

SHARPLINE BROADCAST LIMITED

(Formerly known as Archit Holdings & Credits limited)

(Regd. Off.: 37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055)

Email: sharpbroadcastlimited@gmail.com

CIN No. L22100DL1990PLC039464

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of **Sharpline Broadcast Limited** will be held on Tuesday 19th March, 2019 at 11:00 A.M at the registered office of the Company, to transact the following business:

SPECIAL BUSINESS:

ITEM 1:

To increase the Authorized Share Capital of the Company

To consider and thought fit to pass with or without modification the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, 61 & 64 of the Companies Act, 2013 and other applicable provision, if any, the Authorised Equity Share Capital of the Company be and is hereby increased from Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakhs only) to Rs. 11,50,00,000 /- (Rupees Eleven Crore Fifty Lakhs only) divided into 1,15,00,000 (One Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each by further addition of 10,00,000 (Ten Lakhs) equity shares of Rs 10/- each ranking pari passu in all respect of existing equity shares.

FURTHER RESOLVED THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company as to authorized Share capital be and is hereby substituted in its place stated as under-

V. The Authorised Share Capital of the company is Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs only) divided into 1,15,00,000 (One Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorised to do all such acts and to take such steps, as may be necessary, to give effect to the resolution.”

ITEM NO. 2

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

To consider and, if thought fit, to pas with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 42 and Section 62(1)(C) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Company's shares are listed, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/guidelines of SEBI, if any and subject to such modifications and considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, or such other bodies or authorities as may be required by the law and as may be necessary and subject to such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot 15,00,000 (Fifteen Lakh) Equity Shares of the Company of Rs 10 Each at a price of Rs. 10 per share which is the price decided by the Board of Directors of the Company and is higher than the price as on Relevant date (which is thirty days prior to the date of meeting) as per provision of Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018 for Preferential Issue to the following proposed allottees:

Sr. No.	Name and Address Proposed allottees	Category	Equity Shares proposed to be allotted
1.	Gaurav Gupta 15-A Bela Road, Civil Lines Delhi	Non-Promoter	5,00,000
2.	Sanjay Bansal C-125, Second Floor, Lajpat Nagar, Part-, New Delhi-110024	Non-Promoter	5,00,000

3.	Arpan Gupta 5/6, 2nd Floor, Left Side West Patel Nagar New Delhi 110008	Non-Promoter	5,00,000
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RESOLVED FURTHER THAT in accordance with the Provisions of ICDR Regulations, 2018, the 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 16th February, 2019, being the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a. The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b. The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c. The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations, 2018;
- d. The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and
- f. Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s).

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.”

RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights as the existing shares and be treated for all other purposes pari passu with the existing shares of the Company, and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT the Company do apply for listing of the above said Securities with the Stock Exchanges on which the existing equity shares of the Company are listed and also make necessary applications with the Depositories for admission of the said Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

Place: New Delhi
Date: 22nd February, 2019

By order of the Board
For Shrpline Broadcast Limited



Paras Shah
Director
DIN.: 07070206
Address: 4-A-2B, DADABARI
EXT. KOTA Rajasthan 324009

NOTES:

- (1) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (5) An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses 1&2 is annexed hereto and forms part of this notice
- (6) Route Map to reach the location of the Extraordinary General Meeting is also enclosed herewith.
- (7) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) through e-voting Services provided by National Securities Depository Limited (NSDL).

Instructions for Voting through Electronic means:-:

The voting period begins on **Saturday, 16th March, 2019 at 9.00 AM** and ends on **Monday, 18th March, 2019 at 5.00 PM**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 8th February, 2019** may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. **18th February, 2019, 5:00 P.M.**

The instructions for remote e-voting are as under:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Name of the company".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to 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 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: evoting@nsdl.co.in

The Board of Directors of the Company has appointed Mr. Vivek Kumar, Company Secretary in Practice (Membership No. 8976 & Certificate of Practice No. 10438), Proprietor of M/s. V Kumar & Associates, Company Secretaries, Delhi, as the Scrutinizer for conducting the remote e-voting process and voting at the meeting in a fair and transparent manner.

The result of voting will be announced at **37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055** by the Chairperson of the EGM on Wednesday, 20th March, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Explanatory Statement

[Pursuant to Section 102 of Companies Act, 2013]

ITEM NO. 1

The Authorised Capital of the company is presently Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of Rs. 10/- (Rupees Ten) each. To issue and allot the shares on the the preferential basis, It has become necessary to increase the Authorised Share Capital of the Company. It is therefore proposed to increase the Authorised Equity Share Capital from existing Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakhs only) to Rs. 11,50,00,000 /- (Rupees Eleven Crore Fifty Lakhs only) divided into 1,15,00,000 (One Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each by creation of 10,00,000 (Ten Lakhs) equity shares of Rs 10/- each ranking pari passu in all respect of existing equity shares.

In the view of the fact to increase the Authorised Equity Share Capital of the company, the existing clause V of the Memorandum of Association of the company needs to be amended. The members are requested to pass the necessary resolution set out in the notice as Ordinary Resolution to carry out the necessary amendments in the Memorandum of Association (MOA) of the Company.

