTERED ACCOUNTANTS)
Sd/-
CA SUNIL BERIWAL (PROPRIETOR)
FIRM REG NO: 327762E
MEMBERSHIP NO. 055302
UDIN: **26055302HWDLVJ3251**
Date: 05.05.2025

SHARP INVESTMENTS LIMITED

CIN No.: L65993WB1977PLC031241
Registered Office: 14, N.S.Road, 2nd Floor
Kolkata – 700001, West Bengal
Email-ID: shares@telecanor.com, Website: www.sharpinvestmentltd.com
Tel: 033-4005-5190

ATTENDANCE SLIP

49TH ANNUAL GENERAL MEETING ON 7TH AUGUST, 2026

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s) Name of joint holders, if any No. of Shares held	

*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 49TH Annual General Meeting of Sharp Investment Ltd held on Friday, 7th Augsut, 2026 at 10:00 A M at Fortuna Tower, 23A, N.S.Road, 7th Floor, Room No – 12, Kolkata - 700001

....
Member's/Proxy Name in Block Letter Member's/Proxy's Signature

Notes: 1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. The electronic voting particulars are set out below:

EVSN (Remote E-Voting Sequence Number)	USER ID	PASSWORD

Please refer to the attached AGM Notice for instructions on remote e-voting

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
August 4, 2026 from 9.00 AM	**August 6, 2026 till 5.00 PM**

SHARP INVESTMENTS LIMITED
CIN No.: L65993WB1977PLC031241
Registered Office: 14, N.S.Road, 2nd Floor
Kolkata - 700001
Email-ID: shares@telecanor.com, Website: www.sharpinvestmentsltd.com
Tel: 033-4005-5190

49TH ANNUAL GENERAL MEETING ON 7TH AUGUST, 2026

MGT- 11

PROXY FORM

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

Name of the Member(s): Registered address: E-mail Id: Folio No./Client Id*: DP ID*:	

*Applicable to shareholders holding shares in electronic form.

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;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49TH Annual General Meeting of Sharp Investments Limited to be held on Friday, 7th August, 2026 at 10:00 A.M at Fortuna Tower, 23A, N.S.Road, 7th Floor, Room No – 12, Kolkata - 700001 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional See Note 2) No. (Please mention no. of shares)	
		For	Aganist
Ordinary Resolution			
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2026, including the audited Balance Sheet as at 31st March, 2026, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.		
2.	To appoint a Director in place of Sujit Kumar Panda Reddy (DIN. 06873319), Director who retires by rotation and being eligible, offer himself for re-appointment as Executive Director of the Company.		
3.	Ordinary Resolution to appoint M/s. Arun Jain & Associates., Chartered Accountants (FRN No: 325867E), Kolkata, as Statutory Auditors.		
4.	To appoint Mr. Pankaj Kumar Modi, Practising Company Secretary [C.P.No – 12472), as Secretarial Auditor of the Company for a term from F.Y – 2026-27 to F.Y – 2030-31		
5.	To appoint Mr. Jagdish Sharma (DIN: 10911803) as Non-Executive Independent Director of the Company.		
6.	To appoint Mr. Sanjib Dutta (DIN: 08419495) as Non-Executive Independent Director of the Company.		
7.	To Increase in Authorised Share Capital of the Company.		
8.	To Acquire Equity Shares of M/s Rajal Lefin & Commercial Pvt Ltd and acquire as wholly owned subsidiary.		
9.	Issuance of Equity Shares of the Company on Preferential Basis for consideration other than cash (Share Swap Basis)		

Signed this ………………………………………day of ………………………………………………2026.

