

To,  
The Members,  
**Sharp Agricom Limited**  
Plot No-9, LSC, Gujrawalan Town-I, Delhi-110009

Sir,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sharp Agricom Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Sharp Agricom Limited's** books, papers, documents, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 have complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, documents, minute books, forms and returns filed and other records maintained by **Sharp Agricom Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Other laws, as informed and specified by the management of the Company which is specifically applicable to the company are:

a. Food Safety and Standards Act, 2006

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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



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- *The Company has filed a compounding application with the Regional Director, Northern Region, New Delhi for non-compliance with Section 203(3) of the Act for the appointment of Ms. Vidhi Goel as Chief Financial Officer of the Company while she was simultaneously holding the same position in another Company.*
- *The Company was non-compliant with Section 149(4) of the Act regarding the appointment of independent directors and the non-compliance has been rectified during the year under review and a compounding application has been filed for the same.*
- *As per the requirements of Section 135 of the Companies Act, 2013, the Company was obligated to spend Corporate Social Responsibility (CSR) activities during the financial year 2024–25 and the payment was done to implementing agency but the amount could not be utilized within the prescribed financial year.*

We further report that:

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the company had following specific events:

- Appointment of Ms. Mita Namonath Jha as an Independent Director w.e.f. 06/06/2024
- Appointment of Mr. Hargovind Sachdev as an Independent Director w.e.f. 06/06/2024
- Appointment of Mr. Sanjay Singhal as Managing Director w.e.f. 31/07/2024
- Passed Special Resolution dated 08/08/2024 to Consider Issue of 49,00,000 Bonus Equity Shares in proportion of 1:2
- Allotment of 49,00,000 Bonus Equity Shares on 09/08/2024
- Passed Board Resolution dated 16/08/2024 to approve issuance of 7,98,000 Equity Shares on Private Placement basis



- Passed Special Resolution dated 10/09/2024 to approve issuance of 7,98,000 Equity Shares on Private Placement basis
- Allotment of 7,98,000 equity shares on Private Placement basis on 19/09/2024
- Passed Special Resolution dated 30/09/2024 to Consider IPO (Initial Public Offer)
- Passed special Resolution dated 23/12/2024 for 1. Approval of Shareholders for issuance of Debentures on private placement basis 2. Approval for furnishing security related to issuance of secured non-convertible debentures 3. Approval for furnishing security related to issuance of secured non-convertible debentures"
- Allotment of 200 debentures of INR 10,00,000 on private placement basis on 30/12/2024
- Appointment of Mr. Sunand Singhal as Chief Executive Officer (CEO) w.e.f. 28/02/2025
- Filed e-form MGT-14 and PAS-3 pursuant to allotment of bonus shares in F.Y. 2024-25 and this resulted in non-compliance of section 117(1) and section 39(4) r/w section 63 of the Companies Act, 2013 with delay.
- Filed an application before the Regional Director, Northern Region for the compounding for non-appointment of Independent Directors
- Filed an application before the Regional Director, Northern Region for the compounding for CFO (KMP) in two companies
- Increase in Authorized Share Capital by 30,00,000 additional Equity Shares.

For D.S. Associates  
Company Secretary

*Dhawal Kant Singh*

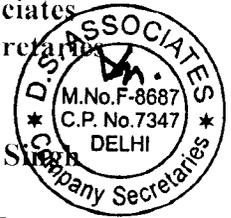
Dhawal Kant Singh  
Partner

M. No.: F8687

C P No.: 7347

Peer Review No. 1724/2022

UDIN:F008687G001169187



Place: New Delhi

Date: 08<sup>th</sup> September, 2025

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

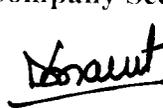
To,  
**The Members,**  
**Sharp Agricom Limited**  
**Plot No-9, LSC, Gujrawalan Town-I, Delhi-110009**

Sir,

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, I followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, We 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 management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For D.S. Associates  
Company Secretaries



**Dhawal Kant Singh**  
Partner  
M. No.: F8687  
C P No.: 7347  
Peer Review No. 1724/2022

Place: New Delhi  
Date: 08<sup>th</sup> September, 2025