Your Directors, therefore, recommend the resolution for your approval.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 2

The Board of Directors on 22nd February, 2019, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 15,00,000(Fifteen Lakhs) Equity Shares of the Company of Rs 10 Each at a price of Rs. 10 per share amounting to Rs. 1,50,00,000 (One crore Fifty Lakhs) on preferential basis to mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

The approval of the members by way of Special Resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of

India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2018 ("ICDR Regulations").

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

a) Object of the issue: To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

b) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue 15,00,000 equity shares (Fifteen Lakhs) Equity Shares of the Company of Rs 10 Each at a price of Rs. 10 per share amounting to Rs. 1,50,00,000 (One crore Fifty Lakhs) on preferential basis

c) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:

No Promoters and Key Management Personnel and Director of the Company are intending to participate/ subscribe to the present offer.

d) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

S. No.	Category of Shareholders	Pre-issue Shareholding		Post-issue Shareholding	
		No. of shares	%	No. of shares	%
A	Promoters Holding:				
1.	Indian:				
	Individual	180000	1.8	180000	1.5
	Bodies Corporate	4800000	48	4800000	41.73
	Sub Total	4980000	49.8	4980000	43.31
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	NIL	NIL	NIL	NIL
B.	Non Promoters Holding:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Non Institution:				
	Private Corporate Bodies	696650	6.97	696650	6.057
	Indian Public	4305770	43.06	5805770	50.48
	Others(including NRIs)	17580	0.17	17580	0.152
	Sub Total (B)	5020000	50.2	6520000	56.69
	GRAND TOTAL	10000000	100%	11500000	100%

e) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue.

f) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

g) Lock in Requirements: The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 of the SEBI (ICDR) Regulations, 2018

h) Auditors' Certificate: M/s. Miital Nirbhay & Co., Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed before the general meeting of the shareholders. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

i) Relevant Date: Relevant Date for the purpose is 16th February, 2019 which is the date 30 days prior to the date of EGM (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

j) Issue Price and the Basis on which the price has been arrived at

The price of equity shares to be issued is fixed at Rs.10 per equity share of Face Value of Rs.10 each in accordance with the price determined in terms of Regulation 165 of the ICDR Regulations.

The Company is listed on Metropolitan Stock Exchange of India Ltd. (MSEI) and the equity shares of the Company are infrequently traded shares traded in accordance with Regulation 165 of the ICDR Regulations.

k) The Company hereby undertakes that

- It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI(ICDR) Regulations, if it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

l) The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

S. No.	Name	Address of Proposed allottees	Category	Pre-preferential holding		Equity Shares proposed to be allotted	Post-preferential holding	
				No of Shares held	% of Share holding		No of Shares held	% of Share holding
1	Gaurav Gupta	15-A Bela Road, Civil Lines Delhi	Non-Promoter	0	0	500000	500000	4.34
2.	Sanjay Bansal	C-125, Second Floor, Lajpat Nagar, Part-, New Delhi-110024	Non-Promoter	0	0	500000	500000	4.34
3.	Arpan Gupta	5/6, 2nd Floor, Left Side West Patel Nagar New Delhi 110008	Non-Promoter	0	0	500000	500000	4.34
		Total				1500000	1500000	13.02

m) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

o) Change in control, if any, in the Company that would occur consequent to the preferential offer:

The aforesaid allotment has been made to Non Promoter/non promoters group which is less 5% of post issue Capital so there is no change in control over the Company or the Management of the affairs of the Company and the existing promoters/promoters' group of the Company will continue to be in control of the Company.

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights

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

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except as holders of shares of the Company if any or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

By order of the Board
For Shrpline Broadcast Limited

Place: New Delhi
Date: 22nd February, 2019



Paras Sharma
Director
DIN.: 07070206
Address: 4-A-2B, DADABARI
EXT. KOTA Rajasthan 324009

Route Map to reach the location of the Extraordinary General Meeting



SHARPLINE BROADCAST LIMITED

(Formerly known as Archit Holdings & Credits limited)

(Regd. Off.: 37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj, Delhi -110055)

Email : sharpbroadcastlimited@gmail.com

CIN No. L22100DL1990PLC039464

ATTENDANCE SLIP

Regd. Folio No.....

Mr./Ms.....

Father's/Husband's Name.....

I certify that I am a registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company at 37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj, Delhi 110055 at 11:00 A.M. on Tuesday, 19th March, 2019.

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Members'/Proxy's Name in BLOCK Letters

Members'/Proxy's Signatures

Note:

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company

Form No. MGT-11

Proxy form

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

Name of the company: **SHARPLINE BROADCAST LIMITED**

Regd. Off: 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi 110055

CIN: L22100DL1990PLC039464, E-mail: sharplinebroadcastlimited@gmail.com

I/We of being a member / members of the above named Company, hereby appoint Mr. of as my /our proxy to vote for me/ us on my/ our behalf at the Extra-Ordinary General Meeting of the Company to be held on 19th March, 2019 at Regd. Office 37th Second Floor, Rani Jhansi Road Motia khan, Paharganj, Delhi 110055 at 11:00 A.M. and at any adjournment thereof.

Signed this Day of, 2019

Regd. Folio No. /DP. Id/ Client Id:

..... No. of Share held:

.....

Affix
Revenue
Stamp

Note:

1. The proxy, to be effective, should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the aforesaid meeting.

2. A Proxy need not to be a Member of the Company.