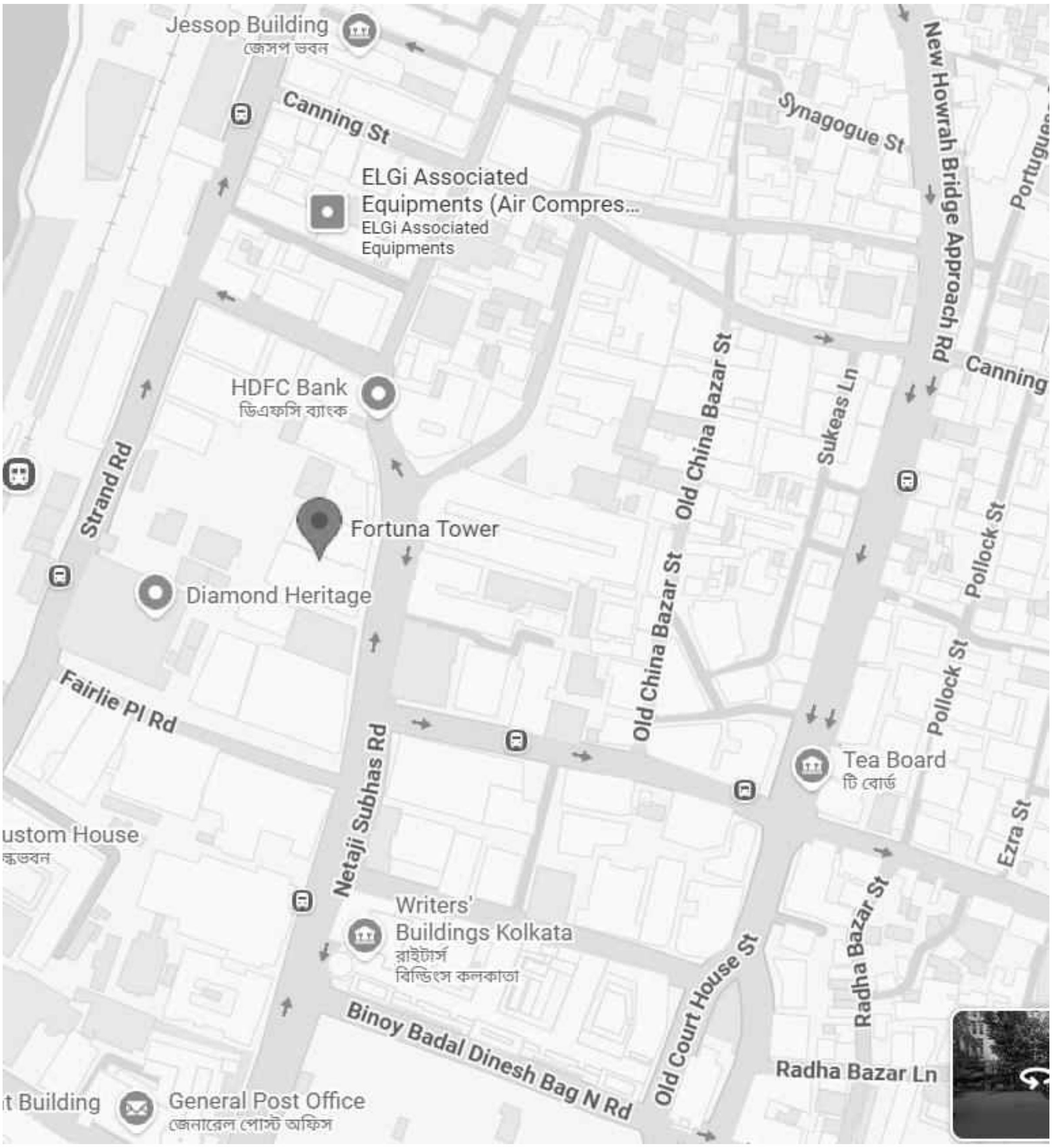
Signature of the Shareholder ………………………………………………………

Signature of Proxy holder(s) ………………………………………………………

Affix Revenue Stamp

Note : 1. This form of Proxy, to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.

2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.


Jessop Building
জেসপ ভবন
Canning St
ELGi Associated
Equipments (Air Compres...
ELGi Associated
Equipments
Synagogue St
New Howrah Bridge Approach Rd
HDFC Bank
Canning
Strand Rd
Fortuna Tower
Old China Bazar St
Sukeas Ln
Pollock St
Diamond Heritage
Fairlie Pl Rd
Netaji Subhas Rd
Tea Board
টি বোর্ড
ustom House
Ezra St
Writers'
Buildings Kolkata
Radha Bazar St
Old Court House St
Binoy Badal Dinesh Bag N Rd
Radha Bazar Ln
t Building
General Post Office
জেনারেল পোস্ট অফিস