

# **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](mailto:sharpbroadcastlimited@gmail.com)*

*CIN No. L22100DL1990PLC039464*

**Notice** is hereby given that **Extra-Ordinary General Meeting** of members of Sharpline Broadcast Limited will be held on **Wednesday, 15<sup>th</sup> January 2020** at **10:00 A.M.** at the Registered Office of the Company situated at **37th Second Floor, Rani Jhansi Road Motia Khan, Paharganj Delhi-110055** to transact the following business:

## **SPECIAL BUSINESS:**

1. To appoint the Statutory Auditors to fill Casual Vacancy and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. BAS & Co. LLP, Chartered Accountants (FRN.: 323347E/E300008), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Gambhir & Luthra**, Chartered Accountants (FRN.: 028168).

**RESOLVED FURTHER THAT** M/s. BAS & Co. LLP, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

2. **Approval for appointment of Mr. Sanjeev Kumar Jha (DIN: 02840583) as Whole Time Director**

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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, and, as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on 18<sup>th</sup> March, 2019, consent of members be and is hereby accorded to appoint Mr. **Sanjeev Kumar Jha** (DIN: **02840583**) as Whole-time director of the Company w.e.f 18<sup>th</sup> March, 2019 for a period of 5 years from the date of his appointment and on a monthly remuneration of Rs 70,000/-, which is within the limits prescribed under the Companies Act.

3. **Re- Appointment of Ms. Sangeeta Mukherjee (DIN: 02836339) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution.

**“RESOLVED THAT,** in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of **Ms. Sangeeta Mukherjee (DIN: 02836339)** as an Independent Director of the Company for a period of five years with effect from 10<sup>th</sup> April, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

4. **Re- Appointment of Mr. Sulabh Dikshit (DIN: 07070194) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution.

**“RESOLVED THAT,** in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of **Mr. Sulabh Dikshit (DIN: 07070194)** as an Independent Director of the Company for a period of five years with effect from 10<sup>th</sup> April, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

5. **Re- Appointment of Mr. Paras Shah (DIN: 07070206) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution.

**"RESOLVED THAT**, in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of **Mr. Paras Shah (DIN: 07070206)** as an Independent Director of the Company for a period of five years with effect from 10th April, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

# **SHARPLINE BROADCAST LIMITED**

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## **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 quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (3) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (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) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 4<sup>th</sup> January, 2020 to Tuesday, 14<sup>th</sup> January, 2020 (both days inclusive) for the purpose of Extra-Ordinary General Meeting.
- (6) 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) though e-voting Services provided by National Securities Depository Limited (NSDL).

## ANNEXURE TO THE NOTICE

### Explanatory Statement under Section 102(1) of the Companies Act, 2013

#### ITEM No. I

M/s. **Gambhir & Luthra** Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. BAS & Co. LLP, Chartered Accountants (FRN.: 323347E/E300008), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. **Gambhir & Luthra**, Chartered Accountants (FRN.: 028168)

M/s. BAS & Co. LLP, Chartered Accountants (FRN.: 323347E/E300008), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Item 2:** The Board of Directors at the meeting held on 18<sup>th</sup> March, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013, Mr. Sanjeev Kumar Jha as Whole Time Director of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Sanjeev Kumar Jha as Whole Time Director of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

**Item 3:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Ms. Sangeeta Mukherjee counsel and advice, it would be appropriate that she continues to serve on the Board. Accordingly, the Board at the meeting on 20<sup>th</sup> Dec, 2019 on the recommendation of the Committee, recommended for the approval of the Members, continuation of Ms. Sangeeta Mukherjee as an Independent Director of the Company for a period of five years with effect from 10th April, 2020.

**Item 4:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Sulabh Dikshit counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting on 20<sup>th</sup> Dec, 2019 on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Sulabh Dikshit as an Independent Director of the Company for a period of five years with effect from 10th April, 2020.

**Item 5:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Paras Shah counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting on 20<sup>th</sup> Dec, 2019 on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Paras Shah as an Independent Director of the Company for a period of five years with effect from 10th April, 2020.

## PROCESS FOR E-VOTING:

The voting period begins on 12<sup>th</sup> January, 2020 at 9.00 AM and ends on 14<sup>th</sup> January, 2020 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 03<sup>rd</sup> January, 2020 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. 14<sup>th</sup> January, 2020, 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](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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).

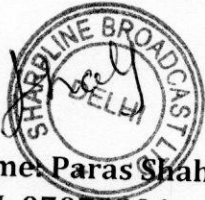
In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the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

Phone No.+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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 Friday, 17<sup>th</sup> January 2020. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

