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.