**For and on behalf of  
SHARPLINE BROADCAST LIMITED**



**Name: Paras Shah**

**DIN: 07070206**

**Designation: Director**

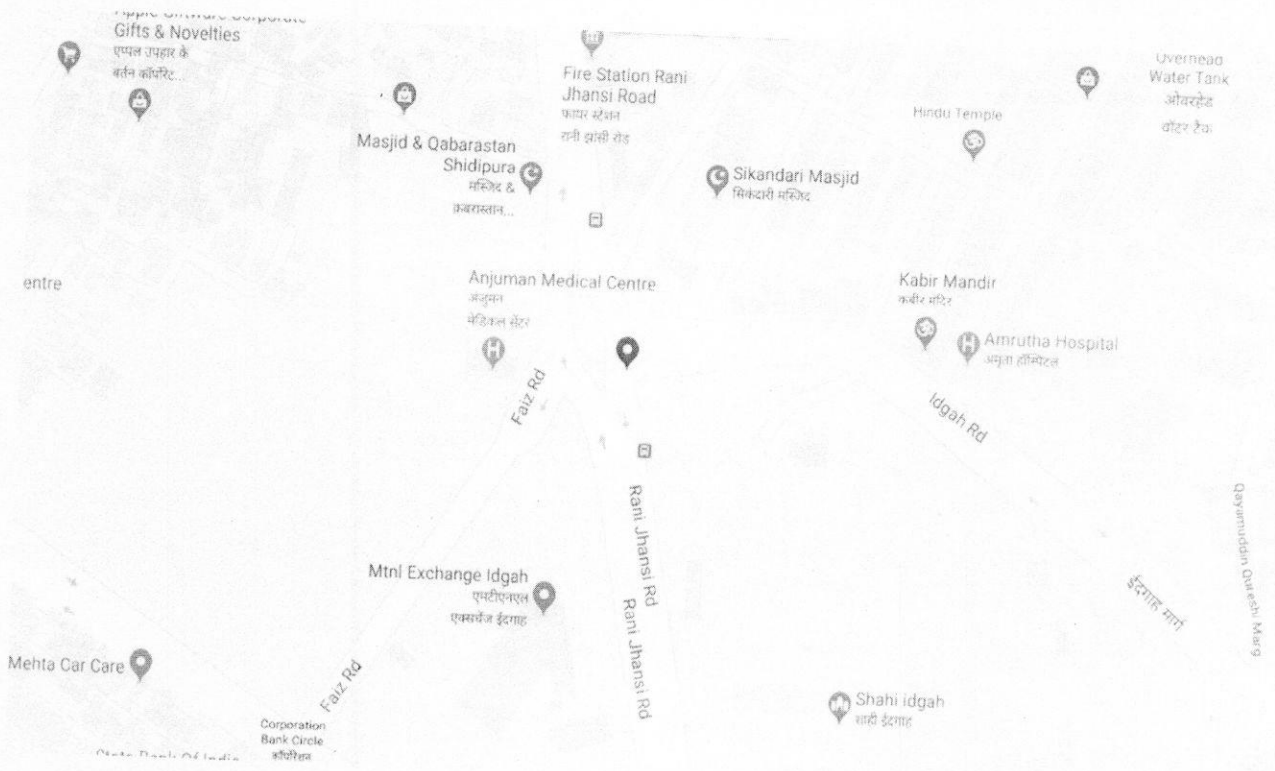
**Address: 4-A-2B, Dadabari**

**EXT. KOTA Rajasthan 324009 RJ IN**

**Date: 20/12/2019**

**Place: New Delhi**

Route Map:



# **SHARPLINE BROADCAST LIMITED**

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

Email: [sharplinebroadcastlimited@gmail.com](mailto:sharplinebroadcastlimited@gmail.com)

CIN No. L22100DL1990PLC039464

## **ATTENDANCE SLIP**

Extra-Ordinary General Meeting

Name of the Shareholder (in Block Letter) : .....

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

Name of the Proxy (s) (in Block Letter) : .....

(to be filled in, if a proxy attends instead  
of a member)

No. of Shares held : .....

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 to be held on  
Wednesday, 15<sup>th</sup> January 2020 at 10:00 A.M. at **37, Second Floor, Rani Jhansi Road, Motia  
Khan, Paharganj, Delhi- 110055**

.....  
**Member's/Proxy's Name in BLOCK Letters**  
**Signature**

.....  
**Member's/Proxy's**

### **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**
- (3) Please bring your copy of the Annual Report for reference at the Meeting**

\* **Applicable for Members holding shares in physical form.**

# **SHARPLINE BROADCAST LIMITED**

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

Email: [sharplinebroadcastlimited@gmail.com](mailto:sharplinebroadcastlimited@gmail.com)

CIN No. L22100DL1990PLC039464

FORM NO. MGT-11

PROXY FORM

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

CIN: L22100DL1990PLC039464

Name of the Company: SHARPLINE BROADCAST LIMITED

Registered office: 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055

Name of the Member:

Registered Address:

E-mail Id:

Folio No /client ID:

DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint.

1. Name.....,E- mail ID.....  
Address .....  
Signature....., or failing him/her

2. Name.....,E- mail ID.....  
Address.....  
Signature....., or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the 15<sup>th</sup> January, 2020 at 10:00 a.m at **37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055** and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Appointment of Statutory Auditors to fill Casual vacancy
2. Approval of appointment of Whole Time director
3. Re-appointment of Independent Director
4. Re-appointment of Independent Director
5. Re-appointment of Independent Director

Signed this \_\_\_\_\_ day of 2020

Signature of shareholder

Signature of Proxy

Affix  
Revenue  
Stamp

Note: This proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.